

28 August, 2024

To,

National Stock Exchange of India Ltd, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai- 400051	BSE Ltd, Phiroze Jeejeebhoy Towers, Dalal Street Mumbai- 400001.
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Subject: Annual Secretarial Compliance Report of NHB for the Financial Year ended 30 June, 2024

Madam/Sir,

In accordance with the Regulation 24A of SEBI (LODR) Regulation, 2015, we hereby submit the Annual Secretarial Compliance Report of the NHB for the Financial Year ended 30th June, 2024 received from M/s Mehta & Mehta, Secretarial Auditor.

Please take the above information on record.

Thanking You.

Yours sincerely,



Sanjay Bose

RM/ Company Secretary

National Housing Bank

Mehta & Mehta

COMPANY SECRETARIES

Plot No. 5, Pocket-5, 2nd Floor, Sector-24 (Infront of Aakash Ganga Apartment), Rohini, Delhi-110085
Tel. : +91 22 28940483 Visit us : www.mehta-mehta.com

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SECRETARIAL COMPLIANCE REPORT OF NATIONAL HOUSING BANK FOR THE FINANCIAL YEAR ENDED JUNE 30, 2024

We, M/s. Mehta & Mehta, Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by **NATIONAL HOUSING BANK** ("the listed entity")
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended June 30, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI"); **(Not applicable)**

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;**(Not applicable)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable)**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;(Not applicable)

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) other regulations as applicable.

and circulars/guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

(I) (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

(I) (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the secretarial compliance report for the year ended June 30, 2023	Compliance Requirement (Regulations/circulars/guidelines including specific clauses)	Details of violation/ deviations and actions taken/ penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
	NIL	NIL	NIL	NIL	NIL	NIL

(II) We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements is as given under:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p><u>Secretarial Standard</u></p> <p>The compliances of listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)</p>	NA	The Provision of Companies act, 2013 are not applicable on NHB as the Bank is established under NHB Act, 1987. And NHB is not a company under the Companies Act, 2013.
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	Yes	-
3.	<p><u>Maintenance and disclosures on the Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	Yes	-

4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	NA	The Provision of Companies Act, 2013 are not applicable to NHB as the Bank is established under NHB Act, 1987. And NHB is not a company under the Companies Act, 2013.
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NA	NHB has No Subsidiaries.
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	None
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted a performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	NO	National Housing Bank is a statutory body established under NHB Act 1987. The board of directors is constituted in accordance with the provision of the Section (6) of the National Housing Bank Act, 1987. Term of office of Chairman, Managing Director and other Directors, service conditions, etc is governed in accordance with the provisions of Section (7) of the National Housing Banks Act, 1987.
8.	<p><u>Related Party Transactions:</u></p>	Yes	-

	<p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/ rejected by the Audit committee</p>		
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30/51 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	—
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	—
12.	<p><u>Additional Non-compliances, if any:</u></p> <p>No, any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	No	—

Note: Referring to the compliances of the above report we would like to inform you that as per the Securities and Exchange Board of India (Listing Obligations and Disclosure (Second Amendment) Regulations, 2023, 'high-value debt listed entities have to comply with regulations 15 to 27 on a 'comply or explain' basis until March 31, 2025, ('Comply or explain') for the purpose means that the entity shall endeavor to comply with the provisions and achieve full compliance by March 31, 2025.

**For Mehta & Mehta,
Company Secretaries
(ICSI Unique Code P1996MH007500)**

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HANDA Date: 2024.08.26
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**CS Nayan Handa
Partner**

FCS No: 11993

CP No.: 18686

Place : Delhi

Date : 26th August 2024

UDIN : F011993F001045938

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

Annexure A

To,

NATIONAL HOUSING BANK,

Core 5-A, 3rd to 5th Floor, India Habitat Centre
Lodhi Road, New Delhi-110003

Our report of even date is to be read along with this letter.

- 1) Maintenance of record is the responsibility of the management of the listed entity. Our responsibility is to express an opinion on these records based on our verification of the same.
- 2) We have followed the practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the listed entity.
- 4) Wherever required, we have obtained the Management representation about the compliance of SEBI laws, rules and regulations thereof.
- 5) The compliance of the provisions of SEBI laws, rules, regulations is the responsibility of management. Our examination was limited to the verification of compliances done by the listed entity.
- 6) As regards the books, papers, forms, reports and returns filed by the listed entity under the above-mentioned regulations, the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the listed entity under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.

- 7) This report is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Mehta & Mehta,
Company Secretaries
(ICSI Unique Code P1996MH007500)**

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HANDA Date: 2024.08.26
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**CS Nayan Handa
Partner**

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