

Ref:LICHFL/CS./PostalBallot-FY 2023-24/01

25th May, 2023

The Manager, Listing Department, National Stock Exchange of India Ltd., Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051	The General Manager, Department of Corporate Services-Listing Dept., BSE Limited, 25 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.
Scrip ID: LICHSGFIN EQ Email: cmlist@nse.co.in	Scrip Code : 500253 Email: corp.relations@bseindia.com

Dear Sir / Madam,

Re: Notice for Postal Ballot for seeking the Approval of the members

- 1) To pass as an ordinary resolution for approval and confirmation of the appointment of Shri Siddhartha Mohanty (DIN 08058830) by the Shareholders as Director and Non-Executive Chairperson of the Company.
- 2) To pass as an ordinary resolution for approval and confirmation of the appointment of Shri Jagannath Mukkavilli (DIN 10090437) by the Shareholders as Non- Executive Director of the Company.
- 3) To pass as a special resolution for approval of the amendment in clause 143 (a) of the Articles of association for making provisions for the debenture trustees for appointment of Nominee Directors in the Board of the Company as required by the SEBI Regulations.
- 4) To pass as a special resolution the approval for authorising the Board of directors for issuance of redeemable Non-convertible debentures/ or any other instruments on a private placement basis to the tune of Rs.53,000 crore.

Notice for Postal Ballot in respect of the above captioned subject is being sent today i.e. on Thursday May 25, 2023, over e-mail to shareholders / Members of the Company whose name appear in the Register of Members / Beneficial Owners received from the Registrar and Share Transfer Agent /through the depository records as on Friday, May 19, 2023 to their registered e-mail ID, if any. The Company has engaged Link Intime India Private Limited ("LI IPL" or "RTA"), its Registrar and Transfer Agent, for the purpose of providing remote e-voting facility to its members. The remote e-voting instructions are mentioned in the Notice. The remote e-voting shall

CIN No. : L65922MH1989PLC052257

Corporate Office : LIC Housing Finance Ltd., 131 Maker Tower "F" Premises, 13th Floor, Cuffe Parade, Mumbai 400 005
Tel :+ 91 22 2217 8600 Fax:+91 22 2217 8777, Email: lichousing@lichousing.com, Website : www.lichousing.com

Registered Office: LIC Housing Finance Ltd. Bombay Life Bldg., 2nd flr., 45/47, Veer Nariman Rd, Fort, Mumbai - 400 001.
Tel: +91 22 2204 9682 /9799 /0006 Fax: +91 22 2204 9682, E-mail : lichousing@lichousing.com, Website : www.lichousing.com

commence on **Monday, May 29, 2023 at 9.00 a.m. (IST)** and shall end on **Wednesday, June 28, 2023 5:00 PM(IST)**.

The Scrutinizer will submit his/Report to the Chairman/ the person(s) authorised by the Chairman of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before Friday, June 30, 2023 and communicated to Bombay Stock Exchange Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and Luxemburg Stock Exchange (together the "Stock Exchanges"), National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories"), Link Intime India Private Limited" or "Registrar and Share Transfer Agent" or "RTA" or "Link Intime") and will also be displayed on the Company's website www.lichousing.com.

The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting **Wednesday, June 28, 2023**.

Copy of the Notice of Postal Ballot is attached herewith.

This is for your information and record.

Thanking you,
Yours faithfully,
For LIC Housing Finance Limited

Varsha Hardasani
Company Secretary and
Compliance Officer



Encl. : a/a.
CC :

The Luxembourg Stock Exchange, 11, Avenue de la Porte-Neuve, L-2011 Luxembourg, G. D.
LUXEMBOURG.

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NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given, pursuant to and in compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time, and pursuant to other applicable laws and regulations, To transact the items of special business as set out in the Postal Ballot Notice proposed to be passed by the members LIC Housing Finance Limited ("the Company") through remote e-voting process ("e-voting").

The explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolution setting out the material facts concerning the Special Resolutions being proposed are appended to this notice.

