

NOTICE OF THE TWENTY FOURTH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fourth Annual General Meeting of the members of LIC Housing Finance Limited will be held at "M. C. Ghia Hall", Bhogilal Hargovindas Building, 4th Floor, 18 / 20 Kaikhushru Dubash Marg, behind Prince of Wales Museum, Mumbai – 400 001 on Thursday, 25th July, 2013 at 3.00 p.m. to transact the following business :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2013, the Profit and Loss Account for the year ended 31st March, 2013 together with Reports of the Directors and the Auditors thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Shri S. Ravi, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Jagdish Capoor, who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to Section 224A of the Companies Act, 1956 M/s. Chokshi & Chokshi, Chartered Accountants, Mumbai and M/s. Shah Gupta & Co., Chartered Accountants, Mumbai be and are hereby appointed as Joint Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, on a remuneration to be determined by the Board of Directors in consultation with them plus applicable service tax for the purpose of audit of the Company's accounts at the Registered and Corporate Office as well as few Back Offices."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to appoint in consultation with the Company's Joint Statutory Auditors any person or persons qualified for appointment as Auditor or Auditors of the Company under section 226 of the Companies Act, 1956, to conduct audit of other Back Offices in India on such terms and conditions as may be mutually agreed depending upon the nature and scope of their work."

SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:-
- "RESOLVED THAT pursuant to the provisions under sections 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and subject to such sanctions as may be necessary, approval be and is hereby given to the

appointment of Shri V. K. Sharma, as Managing Director & CEO of the Company for a period of 5 years or as decided by LIC of India from time to time.

The terms and conditions of his service shall be determined from time to time by LIC of India and the Board of LIC Housing Finance Limited which will be within the limit as per the Companies Act, 1956 as set out in the Explanatory Statement attached to this notice."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution".

By Order and on behalf of the Board

NITIN K. JAGE
General Manager (Taxation) &
Company Secretary

Date : 26.04.2013

Registered Office:
Bombay Life Building, 2nd Floor,
45/47, Veer Nariman Road,
Mumbai 400 001.

NOTES:

- (1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND SUCH A PROXY NEED NOT BE A MEMBER.

THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- (2) The Explanatory Statement as required under section 173(2) of the Companies Act, 1956, in respect of item Nos. 5 & 6 of the Notice convening the Meeting is annexed hereto.
- (3) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 11th July, 2013 to Thursday, 25th July, 2013 (both days inclusive).
- (4) The dividend on equity shares, if declared at the meeting, will be paid on or after 27th July, 2013.
 - (i) to those members holding shares in physical form, whose names would appear on the Register of Members of the Company, at the close of business hours on Thursday, 25th July, 2013 after giving effect to all valid transfers in physical form lodged

with the Company on or before Wednesday, 10th July, 2013 and

- (ii) in respect of the shares held in electronic form, on the basis of the details furnished by NSDL and CDSL at the close of business hours on Wednesday, 10th July, 2013.
- (5) Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the Meeting.
- (6) Members holding shares in electronic form may please note that dividend in respect of the shares held by them will be credited to their bank account as per the details furnished by the respective Depositories to the Company as per the applicable regulations of the Depositories and the Company will not be in a position to entertain any direct request from such members for change / deletion in such bank details. Further, instructions, if any, already given by members in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may therefore give instructions regarding bank accounts in which they wish to receive dividend, to their Depository Participants (DP).
- (7) The Company proposes the payment of dividend, if declared, through National Electronic Fund Transfer (NEFT), National Electronic Clearing Services (NECS) or by way of dispatch of physical dividend warrants with Bank Details as furnished by the members. Members

holding shares in physical mode are advised to immediately submit the NEFT / Bank Details alongwith IFSC code to the Company's Registrar and Transfer Agent - Sharex Dynamic (India) Private Limited (SDIL) or notify the changes, if any, to SDIL and Members holding the shares in dematerialization mode are advised to submit the Bank Details alongwith IFSC code to their respective DP or notify the changes, if any, in their Bank Details to their respective DP. NECS mandate form is being sent alongwith the Annual Report so as to enable the shareholders to update their address and bank particulars and ensure timely and faster credit of dividend to their bank account.

- (8) Re-appointment of Directors: [As required under clause 49(VI)(A)]

Shri S. Ravi

Shri S. Ravi, Director of the Company retires by rotation at the ensuing Annual General Meeting.

