

IPA Certificate

Date: 16/05/2024

ICICI Bank Limited  
HYD-500032

To \_\_\_\_\_  
THE INVESTORS IN COMMERCIAL PAPER

REFNO: PFL/CP/24-25/09  
PFL/CP/24-25/10  
PFL/CP/24-25/11

ISIN CODE: INE511C14WR5

MV of CP: Rs. 500 Crores

Units 10000

(1 Unit = Rs. 5.00 lacs)

We hereby confirm that **POONAWALLA FINCORP LIMITED**, the Issuers have appointed us the Issuing and Paying Agent (IPA) for the CP under reference.

We have a valid IPA Agreement with the Issuer.

We have verified the documents viz:

1. Details of Credit rating letters:

CRA	Rating letter dt	Validity for issuance	Rating	Validity period for rating	Ceiling Amt (Rs Crores)
(1)	(2)	(3)	(4)	(5)	(6)
CARE	25/04/2024	2 Month	A1+	1 Year	6500 CR
CRISIL	25/04/2024	60 Days	A1+	1 Year	6500 CR

2. Details of Credit rating letter considered for ceiling and CPs issued thereunder:

CRA	Rating letter dt	Validity for issuance	Rating	Validity period for rating	Ceiling Amt	out of (6) CPs issued and o/s	CP issued now	Balance available (6-7-8)
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
CARE	25/04/2024	2 Month	A1+	1 Year	6500 CR	2500 CR	500 CR	3500 CR
CRISIL	25/04/2024	60 Days	A1+	1 Year	6500 CR	2500 CR	500 CR	3500 CR

3. Offer Letter of issuer dated 15/05/2024 and certify that the documents are in order. Certified copies of original documents are held in our custody.

We hold:

1. Board resolution authorizing borrowal through CP issuance up to **Rs. 6500 Crores.**
2. Original of Unconditional Credit Enhancement letter issued by Bank/ FI/Corporate for an amount covering this issue represented by ISIN number (above), (wherever applicable).

We have obtained from the issuers:

Confirmation that they have complied with Reserve Bank of India (RBI) requirements in respect of minimum net worth, wherever applicable, that their borrowings from all Banks/FIs are classified as standard assets, and further that the amount raised by means of CP including old outstanding is within the ceiling stated in the relevant letter of credit rating and powers delegated by board of issuer company, whichever is lower.

Redemption:

We will make the redemption payment, subject to the availability of funds in the CP issuer's account, to the holders of CPs as at the end of one working day prior to the maturity date of CP as per the BENPOS report received from the depositories.

For ICICI Bank Ltd

Authorised Signatory

Name: SWAPNALI JADHAV  
Designation: Deputy Manager II  
ICICI Bank Ltd  
C.P. MUM