

IPAMC/SE/22/26-27

May 26, 2026

To,
BSE Limited,
Listing Department,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001
Scrip code: 544658

To,
National Stock Exchange of India Ltd.,
Listing Department,
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra Kurla Complex,
Bandra (East), Mumbai – 400051
NSE Symbol: ICICIAMC

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2026

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2026 issued by M/s. Parikh & Associates, Secretarial Auditor of the Company.

We request you to please take the same on record.

For ICICI Prudential Asset Management Company Limited

MEGHNA
MEHUL MADANI

Digitally signed by
MEGHNA MEHUL MADANI
Date: 2026.05.26 18:45:46
+05'30'

Meghna Madani
Authorised Signatory

Encl.: As above

ICICI Prudential Asset Management Company Limited

Corporate Identity Number: L99999DL1993PLC054135

Corporate Office: ICICI Prudential Mutual Fund Tower, Vakola, Santacruz East, Mumbai – 400055 **Tel:** +91 22 6647

0200/2652 5000 **Fax:** +91 22 6666 6582/83, **website:** www.icicipruamc.com, **email id:** amcinvestors@icicipruamc.com

Central Service Office: 2nd Floor, Block B-2, Nirlon Knowledge Park, Western Express Highway, Mumbai - 400063. **Tel:** 022 2685 2000 **Fax:** 022 26868313

Registered Office: 12th Floor, Narain Manzil, 23, Barakhamba Road, New Delhi 110 001

**Secretarial Compliance Report of ICICI Prudential Asset Management Company Limited
for the year ended March 31, 2026**

To,
ICICI Prudential Asset Management Company Limited
12th Floor, Narain Manzil 23,
Barakhamba Road,
New Delhi - 110001

The Equity shares of **ICICI Prudential Asset Management Company Limited** got listed on the BSE Limited and National Stock Exchange of India Limited, with effect from December 19, 2025 and accordingly,

We Parikh & Associates have examined:

- a) all the documents and records to the extent made available to us and explanations and representations provided by **ICICI Prudential Asset Management Company Limited** ("the listed entity"/"Company"),
- b) 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 March 31, 2026 ("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").

The specific Regulations (including amendments, modifications from time to time), whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; (Not applicable to the company during the review period)
- e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the company during the review period)
 - g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- and circulars/ guidelines issued thereunder.

Other Regulations applicable specifically to the Company namely:

- The Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 (Restated into SEBI (Mutual Funds) Regulations, 2026);
- The Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020;
- The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and SEBI;

We hereby report that, during the Review Period:

- 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 as on the date of report:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
Refer Annexure 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	Observations made in the secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	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
NOT APPLICABLE						

- c) we hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity • 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.	<u>Maintenance and disclosures on Website:</u> <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.	<u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5.	<u>Details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA	The Company did not have a subsidiary during the Review Period

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
6.	<u>Preservation of Documents:</u> 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	Yes	
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions 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	Yes NA	No such instance where prior approval was not obtained
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	Yes	
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	No	Refer Annexure - I & II
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations, 2015 by listed entities	NA	There was no resignation of statutory auditors from the Company
13.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any of the SEBI regulations /circular/guidance note etc. except as reported above.	Yes	

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
14.	<p>The listed entity to comply with the following requirements for disclosure of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR:</p> <p>a) The scheme document shall be uploaded on the website of the listed entity after obtaining shareholder approval as required under SEBI (SBEB) Regulations, 2021</p> <p>b) The documents uploaded on the website shall mandatorily have minimum information to be disclosed to shareholders as per SEBI (SBEB) Regulations, 2021.</p> <p>c) The rationale for redacting information from the documents and the justification as to how such redacted information would affect competitive position or reveal commercial secrets of the listed entity shall be placed before the board of directors for consideration and approval.</p>	Yes	

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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.
5. It is the responsibility of the Company's management to maintain records and establish appropriate systems for ensuring compliance with applicable SEBI Regulations, circulars, and guidelines issued from time to time and to ensure the adequacy and operational effectiveness of such systems.
6. The audit was conducted in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India (ICSI), involving such examinations and verifications as deemed necessary and adequate for the purpose.