Shri S. Ravi is a post graduate in Commerce and fellow member of Institute of Chartered Accountants of India. He is promoter partner of M/s. Ravi Rajan & Company Private Limited. He has to his credit wide experience in banking and specialization in the field of accounting, auditing, financial and management consulting, business valuation, merger, acquisition, restructuring, business advisory services etc. He was appointed as Director on 26th June 2005. He is Chairman of Audit Committee and member of Investors' Grievance Committee and Banking Licence Committee of Directors.

The details of other Directorships/committee memberships of Shri S. Ravi are as follows:

Names of Companies	Nature of Interest	Chairmanship / Membership of Board Committee as per Clause 49 of Listing Agreement
Bharat Heavy Electricals Limited	Director	Chairman of Audit Committee
Mahindra Ugine Steel Company Limited	Director	Member of Audit & Investors' Grievance Committees
IDBI Capital Market Services Limited	Director	Chairman of Audit Committee
IDBI Bank Limited	Director	Member of Audit Committee & Chairman of Investors' Grievance Committee
Religare Housing Development Finance Corporation Limited	Director	Member of Audit Committee
GMR Chennai Outer Ring Road Private Limited	Director	Chairman of Audit Committee
UTI Trustee Company Private Limited	Director	Member of Audit Committee
SME Rating Agency of India Limited	Director	Member of Audit Committee
Canbank Venture Capital Fund Limited	Director	-
S Ravi Financial Management Services Private Limited	Director	-
SBI - SG Global Securities Services Private Limited	Director	-
Management Development Institute	Member of Board of Governors	-

Shri Jagdish Capoor

Shri Jagdish Capoor, Director of the Company retires by rotation at the ensuing Annual General Meeting.

Shri Jagdish Capoor holds a Masters degree in Commerce and is a Fellow of Indian Institute of Banking and Finance. He retired as Deputy Governor of Reserve Bank of India after serving for 39 years. While with Reserve Bank of India, he was the Chairman of Deposit Insurance and Credit Guarantee Corporation of India, Unit Trust of India, and Bharatiya Reserve Bank Note Mudran Limited and served as a Director on the boards of Bank of Baroda, Export Import Bank of India, State Bank of India, National Bank of Agriculture and Rural Development, National Housing Bank, Infrastructure Development Finance Company Limited and GHCL. He had been Chairman of Agriculture Finance Corporation Limited,

Bombay Stock Exchange Limited and HDFC Bank Limited. Presently Shri Capoor is on the Board of Directors of the Assets Care & Reconstruction Enterprise Limited, Quantum Trustee Company Private Limited, Indian Hotels Company Limited, LIC Pension Fund Limited, LICHFL Trustee Company Pvt. Limited, and Manappuram Finance Limited. He is also a member on the Board of Governors of the Indian Institute of Management, Indore. Shri. Capoor is a member of Audit Committee of Indian Hotels Company Limited and Chairman of Audit Committees of Quantum Trustee Company Private Limited and LIC Pension Fund Limited.

He was appointed as Director on 25th May 2012. He is a member of Debenture Allotment Committee and Banking Licence Committee.

The details of other Directorships/committee memberships of Shri Jagdish Capoor are as follows:

Names of Companies	Nature of Interest	Chairmanship / Membership of Board Committee as per Clause 49 of Listing Agreement
Indian Hotels Company Limited	Director	Member of Audit Committee
LIC Pension Fund Limited	Director	Chairman of Audit Committee
Quantum Trustee Company Private Limited	Director	Chairman of Audit Committee
Entegra Limited	Director	Member of Audit Committee-
Atlas Documentary Facilitators Company Private Limited	Director	Member of Audit Committee
Manappuram Finance Limited	Director	-
Vikas Global One Limited	Director	-
Assets Care & Reconstruction Enterprise Limited	Director	-
LICHFL Trustee Company Private Limited	Director	-
Banyantree Bank Limited	Director	Member of Audit Committee
Indian Institute of Management	Member, Board of Governors, Chairman, Finance Committee	-

- (9) Members are requested to bring Attendance Slip to the meeting. Members who hold shares in dematerialized form are requested to bring their Depository Account Number for identification.
- (10) As per the amended provisions of the Companies Act, 1956, the facility for making nomination is now available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrar and Transfer Agent – SDIL or can be downloaded from the Company's website.
- (11) Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company's Registrar & Transfer Agent- SDIL.
- (12) Members are requested to notify immediately any change in their address / bank mandate to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the company – SDIL in respect of their physical share folios.
- (13) Pursuant to the provisions of section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred

the unclaimed / unpaid dividend for the financial years upto 2004-2005, to the Investor Education and Protection Fund of the Central Government on expiry of seven years from the date of declaration in terms of the provisions of Section 205A of the Companies Act, 1956. The unpaid dividend for the financial year 2005-2006 will become due for transfer to the Fund, on 2nd August, 2013. Members who have not yet encashed the dividend warrants for any of the financial years from 2005-2006 to 2011-2012 and Interim Dividend warrants for the financial year 2006-2007, are once again requested to make their claims immediately to the Company or the Company's Registrar & Transfer Agents - SDIL for issuance of duplicate / revalidated dividend warrant/s.