In accordance with the provisions of the MCA Circulars and other applicable laws and regulations, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its shareholders to cast their votes electronically. The physical copy of the postal ballot notice along with postal ballot forms and pre-paid business envelope is not being sent to the Members of the Company. The Company has engaged Link Intime India Private Limited ("LIIP" or "RTA"), its Registrar and Transfer Agent, for the purpose of providing remote e-voting facility to its members. The remote e-voting instructions are mentioned in the Notice. The remote e-voting shall commence on **May 29, 2023 at 9.00 a.m. (IST)** and shall end on **Wednesday, June 28, 2023 5:00 PM (IST)**. **Further, the Shareholders would have the option to vote only through remote e-voting and voting through physical ballot papers will not be provided.** Shareholders are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this Postal Ballot Notice ("Postal Ballot Notice") to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than **5:00 PM (IST) on June 28, 2023**, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Shareholder.

Pursuant to the MCA Circulars, the Company has made arrangements for the Shareholders to register their e-mail addresses. Therefore, those Shareholders who have not yet registered their e-mail addresses are requested to register the same by accessing the link https://web.linkintime.co.in/EmailReg/Email_Register.html.

The Board of Directors of the Company, at its meeting held on May 16, 2023, appointed Shri P. S. Gupchup (ACS 4631; CP 9900) as the Scrutinizer for conducting the Postal Ballot through the e-voting process in a fair and transparent manner.

The Scrutinizer will submit his Report to the Chairman / the person(s) authorised by the Chairman of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before **Friday, June 30, 2023** and communicated to Bombay Stock Exchange Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and Luxemburg Stock Exchange (together the "Stock Exchanges"), National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories"), "Link Intime India Private Limited" or "Registrar and Share Transfer Agent" or "RTA" or "Link Intime") and will also be displayed on the Company's website www.lichousing.com.

You are requested to peruse the proposed resolutions along with the explanatory statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date as specified by the Company for e-voting **Wednesday, June 28, 2023**.

SPECIAL BUSINESS:

ITEM-1 To pass the following resolution an Ordinary Resolution:

Approval and Confirmation of the Appointment of Shri Siddhartha Mohanty by the Shareholders.

"RESOLVED THAT Shri Siddhartha Mohanty (DIN 08058830) who has been appointed as an Additional Director (Non-Executive) on the Board of LIC Housing Finance Ltd., as Nominee of LIC of India, in accordance with Articles 143 of the Articles of Association of the Company pursuant to the provisions of Section 152, 161 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder, SEBI (LODR), 2015, Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 including any amendment, modification, variation or re-enactment thereof, for the time being in force and in terms of Articles 141, 143 of the Articles of Association of the Company with effect from April 5, 2023 be and is hereby appointed as Director (Non-Executive) of the Company for the period as may be decided by LIC of India and Board of LIC Housing Finance Limited pursuant to the service rules of LIC of India and/or the relevant Government Order subject to the limit as per the Companies Act, 2013, not liable to retire by rotation".

"RESOLVED FURTHER THAT Shri Siddhartha Mohanty (DIN 08058830), who has been appointed as Chairman of the Company in accordance with Article 176 of the Articles of Association of the Company with effect from April 5, 2023 till the period as decided by LIC of India from time to time and based on the recommendation of the Nomination & Remuneration Committee in concurrence with consideration of terms of 'Fit and Proper' criteria adopted by the Board be and is hereby appointed as Non-Executive Chairman of the Company with effect from April 5, 2023 till the period as may be decided by LIC of India and Board of LIC Housing Finance Limited subject to the limit as per the Companies Act, 2013, not liable to retire by rotation".

"RESOLVED FURTHER THAT any Director, Company Secretary & Compliance Officer or Chief Financial Officer be and is hereby severally authorised to file necessary forms / returns with the Registrar of Companies/MCA and to make necessary entries in the statutory registers to that effect, obtain necessary approvals from shareholders, Government of India and / or such other Government or other authorities as may be required by the Companies Act, 2013 or any other law for the time being in force and also to do all act(s), deed(s) or thing(s) as may be required in this regard."

ITEM-2 To pass the following resolution an Ordinary Resolution:

Approval and confirmation of the Appointment of Shri Jagannath Mukkavilli by the Shareholders.