**For Parikh & Associates
Company Secretaries**

Place: Mumbai

Date: 21.05.2026

Signature: Jigyasa Nilesh Ved Digitally signed by Jigyasa Nilesh Ved
Date: 2026.05.21 16:39:02 +05'30'

**Name of the Practicing Company Secretary: Jigyasa N. Ved
Partner**

FCS No.: 6488 C P No.: 6018

UDIN: F006488H000437226

PR No.: 7327/2025

ANNEXURE I

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification / Fine /Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	SEBI (Venture Capital Funds) Regulations , 1996	Regulation 23(1)(a) read with 23(3) and 24(2)	Extending the maturity of the Fund beyond the original tenure of the Fund despite the approvals from the Contributors.	SEBI	The Company had filed suo motu settlement applications under the SEBI (Settlement Proceedings) Regulations, 2018 in respect of ICICI Prudential Venture Capital Fund (IPVCF), the Company (as an Investment Manager to IPVCF) and ICICI Prudential Trust Limited (as Trustee to IPVCF) for extension of the term of the ICICI Prudential Real Estate Scheme - I ("Scheme"). The Settlement amount was ` 14,35,500/-			Settlement order received on April 16, 2026,	The Company had suo-motu made the settlement application and accordingly, paid ₹14,35,500/- (Rupees Fourteen Lakhs Thirty-Five Thousand Five Hundred only) as the settlement amount.	-

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2.	SEBI Circular	SEBI/HO/OW /IMD/PoD/P/2022/4811 2/1 dated September 12, 2022	SEBI vide its letter dated July 9, 2025, issued a Warning letter to the AMC stating that RTA (CAMS) had processed Income Distribution cum Capital Withdrawal (IDCW) payouts in Non-KYC compliant folios.	SEBI	Administrative Warning	Processed Income Distribution cum Capital Withdrawal (IDCW) payouts in Non-KYC compliant folios.	Nil	-	With effect from January 6, 2025, RTA had enhanced its system and ensured that for non-KYC compliant investors, all IDCW payouts is disallowed and transferred to unclaimed folios of the investor. The AMC has also advised the RTA to ensure due compliance	-

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									with the applicable Regulations and clarifications by SEBI/ AMFI.	
3.	SEBI circular	SEBI Circular dated January 10, 2019 and SEBI Circular dated December 15, 2011	SEBI vide its letter dated July 11, 2025 provided warning with reference to the cyber-incident/event related to a vendor i.e. Signzy Technologies Private Limited, which provided Video KYC/E-KYC related services to AMC.	SEBI	Administrative Warning	Cyber-incident/event pertaining to FY2024-25 related to lapses in the security monitoring systems and processes noted in the services provided by Signzy Technologies Private Limited, vendor providing Video KYC/E-KYC related services.	Nil	-	The AMC has strengthened its controls towards monitoring vendor compliances in relation to Cyber security and Cyber resilience framework of SEBI. Further, to assess the Cyber security maturity of	-

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									the vendors, the AMC has started the Annual comprehensive review /risk assessment process of the vendors.	
4.	SEBI Circular	12.25.8.b of SEBI Master Circular for Mutual funds	SEBI vide its letter dated November 4, 2025, issued deficiency letter to the AMC for the exceptions mentioned in the Compliance Test Report (CTR) for the quarter ended June 2025.	SEBI	Deficiency	Covered call position taken by ICICI Prudential Equity & Debt Fund in a company had crossed 30% Limit (~36%) which was not in compliance to Clause 12.25.8.b of SEBI Master Circular for Mutual funds.	Nil	-	The said covered call position was brought below the limit of 30% on the following working day. The instance was due to technical	-

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								<p>glitch in front office system which was resolved subsequently.</p> <p>The AMC independently also conducted comprehensive testing of the system changes so as to prevent further instances.</p>		

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5.	SEBI Master circular	Para no. 5.4. of SEBI Master Circular for Portfolio Managers dated July 16, 2025.	SEBI vide its letter dated July 25, 2025, issued a deficiency with respect to offsite inspection cum surveillance of the Portfolio Management activities for not providing the details of all active clients for all months for reporting period October 2024 to March 2025	SEBI	Deficiency	Not providing the details of all active clients for all months for reporting period October 2024 to March 2025	NIL	-	The AMC duly reported the data of all active clients in the respective months correctly and the instances highlighted by SEBI in the annexure were pertaining to fully redeemed clients which were reported only in the month when there were some accounting entries	-

