

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: Intimation and Notice of 33rd Annual General Meeting (AGM) of LIC Housing Finance Limited

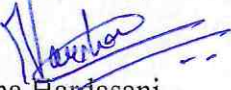
Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, we wish to inform you that the Thirty Third Annual General Meeting (AGM) of the Members of the LIC Housing Finance Limited for the F.Y. 2021-22 is scheduled to be held on Thursday, September 29, 2022 at 3.30 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) as per the relevant Circulars issued by Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI LODR”). Notice of 33rd AGM of the Company is attached herewith for your record.

With reference to announcement submitted on 26th August, 2022 to your good self, pursuant to provision Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015, Register of Members and Share Transfer Books of the Company shall remain closed from **Wednesday, September 21, 2022 to Thursday, September 29, 2022 (both days inclusive)** for the purpose of 33rd AGM of the Company and record date for payment of dividend for FY 2021-2022 is **Tuesday, September 20, 2022.**

We request you to kindly take the same on record.

Thanking you,
Yours faithfully,

For LIC Housing Finance Limited


Varsha Hardasani
Company Secretary and
Compliance Officer



C.C.: The Luxembourg Stock Exchange, Address: 35 Boulevard Joseph II, 1840 Luxembourg
Phone: +352 47 79 36 1

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

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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF LIC HOUSING FINANCE LIMITED WILL BE HELD THROUGH VIDEO CONFERENCE ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM') **ON THURSDAY, SEPTEMBER 29, 2022 AT 3.30 P.M. (IST)** TO TRANSACT THE ITEMS OF BUSINESS MENTIONED BELOW:

ORDINARY BUSINESS:

1. To receive, consider and adopt Standalone and Consolidated Financials of the Company as mentioned below:
 - (a) the audited (standalone) financial statements of the Company for the Financial Year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon.
 - (b) the audited (consolidated) financial statements of the Company for the Financial Year ended March 31, 2022 and the Report of the Auditors thereon.
2. To declare final dividend of ₹ 8.50 /- (Rupees Eight and Fifty Paise Only) per equity shares for the financial year ended March 31, 2022.
3. To appoint a Director in place of Shri Sanjay Kumar Khemani (DIN-00072812), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To consider, and if thought fit, to pass the following resolution as a **Special Resolution** for the appointment of Mr. Ravi Krishan Takkar as an Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder read with Schedule IV to the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 who fulfils the criteria of Independence prescribed under Section 149(6) of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and in terms of 'Fit and Proper' criteria adopted by the Board on March 10, 2017, pursuant to NHB notification No.NHB.HFC.CG-DIR.1/MD&CEO/2016 dated February 9, 2017, reviewed from time to time, including any amendment, modification, variation or re-enactment thereof, the Articles of Association of the Company, whom the Nomination & Remuneration Committee (NRC) after having undertaken the process of due diligence has considered Ravi Krishan Takkar (DIN: 07734571) suitable and eligible based on such 'fit and proper' criteria, evaluation, qualification, expertise, track record, integrity and has recommended his appointment along with confirmation of the Board of Directors of the

Company, Mr. Ravi Krishan Takkar (DIN:07734571) be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from July 25, 2022 up to July 24, 2027 AND THAT he shall not be liable to retire by rotation and that he shall be paid sitting fees and no other remuneration / commission would be payable. However, the Company would reimburse him for travel, accommodation and any out of pocket expenses for attending Board / Committee meetings, Annual General meetings (AGM), induction and training (organised by the Company for the Directors) incurred by him in the furtherance of his duties as an Independent Director during the above period of appointment”.

“RESOLVED FURTHER THAT the Company Secretary & Compliance Officer be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required under the Companies Act, 2013 or any other law for the time being in force, as may be necessary to carry out the aforesaid resolution”.

“RESOLVED FURTHER THAT the Company Secretary & Compliance Officer be and is hereby authorised to file necessary forms / returns with the Registrar of Companies/ MCA and any other regulatory authority as may be required 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”.

5. To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution** for the appointment of M/s Khandelwal Jain & Co., Chartered Accountants and M/s SGCO & Co LLP, Chartered Accountants as Joint Statutory Auditors:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable, and any other applicable laws, including any amendments, statutory modifications or re-enactments thereof, for the time being in force, and RBI Circular No. DoS.CO.ARG/SEC.01/08.91.001/202122 dated April 27, 2021, other rules, guidelines, circulars and clarifications issued by the Reserve Bank of India ('RBI'), from time to time, M/s Khandelwal Jain & Co., Chartered Accountants (Firm Registration Number 105049W) and M/s SGCO & Co LLP, Chartered Accountants (Firm Registration Number 112081W/W100184), be and are hereby appointed, as the Joint Statutory Auditors of the Company to hold office from the conclusion of the 33rd AGM until the conclusion of the 36th AGM of the Company to be held in the year 2025, subject to their firms satisfying the eligibility norms each