"RESOLVED THAT Shri Jagannath Mukkavilli (DIN 10090437), who has been appointed as an Additional Director (Non-Executive) on the Board of LIC Housing Finance Ltd., as Nominee of LIC of India, in accordance with Articles 143 of the Articles of Association of the Company pursuant to the provisions of Section 152, 161 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder, SEBI (LODR), 2015, Master

Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 including any amendment, modification, variation or re-enactment thereof, for the time being in force and in terms of Articles 141, 143 of the Articles of Association of the Company with effect from April 5, 2023 be and is hereby appointed as Director (Non-Executive) of the Company for the period as may be decided by LIC of India and Board of LIC Housing Finance Limited and as per pursuant to the service rules of LIC of India and/or the relevant Government Order, subject to the limit as per the Companies Act, 2013, liable to retire by rotation”.

“RESOLVED FURTHER THAT any Director, Company Secretary & Compliance Officer or Chief Financial Officer be and is hereby severally authorised to file necessary forms / returns with the Registrar of Companies/MCA and to make necessary entries in the statutory registers to that effect, obtain necessary approvals from shareholders, Government of India and / or such other Government or other authorities as may be required by the Companies Act, 2013 or any other law for the time being in force and also to do all act(s), deed(s) or thing(s) as may be required in this regard.”

ITEM-3 To pass the following resolution as a Special Resolution:

Amendment in clause 143 (a) of the Articles of association.

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities and in order to harmonise it with the requirement of the provision(s) of the Companies Act, 2013, and rules made thereunder; the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Debenture Trustee) Regulations, 1993 (“Debenture Trustee Regulations”); as amended from time to time and Bye laws of the stock exchanges where the equity shares of the Company are listed, the existing 143 (a) of the Articles of Association (AoA) the Company pertaining to ‘Nominee Directors’ of the Company be and is hereby substituted with the following clause:

New Clause 143 (a) “Notwithstanding anything to the contrary contained in these Articles, **and subject to the provisions of various trust deeds, secured or otherwise in connection with any issue of debenture by the Company** and so long as any moneys remain owing by the Company to Life Insurance Corporation of India (LIC) or any other financial institution owned or controlled by the Central Government or a state Government or the Reserve Bank of India or by two or more of them or by the Central Government or any State Government by themselves (each of the above is hereinafter in the Articles referred to as “the Corporation”) out of any loans/debenture assistance granted by such Corporation to the Company, or so long as such Corporation holds or continues to hold debentures/shares in the Company as a result of underwriting or by direct subscription or private placement, or so long as any liability of the Company arising out of any guarantee, furnished by such Corporation on behalf of the Company remains outstanding, such Corporation/**debenture trustee, individually or collectively shall have a right but not an obligation to appoint from time to time any person or persons as a Director or Directors**, (which Director or Directors is/are hereinafter referred to as “the Nominee Director(s)”) on the Board of the Company and to remove from such office any person or persons appointed and to appoint any person or persons in his or their place.”

“RESOLVED FURTHER THAT any Director, Company Secretary & Compliance Officer or Chief Financial Officer be and is hereby severally authorised to file necessary forms / returns with the Registrar of Companies/MCA and to make necessary entries in the statutory registers to that effect, obtain necessary approvals from shareholders, Government of India and / or such other Government or other authorities as may be required by the Companies Act, 2013 or any other law for the time being in force and also to do all act(s), deed(s) or thing(s) as may be required in this regard.”

ITEM-4 To pass the following resolution as a Special Resolution:

Authorising the Board for Issuance of redeemable Non-convertible debentures/ or any other instruments on a private placement basis to the tune of Rs.53,000 crore.