Sr. N o.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification / Fine /Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
									<p>passed to settle certain balances.</p> <p>Further, the AMC has re-submitted the required data and has undertaken system changes to generate report which would include client master details as required by SEBI to ensure consistency in</p>	

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification / Fine /Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
									reporting on an on-going basis.	
6.	SEBI Circular	SEBI circular dated December 11, 2023 SEBI/HO/AFD / PoD1 / CIR/ 2023/186	SEBI vide its letter dated September 18, 2025, issued deficiency on exception with respect to the delay in transfer of units from Aggregate Escrow Demat Account (AEDA) to investors demat account	SEBI	Deficiency	Delay in transfer of units from Aggregate Escrow Demat Account (AEDA) to investors demat account in 54 instances pertaining to the schemes launched under the ICICI Prudential Strategic Alpha Fund.	NIL	-	The process for the transfer of units from AEDA to the investors demat account had already been enhanced and the AMC continues to ensure to initiate the transfer of units within the	-

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									prescribed timelines.	
7.	SEBI Master circular	Para no. 4.5.2.4, 5.2.2 and 2.6.2.3 of SEBI Master Circular for Portfolio Managers dated July 16, 2025.	SEBI vide its letter dated March 30, 2026 highlighted one deficiency and advisories which are summarised as follows: A. The deficiency pertains to the AMC not placing the performance of the clients (which are less than three years old) before the AMC Board. B. The Advisories pertain to: 1. placing specific agenda items for corporate	SEBI	Deficiency and Advisory	A. Not placing the performance of the clients (which are less than three years old) before the AMC Board. B. 1. Non placing specific agenda items for corporate governance and internal audit matters 2. Non-completing the internal audit within reasonable time; 3. Non documented additional Process/clarificati	NIL	-	A. The AMC was in compliance with the regulatory requirement, going forward, for the purpose of clarity, the AMC would include a statement in the agenda note while placing the performance of the clients that: - the performance disclosed is for all the clients for the	-

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification / Fine /Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
			<p>governance and internal audit matters;</p> <p>2. completing the internal audit within reasonable time;</p> <p>3. Additional Process/clarification to be documented in the investor grievance policy, AML policy and Trade allocation Policies;</p> <p>4. Updates to the policies to include version control details along with the history of changes, policy owner, dates of reviews undertaken.</p>			<p>on in the investor grievance policy, AML policy and Trade allocation Policies;</p> <p>4. Non Updates to the policies version control details along with the history of changes, policy owner, dates of reviews undertaken</p>			<p>previous three years period till the end of relevant quarter and for the clients who had been on-boarded during the three year period, the performance data would be from the date of joining till the end of relevant quarter.</p> <p>B.</p> <p>1. The AMC has agreed to place</p>	

Sr. N o.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification / Fine /Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
									the Corporate Governance report submitted to SEBI before the Board of Directors. 2. The audit frequency has now been further reduced to quarterly instead of half yearly and the same has been documented as part of the Risk Based Internal Audit Plan	

Sr. N o.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification / Fine /Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
									for the ensuing financial year (FY2027).	
									3. The AMC has incorporated the requisite changes in all three policies.	
									4. The AMC shall include the fields advised by SEBI in the policy document.	

Annexure II

1. A show cause notice under Sections 11(4A), 11B(2) read with 15HB of the SEBI Act and Sections 23E, 24 and 12A(2) of the SCRA was issued to one of the Independent Directors, Dilip Ganesh Karnik, in his capacity as an independent director of another listed company, of which he has ceased to be a director since June 2016. Mr. Dilip Ganesh Karnik has replied to the notice from SEBI. Hearing in this regard was granted by SEBI on January 23, 2026. Further orders are awaited.

The Company had disclosed the details of the aforesaid matter pertaining to the Independent Director in the Prospectus dated December 16, 2025, filed by the Company in respect to the initial public offer of the equity shares of the Company

Place: Mumbai
Date: 21.05.2026

Signature:

Jigyasa Nilesh Ved

For Parikh & Associates
Company Secretaries

Digitally signed by Jigyasa Nilesh
Ved
Date: 2026.05.21 16:38:25 +05'30'

Name of the Practicing Company Secretary: Jigyasa N. Ved
Partner

FCS No.: 6488 C P No.: 6018

UDIN: F006488H000437226

PR No.: 7327/2025