- (14) Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.
- (15) The Members desiring any information as regards to accounts are requested to write to the Company at an early date, so as to enable the Company to keep information ready.
- (16) As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting.

Members are therefore requested to bring their copy of the Annual Report to the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 5

As the Public Financial Institutions are holding more than 25 per cent shares of the Company, the appointment / re-appointment of Auditors is required to be made by a Special Resolution under section 224A of the Companies Act, 1956.

M/s. Chokshi & Chokshi, Chartered Accountants, Mumbai and M/s. Shah Gupta & Co., Chartered Accountants, Mumbai have been proposed for appointment of Joint Statutory Auditors of the Company. The Board of Directors recommends their re-appointment as Joint Statutory Auditors.

None of the Directors of the Company is concerned or interested in the Resolution.

Item No.6

Shri V. K. Sharma was appointed as Managing Director & CEO of the Company by the Board of Directors w.e.f. 19th March, 2013 under section 198, 269, 309, 310 read with Schedule XIII and other applicable provisions of the Companies Act, 1956, and holds Office upto the date of the Twenty Fourth Annual General Meeting of the Company.

The terms and conditions of his appointment are,

- a. From 19th March, 2013 for a period of 5 years or as decided by LIC of India from time to time.
- b. The terms and conditions of his service shall be determined from time to time by LIC of India and the Board of LIC Housing Finance Limited which will be within the limit as per the Companies Act, 1956.

The Board of Directors recommends the passing of the Ordinary Resolution as per Item No.6 of the Notice.

None of the Directors, except Shri V. K. Sharma is concerned or interested in the Resolution.

By Order and on behalf of the Board

NITIN K. JAGE
General Manager (Taxation) &
Company Secretary

Date: 26.04.2013

Registered Office:
Bombay Life Building, 2nd Floor,
45/47, Veer Nariman Road,
Mumbai - 400 001.



LIC HOUSING FINANCE LIMITED

Registered Office : Bombay Life Building, 2nd Floor, 45/47, Veer Nariman Road, Mumbai – 400 001.

Corporate Office : 131 Maker Tower, "F" Premises, 13th Floor, Cuffe Parade, Mumbai – 400 005.

ATTENDANCE SLIP

Name and Address of the Member and / or Proxy

Reg. Folio No. / :	
Client ID No.	

No. of Shares held :	
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I hereby record my presence at the TWENTY FOURTH ANNUAL GENERAL MEETING of the Company to be held on Thursday, the 25th July, 2013 at 3.00 p.m. at 'M. C. Ghia Hall', Bhogilal Hargovindas Building, 4th Floor, Kaikhushru Dubash Marg (Behind Prince of Wales Museum), Mumbai – 400 001.

Member's / Proxy's Signature.....

Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall. Joint Shareholders may obtain additional Attendance Slip on request. Please bring your copy of the Annual Report for reference at the Meeting.



LIC HOUSING FINANCE LIMITED

Registered Office : Bombay Life Building, 2nd Floor, 45/47, Veer Nariman Road, Mumbai – 400 001.

Corporate Office : 131 Maker Tower, "F" Premises, 13th Floor, Cuffe Parade, Mumbai – 400 005.

PROXY FORM

Name and Address of the Member and / or Proxy

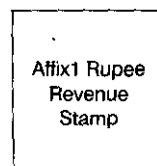
Reg. Folio No. / :	
Client ID No.	

No. of Shares held :	
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I/We ----- of ----- being member/members of LIC Housing Finance Limited hereby appoint ----- of ----- of failing him/her ----- or failing him ----- of ----- as my/our proxy to vote for me/us on my/our behalf at the TWENTY FOURTH ANNUAL GENERAL MEETING of the Company to be held on Thursday, the 25th July, 2013 at 3.00 p.m. and at any adjournment thereof.

Signed this ----- day of ----- 2013

Signature : _____



Note : This form duly complete and signed must be deposited at the Registered or Corporate Office of the Company not less than 48 hours before the meeting.