“RESOLVED THAT pursuant to (i) the provisions of Section 42, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013, as amended, read with relevant rule(s) made thereunder the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules 2014, and other applicable provisions, if any, of the Act, any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) applicable provisions of SEBI(Issue And Listing Of Non-Convertible Securities) Regulations, 2021 including any amendment, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment thereto; (iii) Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 including statutory amendment(s) or modification(s) thereto or re-enactment(s) or substitution(s) made thereunder, if any, for the time being in force; and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereunder, from time to time, by the Reserve Bank of India, stock exchange where the shares of the Company are listed (“Stock Exchanges”) and/or any other statutory / regulatory authority; (vii) the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), (viii) Any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; (ix) the memorandum and articles of association of the Company; (x) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (the “Board”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include any committee duly constituted by the Board, from time to time, to exercise its powers conferred by this resolution) to issue Redeemable Non-Convertible Debentures (NCDs) secured or unsecured/ or any other instruments, which can be classified as being Tier II capital under the provisions of the Master Direction Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, Housing Finance Companies (NHB) Directions, 2010 and the guidelines on private placement of Non-Convertible Debentures (NCDs), for cash either at par, premium or discount (only in case of re-issuance) to the face value, up to an aggregate amount not exceeding Rs.53,000/- crore (Rupees Fifty Three Thousand Crore only) under one or more shelf disclosure document (including any shelf disclosure document as may have already been approved and issued by the Company) and / or under one or more letters of offer as may be issued by the Company, and in one or more series / tranches, during the period commencing from the date of this approval to the date of the **35th Annual General Meeting for FY 2024-2025** or the date of exhaustion of the above mentioned limit, whichever is earlier, on a private placement basis and on such terms and conditions as the Board/ or its Committee, may deem fit and appropriate for each series / tranche, as the case may be subject to condition that the total outstanding Non-Convertible Debentures (NCDs) along with other borrowings limits, does not exceed the existing borrowing powers of the Board under Section 180(1)(c) of the Act, i.e., **Rs.4,00,000/- Crore (Rupees Four Lakh Crore only)**, accorded in the 30th Annual General Meeting held on August 28, 2019.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise with regard to the said matter as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee of Directors and / or Director(s) and / or Officer(s) of the Company, to give effect to this resolution”.

“RESOLVED FURTHER THAT Company Secretary & Compliance Officer be and is hereby authorised to file necessary forms / returns with the Registrar of Companies/MCA and to make necessary entries in the statutory registers to that effect and also to do all act(s), deed(s) or thing(s) as may be required in this regard.”

“RESOLVED FURTHER THAT any Director, Company Secretary & Compliance Officer and/or the Chief Financial Officer, be and are hereby jointly as well as severally authorised to do all such acts, deeds and things and execute all such documents, instruments and writings, obtain necessary approvals from Shareholders, Regulators or Other Authorities as may be required under the Companies Act, 2013 or any other law for the time in force, to carry out the aforesaid Resolution.”

**By Order of the Board
For LIC Housing Finance Limited
Sd/-**

**Varsha Hardasani
Company Secretary & Compliance Officer**

**Place : Mumbai
Date : May 16, 2023**

Notes and General Instructions:

1. The Postal Ballot Notice is being sent to the Shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on **Friday, May 19, 2023**. Please note, however, that those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories, are also entitled to vote in relation to the resolution as set out in this **Postal Ballot Notice** ('Notice').
2. In line with the Circulars issued by the Ministry of Corporate Affairs vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 5, 2022, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.lichousing.com, websites of the Stock Exchanges i.e. **BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Link Intime at <https://instavote.linkintime.co.in/>.**
3. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the **Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd. C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083 Phones : 022 - 28515606, 28515644 Fax : (022) 22641349 Email: mumbai@linkintime.co.in, website: www.linkintime.co.in**
4. In accordance with the provisions of the MCA Circular, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are **NOT** being sent to the Shareholders for this Postal Ballot.
5. Resolution passed by the Shareholders through Postal Ballot is deemed to have been passed as if they have been passed at a General Meeting of the Shareholders.
6. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the Shareholders as on **Friday, May 19, 2023**. A person who is not a Shareholder on the Relevant Date should treat this notice for information purpose only.
7. The resolution, if passed by the requisite majority, shall be deemed to have been passed on **Wednesday, June 26, 2023** i.e., the last date specified for receipt of votes through the e-voting process.
8. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to enotices@linkintime.co.in with subject line '**Inspection of Postal Ballot Documents**' along with the self-attested copy of the PAN card of the Member.
9. Members holding shares in physical form are requested to note that in terms of Regulation 40 of SEBI Listing Regulations, as amended, securities of Listed Companies can be transferred **ONLY IN DEMATERIALIZED** form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of the above and to eliminate risks associated with physical transfer of securities, Members holding Equity Shares of the Company in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's RTA for assistance in this regard.
10. SEBI, vide its Circulars dated November 3, 2021, December 14, 2021 and March 16, 2023 has mandated the furnishing of PAN, Address with PIN code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities. Effective **January 1, 2022**, Grievance Redressal/ Service request can be availed with the RTA only after the required documents/complete data as mandated are furnished for physical folios. Further, the Members are requested to ensure that at least one of the cited documents/ details as enunciated in the said circular are registered with the Company/ RTA **within September 30, 2023**, if the same has not yet been done such folios may be frozen by the Company/Registrar and Share Transfer Agents of the Company (RTA).
11. Members may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/ folios, transmission, and transposition etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed **Form ISR-4**. The said form can be downloaded from the website of the RTA from the following link namely https://web.linkintime.co.in/admin/DownloadFiles/Form_ISR-4.pdf as well as on the Company's website www.lichousing.com
12. The formats for Nomination and Updation of KYC details in accordance with the SEBI Circular are available on the website of the RTA in the following link namely <https://web.linkintime.co.in/KYC-downloads.html>
13. Instructions for voting are as given below:

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section, this will prompt you to enter your

existing User ID and Password. After successful authentication, you will be able to see e-Votingservices under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. Individual Shareholders (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

*Shareholders holding shares in **NSDL form**, shall provide 'D' above

▶ **Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).**

▶ **Click "confirm" (Your password is now generated).**

3. Click on 'Login' under 'SHARE HOLDER' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

InstaVote Support Desk**Link Intime India Private Limited****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 1**

As per the clause 176 (b) of the Articles of Association of the Company, The Chairman of the Company shall be the person nominated by LIC (The Promoter of the Company) and approved by the Board. After the superannuation of the erstwhile Chairman Shri M.R. Kumar, the LIC nominated Shri Siddhartha Mohanty in his place and the Board vide resolution passed on April 5, 2023 inducted Shri Mohanty into the Board of the Company as the Non-Executive Director who will also act as Chairman subject to the approval from the Shareholders as required vide Regulation 17 (1A) of the SEBI (LODR), 2015. Hereunder, are the various details to enable the members cast their vote on this resolution.

Details of Director seeking appointment by the Shareholders, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards-2 on General Meetings

Name of the Director	Shri Siddhartha Mohanty
Age	59 Years
DIN	08058830
Date of birth	June 8, 1963
Date of first appointment on the Board	April 5, 2023
Qualifications	MA, LLB, PGCBM, Licentiate
Expertise	37 years of experience in Insurance sector in various positions in marketing, HR, Investment and Legal functions.
Other Directorships	1. Life Insurance Corporation of India. 2. The India Cements Limited 3. LIC Caards Services Limited 4. LIC Pension Fund Limited 5. LIC Mutual Fund Asset Management Limited
Number of meetings of the Board attended during the year	Attended the one Board Meeting which was convened after his appointment in the Board.
Listed companies (other than LIC Housing Finance Limited) in which Shri Siddhartha Mohanty holds directorship and committee membership* *includes only Audit Committee & Stakeholders' Relationship Committee	1. The India Cements Limited (Since March 23, 2023) 2. He is also the Chairman of LIC of India which is a corporation established under the Life Insurance Corporation Act, 1956 which is a listed entity.
Shareholding in LIC Housing Finance Limited	Nil
Remuneration last drawn	Nil
Details of Remuneration sought to be paid	Nil
Relationship between directors inter-se	None (However, being a nominee director in the Board he is an employee of LIC of India like the other three nominee directors in the Board of the Company)
Terms and conditions of appointment	The broad terms and conditions of appointment of Shri Siddhartha Mohanty as Non-Executive Nominee Director and Chairman of the Company are displayed on the website of the Company under link: www.lichousing.com/policies_codes .
Date of first appointment on the Board	He was appointed as Additional Non-Executive Director and Chairman of the Company by the Board of Directors with effect from April 5, 2023.
Consent and Declarations	Shri Mohanty has given his consent to act as director of the Company and declarations as per the provisions of the NHB and/or RBI Regulations and the Company Act, 2013.
Notice from a Member	As required under Section 160 of the Companies Act, 2013, a Notice has been received from a Member proposing the name of Shri Siddhartha Mohanty for the office of a Director.
Fulfilment of criteria	Shri Siddhartha Mohanty fulfills all the relevant criteria as prescribed by NHB notification No.NHB.HFC.CG-DIR.1/MD&CEO/2016 dated 9th February, 2017, read with the Annexure-VII of the Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 and under Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, other applicable provisions of any other statute(s) for the time being in force, including any amendment, modification, variation or re-enactment thereof and in terms of articles 138 and 143 of the Articles of Association of the Company.
Inspection of terms and conditions of appointment	Copy of the draft letter for appointment setting out the terms and conditions would be available for inspection by the members electronically as per the procedure prescribed in the Postal Ballot Notice.
Non-Disqualification u/s 164 of the Companies Act, 2013	Shri Siddhartha Mohanty is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013. He has also given his consent and declarations as per the provisions of the NHB and the Company Act, 2013.