year, at an annual aggregate audit fees of ₹ 70,00,000 (Rupees Seventy Lakhs only) to be allocated between Joint Statutory Auditors equally or as may be mutually agreed between the Company and the said Joint Statutory Auditors, depending upon their respective scope of work, plus ₹ 30,000 (Rupees Thirty thousand only) as certification fees for each of the certificate that they may be required to issue including reporting to group auditors (also to be allocated between Joint Statutory Auditors equally or as may be mutually agreed between the Company and the said Joint Statutory Auditors, depending upon their respective scope of work) subject to a cap of 20% of the annual audit fees and additionally out of pocket expenses, outlays and taxes as applicable, with a power to the Audit Committee/Board of Directors to alter and vary the terms and conditions of appointment and revision in the remuneration during their tenure, in such manner and to such extent as may be mutually agreed between the Company and the Joint Statutory Auditors.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board (including the Audit Committee of the Board or any other person(s) authorised by the Board or the Audit Committee in this regard), be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deemed necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the resolution including but not limited to determination of roles and responsibilities/ scope of work of the Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company.”

SPECIAL BUSINESS:

6. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution** for issuance of Redeemable Non-Convertible Debentures and / or other hybrid instruments on a private placement basis:

“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, and / or any other hybrid 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, and the guidelines on private placement of Non-Convertible Debentures (NCDs), for cash either at par, premium or discount to the face value, up to an aggregate amount not exceeding ₹ 44,000/- crore (Rupees Forty Four 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 Meeting up to the date of next AGM, 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., ₹ 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”.

7. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**, to approve and amend material related party transaction limits with Life Insurance Corporation of India (LICI).

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the prior approval of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors which term shall deem to include any duly authorised Committee constituted / empowered by the Board from time to time to exercise its powers conferred by this resolution to enter into contract(s) / arrangement(s) / transaction(s) and / or continuing with the arrangements and transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) from the conclusion of this AGM till the conclusion of the 34th AGM of the Company with LICI being a related party of the Company, for an amount of ₹ 3,183 crore (Rupees Three Thousand One Hundred and Eighty Three Crore only) by

way of renewals of extension or modifications or earlier arrangement / transactions or otherwise including the following transactions, subject to applicable regulations:

- a) Repayment of NCDs;
- b) Interest expenses of secured loans;
- c) Issuance of Redeemable NCDs / Bonds / Subordinate Bonds / Tier II Bonds / similar such instruments and transactions incidental thereto;
- d) Any other transactions including credit balance towards NCD and Interest accrual but not limited to reimbursement of expenses;

which construe to be related party transactions, notwithstanding the fact that all the above transactions to be entered into individually or taken together which may exceed the limits prescribed under the Listing Regulations or any other materiality threshold as may be applicable from time to time, provided, however that the said contracts / arrangements / transactions shall be carried out on an arm’s length basis and in the ordinary course of business of the Company”.

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall deem to include any duly authorised Committee constituted / empowered by the Board from time to time) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall deem to include any duly authorised Committee constituted / empowered by the Board from time to time) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

By Order and on behalf of the Board

Varsha Hardasani

Company Secretary & Compliance Officer

Date: August 26, 2022

Registered Office:

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

CIN : L65922MH1989PLC052257

Website: www.lichousing.com

Phone No.: +91 22 22178611

Fax No.: +91 22 22178777

Email: Secretarial@lichousing.com;

varsha.hardasani@lichousing.com;

NOTES:

(1) The Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 02/2022 dated May 05, 2022, 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, No.02/2021 dated January 13, 2021, 19/2021, dated December 8, 2021, and No. 21/2021 dated December 14, 2021, (collectively referred to as “MCA Circulars”) has permitted the holding of the AGM through Video Conferencing (“VC”) without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the 33rd AGM of the Company is being held through VC / OAVM on Thursday, September 29, 2022 at 3:30 p.m. (IST). The proceedings of AGM deemed to be conducted at the Registered Office of the Company situated at Bombay Life Building, 2nd Floor, 45/47, Veer Nariman Road, Fort, Mumbai-400 001, Maharashtra.

(2) Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

(3) The AGM Notice is being sent, through electronic mode in pursuance to the Applicable Circulars to all the Members whose name appears in the Register of Members as on **Friday, September 02, 2022**.

(4) The attendance through VC/OAVM is restricted (by number – maximum 1000; and by time – before 30 minutes and 15 minutes after the scheduled time of the meeting) and hence members will be allowed on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM, without restriction on account of first come first served basis.

(5) Pursuant to the provisions of Section 113 of the Companies Act, Institutional / Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on enotices@linkintime.co.in, with a copy marked to instameet@linkintime.co.in from their registered Email ID, a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.

