



**N L BHATIA & ASSOCIATES**  
PRACTISING COMPANY SECRETARIES

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To,  
The Members,  
LIC Housing Finance Limited

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

- (1) Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- (2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- (3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- (4) Where ever required we have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
- (5) The compliance of the provisions of Corporate and Other Applicable Laws, Rules, Regulations, Standard is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
- (6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

**Place:** Mumbai

**Date:** May 27, 2019



**For M/s N.L. Bhatia & Associates**  
**Practising Company Secretaries**  
**UIN: P1996MH055800**

*Navnitlal Bhatia*

**N.L. Bhatia**  
**Managing Partner**  
**FCS: 1176**  
**CP. No. 422**





**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
**LIC Housing Finance Limited**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate practices adopted by **LIC Housing Finance Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2019 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the Rules made thereunder including statutory amendments made thereto and modifications thereof for the time being in force;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;





- (iii) The Depositories Act, 1996 and the Regulation and Bye-Laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent applicable;
- (v) The National Housing Bank Act, 1987 and the Guidelines and circulars issued thereunder from time to time;
- (vi) The Housing Finance Companies (NHB) Directions, 2010 as amended from time to time;
- (vii) Housing Finance Company Issuance of Non-Convertible Debentures on Private Placements (NHB) Directions, 2014;
- (viii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2013 - **Not applicable to the Company during the financial year;**
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 **Not applicable to the Company;**
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not applicable to the Company during the financial year;**
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not applicable to the Company during the financial year;** and
  - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Other Laws applicable to the Company;

1. Tax Laws:

- GST Act, 2017
- Income Tax Act, 1961

2. Employee Laws:



- Payment of Gratuity Act, 1972 and Payment of Gratuity (Central) Rules, 1972;
  - The Payment of Bonus Act, 1965 and Payment of Bonus Rules, 1975;
  - The Payment of Wages Act, 1936;
  - The Minimum Wages Act 1948;
  - The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and Scheme framed thereunder;
  - The Employees' State Insurance Act 1948;
  - The Maternity Benefit Act, 1961;
  - The Contract Labour (Abolition and Regulation) Act, 1970 & Rules;
  - Equal Remuneration Act, 1976;
  - Workmen's Compensation Act, 1923;
  - Employment Standing Orders Act, 1946;
  - Child Labour (Prohibition and Regulation) Act, 1986;
  - The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959;
  - The Apprentices Act, 1961 and Apprenticeship Rules, 1991 under the above Rules;
  - Labour Welfare Fund Act
3. Indian Stamp Act, 1899 and the State Stamp Acts;
  4. The Labour Welfare Fund, Act, 1953;
  5. Indian Contract Act, 1872
  6. Negotiable Instruments Act, 1881
  7. Information Technology Act, 2000
  8. Whistle Blowers Protection Act, 2011
  9. Registration Act, 1908;
  10. Limitation Act, 1963;
  11. The Shops and Establishment Act;
  12. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI);
- (ii) The Listing Agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;





During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board and Committee Meetings. Agenda and detailed notes on agenda were sent adequately in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were **passed unanimously and with requisite majority in General Meeting**. The decisions at all Board level Committee Meetings were taken unanimously and reason / rational for the decision has also been recorded in the minutes.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

**Date:** May 27, 2019

**Place:** Mumbai

**For N. L. Bhatia &  
Associates  
Practicing Company  
Secretaries  
UIN: P1996MH055800**



*Navnithal Bhatia*

**N. L. Bhatia  
Managing Partner  
FCS: 1176  
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**'ANNEXURE A'**

**Secretarial compliance report of LIC Housing Finance Limited for year ended 31<sup>st</sup> March, 2019**

We, **M/s N L Bhatia & Associates**, Practicing Company Secretaries, have examined:

- a) all the documents and records made available to us and explanation provided by LIC Housing Finance Limited (the 'Listed Entity');
- b) the filings/ submissions made by the listed entity to the stock exchanges;
- c) website of the listed entity;
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;
- e) books, papers, minute books, forms and returns filed;

for the year ended 31<sup>st</sup> March, 2019 in respect of compliance with the provisions of :

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations,
- 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, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- 1) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 2) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- 3) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- 4) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the Financial Year**





- 5) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable during the Financial Year**
- 6) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2015;
- 7) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 **Not applicable to the Company**
- 8) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not applicable to the Company during the financial year**
- 9) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- 10) Securities And Exchange Board Of India (Depositories And Participants) Regulations, 1996/ Securities and Exchange Board Of India (Depositories And Participants) Regulations, 2018;

and based on the above examination, we hereby report that, for the year ended 31<sup>st</sup> March, 2019;

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

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
None			

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



Sr. No.	Actions taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
None				

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NA				

Date: May 30, 2019  
Place: Mumbai

For N. L. Bhatia & Associates  
Practising Company  
Secretaries  
UIN: P1996MH055800



*Narvithal Bhatia*

N. L. Bhatia  
Managing Partner  
FCS: 1176  
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