Nature of Interest	None of the Directors and their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution. However, it is worth mentioning that being a Nominee Director from LIC of India, he is an employee of the LIC like the other three Nominee Directors in the Board of the Company
Recommendation of the Board	The Board recommends the resolution at Item No.1 of this Postal Ballot Notice for approval of the Members of the Company for the appointment of Shri Siddhartha Mohanty (DIN- 08058830), as Non-Executive Director and Chairman of the Company of the Company.
Brief profile of Shri Siddhartha Mohanty	
<p>Shri Siddhartha Mohanty started his career as a direct recruit officer with LIC of India in 1985 and has risen through the ranks to this esteemed position of Chairperson of LIC of India. He has the distinction of serving the Corporation for over 37 years in all major streams that included Marketing, Personnel, Legal, Corporate Planning, Estates, Marketing Channel, and Investments besides heading LIC Housing Finance Limited as the MD&CEO between 2019 and 2021. He has also been the Executive Director- Legal with LIC of India between 2017 and 2019. Prior to this he has also been the Chief of Investments (Monitoring), Regional Head of a marketing vertical of LIC's Western Zone spanning the States of Maharashtra, Gujarat and Goa and Senior Divisional Manager in-charge of Raipur and Cuttack divisions of LIC.</p> <p>Shri Mohanty is a Postgraduate in Political Science with a degree in Law. Other qualifications include post-graduation in Business Management and Licentiate from the Insurance Institute of India having rich expertise and knowledge in insurance and financial markets. His strong ability to solve complex problems using appropriate decision-making skills and his innovative style of working, people orientation, marketing acumen and technical expertise have resulted in success in each of his assignments. Prior to his elevation as Chairperson of the Corporation he was the Managing Director in the Corporation and before that he served as the MD&CEO of LIC Housing Finance Limited between 2019 and 2021.</p>	

Item No. 2

In terms of articles 138 (b) and 143 of the Articles of Association of the Company, so long as LIC (The Promoter of the Company) holds at least 33% of the issued equity share capital of the Company it shall be entitled to appoint/nominate to the Board one third of the total number of Directors. After the superannuation of the erstwhile nominee Director Shri Raj Kumar, the LIC nominated Shri Jagannath Mukkavilli, in his place and the Board vide resolution passed on April 5, 2023 inducted Shri Jagannath into the Board of the Company, as the Non-Executive Chairman subject to the approval from the Shareholders as required vide Regulation 17 (1A) of the SEBI (LODR), 2015. Hereunder are the various details to enable the members cast their vote on this resolution.