(6) Members attending the Meeting through VC/OAVM will be counted for the purpose of reckoning of Quorum under Section 103 of the Companies Act, 2013.

(7) In line with the MCA Circulars and the SEBI Circular, the Notice calling the AGM has been uploaded on the website of the Company at www.lichousing.com. The Notice can also be accessed from the 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 is also available on the website of Link Intime <https://instavote.linkintime.co.in/>.

(8) The Notices would be sent to all the members of the Company who hold the shares as on September 2, 2022. The shareholders who holds shares as on September 21, 2022 would be eligible to vote at the meeting and the shareholders who hold shares as on Tuesday September 20, 2022 would be considered for the purpose of payment of dividend. Accordingly, members who are shareholders as on **Wednesday, September 21, 2022** can join the AGM, 30 minutes before the commencement of the AGM i.e., at 3.00 P.M and 15 minutes after the scheduled time of the meeting i.e. on or before 3:45 PM (Scheduled time for the AGM being 3:30 Pm), through VC/OAVM means, by following the procedure mentioned in this Notice.

(9) In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Notice of the Company is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participant (DP) in respect of shares held in electronic form and made available to the Company by the Depositories. Considering the difficulties caused due to the Covid-19 pandemic, MCA and SEBI have dispensed with the requirement of printing and sending physical copies of the Annual Report and the Notice of this Meeting and the Annual Reports have been sent via email to all those members who have registered their email ids with the Company or the Registrar and Transfer Agent or the Depositories or the Depository Participants as on **Friday, September 02, 2022**. As per the provisions of Section 101 (4) of the Companies Act, 2013, any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

(10) The Explanatory Statement as required under Section 102(1) of the Companies Act, 2013, in respect of Item Nos. 4 to 7 of the Notice convening the Meeting is annexed hereto.

Book Closure and Dividend:

(11) Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share

Transfer Books of the Company will be closed from **Wednesday, September 21, 2022, to Thursday, September 29, 2022**, (both days inclusive) for determining the entitlement of members to final dividend for the financial year ended March 31, 2022. If approved at the AGM the dividend will be paid to all the beneficial owners as at the end of the day on Tuesday, September 20, 2022.

(12) The dividend of ₹ 8.50 per equity share, if declared at the AGM, will be paid subject to deduction of tax at source ('TDS') on or after October 4, 2022, and before October 27, as under:

- a. To all the Beneficial Owners as at the end of the day on Tuesday, September 20, 2022, as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
- b. To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as of the close of business hours on **Tuesday, September 20, 2022**.
- c. Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Members.

(13) According to Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f April 01, 2020 and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members at the prescribed rates in the Income Tax Act, 1961 ('the IT ACT'). In general to enable the compliances with TDS requirements, Members are requested to complete and/ or update their Residential status, PAN, and Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending the documents on or before **Thursday, September 08, 2022 to enable the Company to determine the appropriate TDS / withholding tax rate applicable.**

(14) Further, to receive the dividend on time, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send the following documents to our RTA - Link In Time Private Limited, latest by September 8, 2022:

- a. **Form No. ISR-1** duly filled and signed by the holders stating their name, folio number, complete address with pin code, and following details relating to the bank account in which the dividend is to be received:

- i) Name of Bank and Bank Branch;
- ii) Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions;
- iii) 11-digit IFSC Code; and
- iv) 9 digit MICR Code.

- b. Original copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c. Self-attested copy of the PAN Card; and
- d. Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

(15) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

(16) Members who have not registered their E-mail address so far, are requested to register their e-mail for receiving all communication including Annual Report, Notices etc. from the company electronically. Members can do this by updating their email addresses with their depository participants.

Registration of email ID and Bank Account details:

- (a) In case, the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent / Depositories, log in details for e-voting are being sent on the registered email address.
- (b) In case the shareholder has not registered his/her/ their email address with the Company/its RTA/ Depositories and or not updated the Bank Account mandate, the following instructions to be followed:
 - (i) Kindly log in to the website of the RTA, namely, Link Intime India Private Ltd., www.linkintime.co.in, under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. OR