Details of Director seeking appointment by the Shareholders, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards-2 on General Meetings

Name of the Director	Shri Jagannath Mukkavilli
Age	58 Years
DIN	10090437
Date of birth	May 16, 1965
Date of first appointment on the Board	April 5, 2023
Qualifications	Post-Graduate Diploma in Marketing, International Post-Graduate Diploma in Life Insurance, General Insurance & Risk Management from the Institute of Insurance and Risk Management (IIRM), Hyderabad.
Expertise	37 years of experience in Insurance sector in various positions including Marketing, Bancassurance etc.
Other Directorships	LICHFL Asset Management Company Limited
Number of meetings of the Board attended during the year	Attended the one Board Meeting which was convened after his appointment in the Board.
Listed companies (other than LIC Housing Finance Limited) in which Shri Raj Kumar holds directorship and committee membership* *includes only Audit Committee & Stakeholders' Relationship Committee	Nil
Remuneration last drawn	Nil
Details of Remuneration sought to be paid	Nil
Shareholding in LIC Housing Finance Limited	Nil
Relationship between directors inter-se	None (However, being a nominee director in the Board he is an employee of LIC of India like the other three nominee directors in the Board of the Company)
Terms and conditions of appointment	The broad terms and conditions of appointment of Shri Jagannath Mukkavilli as Non-Executive Nominee Director of the Company are displayed on the website of the Company under link: www.lichousing.com/policies_codes .
Date of first appointment on the Board	He was appointed as Additional Non-Executive Director in the Board of the Company by the Board of Directors with effect from April 5, 2023.
Consent and Declarations	Shri Jagannath Mukkavilli, has given his consent to act as director of the Company and declarations as per the provisions of the NHB and/or RBI Regulations and the Company Act, 2013.
Notice from a Member	As required under Section 160 of the Companies Act, 2013, a Notice has been received from a Member proposing the name of Shri Jagannath Mukkavilli, for the office of a Director.
Fulfilment of criteria	Shri Jagannath Mukkavilli fulfills all the relevant criteria as prescribed by NHB notification No.NHB.HFC.CG-DIR.1/MD&CEO/2016 dated 9th February, 2017, read with the Annexure-VII of the Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 and under Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, other applicable provisions of any other statute(s) for the time being in force, including any amendment, modification, variation or re-enactment thereof and in terms of articles 138 and 143 of the Articles of
Inspection of terms and conditions of appointment	Copy of the draft letter for appointment setting out the terms and conditions would be available for inspection by the members electronically as per the procedure prescribed in the Postal Ballot Notice.
Non-Disqualification u/s 164 of the Companies Act, 2013	Shri Jagannath Mukkavilli is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013. He has also given his consent and declarations as per the provisions of the NHB and the Company Act, 2013.
Nature of Interest	None of the Directors and their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution. However, it is worth mentioning that being a Nominee Director from LIC of India, he is an employee of the LIC like the other three Nominee Directors in the Company's Board.

Recommendation of the Board	The Board recommends the resolution at Item No.2 of this Postal Ballot Notice for approval of the Members. of the Company for the appointment of Shri Jagannath Mukkavilli (DIN- 10090437), as Non-Executive Director of the Company of the Company.
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Brief profile of Shri Jagannath Mukkavilli

Shri Jagannath Mukkavilli, has taken charge as Managing Director of Life Insurance Corporation of India on 13th March, 2023. Joining LIC in the year 1988 as a Direct Recruit Officer, Shri Jagannath brings with him rich experience of over three decades across various functions of the Corporation. Before taking charge of the current assignment, he was the Zonal Manager (In Charge) of South Central Zone, where he led the Zone's transformation by driving performance on vital metrics. Under his stewardship, the Zone scripted newer heights in New Business growth by nurturing a performance-oriented culture and driving a consumer-centric service model. Earlier, he was Head of Bancassurance for the South Central Zone and thereafter, the Regional Manager (Marketing) of the same Zone at Hyderabad and Bangalore locations. He also held the helm of Ernakulam, Dharwad and Bangalore-I Divisions in his earlier role as Senior Divisional Manager. Shri Jagannath's international experience comes from his tenure as Chief Executive Officer and Manager Director of LIC (Lanka) Ltd., Colombo, Sri Lanka between 2009 and 2013. Shri Jagannath holds a Post-Graduate Diploma in Marketing, International Post-Graduate Diploma in Life Insurance, General Insurance & Risk Management from the Institute of Insurance and Risk Management (IIRM), Hyderabad. He is an Associate of the Insurance Institute of India, Mumbai.

Item No. 3

The Securities and Exchange Board of India ("SEBI") has amended Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI ILNCS") by way of its amendment notification dt: February 3, 2023 mandated issuers to ensure that debenture trust deed as well as Articles of Association (in case of issuers who are companies) contains a provision, mandating the issuer to appoint the Nominee Director at the earliest and not later than one month from the date of receipt of nomination from the debenture trustee(s).

As per the SEBI (Debenture Trustee) Regulations, 1993 ("Debenture Trustee Regulations"), it is the duty of every debenture trustee to appoint a nominee director on the board of directors of an Issuer in case of (i) 2 (two) consecutive defaults in payment of interest, (ii) default in security creation for the debentures, or (iii) default in redemption of debentures.

The NCS Amendment Regulations now require that all debenture trust deeds must contain a provision mandating the Issuer to appoint the person nominated by the debenture trustee to be the nominee director of the Issuer (in line with the Debenture Trustee Regulations) at the earliest and no later than 1 (one) month from the date of receipt of nomination from the debenture trustee.

Further, Issuers whose debt securities are already listed as on February 2, 2023, are required to amend their existing debenture trust deeds on or before September 30, 2023, to incorporate the above-mentioned requirements with respect to nominee directors.

In order to have the above powers the following two phrases are being incorporated in the clause 143 (a):

- i) "and subject to the provisions of various trust deeds, secured or otherwise in connection with any issue of debenture by the Company....."
- ii) "debenture trustee, individually or collectively shall have a right but not an obligation to appoint from time to time any person or persons as a Director or Directors,....."

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item No. 4

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities including NCDs under the Companies Act, 2013 only after the prior approval of its shareholders by way of a special resolution. The Companies (Prospectus and Allotment of Securities) Rules, 2014, further provides that the said special resolution must be passed in respect of all offers / invitations for subscribing the NCDs to be issued during a year and such a special resolution is required to be passed every year.

The NCDs proposed to be issued by the Company for cash may be either at par or premium or at a discount to face value depending upon the prevailing market conditions at the time of issues.

Accordingly, the approval of the Members is being sought by way of special resolution as set out at **Item No.4** of this Notice, authorising the Board to issue NCDs and / or any other instruments which can be classified as being Tier II capital under the provisions of the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, upto an aggregate amount not exceeding Rs. 53,000/- crore (Rupees Fifty Three Thousand Crore only) on a private placement basis during a period commencing from the date of this approval by the shareholders to the date of the 35th Annual General Meeting for **FY 2024-2025** or the date of exhaustion of the above mentioned limit, whichever is earlier.

Further existing borrowing powers of the Board under Section 180(1)(c) of the Act, out of the approval accorded by the Board and Shareholders of the Company for Rs.4,00,000/- Crore (Rupees Four Lakh Crore only) in the 30th Annual General Meeting held on is still subsisting approximately to the tune of Rs. 1,55,000 crore.

The Board, accordingly, recommends the passing of the special resolution as set out at Item No.6 of this Notice, for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the said Resolution.

All the material documents referred to in the explanatory statement will be available for inspection electronically from date of dispatch of the Notice through electronic mode and up to the last date of e-voting i.e. **Wednesday June 28, 2023**. Members seeking to inspect such documents can send an email to enotices@linkintime.co.in with subject line 'Inspection of Postal Ballot Documents' along with the self-attested copy of the PAN Card of the member..

The Board accordingly recommends, passing of the above resolutions, as set out at Item No. 1 & 2 of this Notice as Ordinary Resolution and Item No. 3 & 4 as Special Resolution, for the approval of the Members of the Company.

By Order and on behalf of the Board
Sd/-
Varsha Hardasani
Company Secretary & Compliance Officer

Date: May 16, 2023
Registered Office:
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45/47, Veer Nariman Road, Mumbai - 400 001.
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