- (ii) In the case of Shares held in demat mode: The shareholder may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
- (iii) Alternatively, Members may send an e-mail request to the email id: enotices@linkintime.co.in along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in the case of physical folio.
- (17) In accordance with the provisions of the Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), a brief resume of the Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, disclosure of relationship between directors inter-se, names of listed companies in which they hold the directorship and membership / chairmanship of committees of directors, shareholding of non-executive directors are set out in this Notice.
- (18) The Annual Report for financial year 2021-22 of the Company (being circulated to the Members of the Company electronically), is also available on the Company’s website at www.lichousing.com and on the website of the respective Stock Exchanges at www.bseindia.com and www.nseindia.com.
- (19) In terms of the provisions of Section 107 of the Companies Act, 2013, since the voting on resolutions as set out in this Notice, are being conducted through e-voting, the said resolutions will not be decided on a show of hands at the Meeting.
- (20) Corporate Members intending to nominate 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 to enotices@linkintime.co.in with the subject line “Corporate Nomination for AGM”.
- (21) 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. The Company will not be in a position to entertain any request received from such members directly for change / addition / deletion in their 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 payable on shares held in electronic form. Members may therefore give instructions regarding change in bank accounts in which they wish to receive dividend, to their DP directly.
- (22) 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 (if furnished by the Members). Members holding shares in physical mode are advised to immediately submit the NEFT / Bank Details along with IFSC to the Company’s Registrar and Transfer Agent – Link Intime India Private Ltd., www.linkintime.co.in or notify the changes, if any, to Link Intime India Private Ltd., while Members holding the shares in dematerialization mode are advised to submit the bank details along with IFSC or notify the changes, if any, in their bank details to their respective DP. NECS mandate form can be obtained on request from the R&T Agent to enable the shareholders to update their address & bank particulars and ensure timely & faster credit of dividend to their bank account.
- (23) As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company’s RTA on enotices@linkintime.co.in.
- (24) 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 and Transfer Agent.
- (25) Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, Rules made thereunder and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF) as constituted by the Central Government. The Company had accordingly transferred on due date unclaimed dividend of ₹ 1.24 crore for the financial year 2013-14 to Investor Education and Protection Fund (IEPF).
- Reminders are being sent to those Members having unclaimed dividends before transfer of such dividend to IEPF. Details of the unclaimed dividend are also uploaded, on the website of the Company i.e. www.lichousing.com and the same was also filed with MCA.
- Members are requested to claim their unclaimed dividend, if any, and for the purpose may correspond with the Company Secretary or the Registrar and Share Transfer

Agent (RTA). Information in respect of unclaimed dividend for the financial year 2014-15 which is due for transfer to the IEPF is given below:

Financial Year ended	Date of Declaration	Due for Transfer
2014-15	August 19, 2015	September 29, 2022

Members who have not yet encashed the dividend warrants for any of the financial years from 2015-16 to 2020-21 are once again requested to make their claims immediately to the Company or the Company's Registrar and Transfer Agent - Link Intime India Private Ltd., for issuance of duplicate / revalidated dividend warrant/s.

Members may also note that as per the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules 2016, ("IEPF Rules") the shares in respect of which the dividend has not been claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the rules made thereunder, the Company has transferred in aggregate 77,687 Equity Shares of face value of ₹ 2/- each to designated Demat Account of IEPF Authority in respect of which the dividend remained unclaimed for a period of seven consecutive years i.e. from 2013-14 till the due date of September 29, 2021 after following the prescribed procedure.

In case, valid claim is not received by that date, the Company shall proceed to transfer the respective shares to the IEPF account as per the provisions of IEPF Rules. The Company shall however also inform the concerned shareholders individually and shall also publish the notice in this respect in the newspaper pursuant to the provisions of IEPF Rules. The details of such shareholders and equity shares transferred to IEPF will also be uploaded on the website of the Company.

- (26) 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 the information ready.
- (27) Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore,

requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form shall submit their PAN details to the Company or to the Registrar and Share Transfer Agent - Link Intime India Private Ltd. SEBI has also mandated that for registration of transfer of securities, the transferor(s) and transferee(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.

- (28) Instructions for e-voting and joining the AGM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements), 2015 ("Listing Regulations"), the Company is pleased to provide Members, the facility to exercise their vote at the AGM by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Link Intime India Private Limited [hereinafter referred to as the 'Registrar & Share Transfer Agent ("RTA")]. The remote-e-voting period commences on at September 26, 2022, 9:00 a.m. (IST) and ends on September 28, 2022 05:00 p.m. (IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form as on September 21, 2022 (hereinafter called as "Cut-off Date"), may cast their vote electronically.

The E-voting module shall be forthwith blocked by Link Intime for voting thereafter. Once the vote on resolution is cast by the Member, he shall not be allowed to change it subsequently as well as a person who is not a member as on the Cut-off date should treat this Notice for information purpose only.

E-Voting procedure/Instructions:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is 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 • 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • Existing user of who have opted for EASI / EASIEST, they 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. • After successful login of Easi / Easiest the user will also be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for EASI / EASIEST, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • 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 where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders holding securities in Physical mode & voting service Provider is LINKINTIME.	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in ▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders / Members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members 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. <ul style="list-style-type: none"> • Shareholders / Members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘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). <ol style="list-style-type: none"> 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. 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). 7. 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.

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.

Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME, have forgotten the password:

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.

- In case shareholders / members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders / members 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. **Individual Shareholders holding securities in demat mode with NSDL / CDSL have forgotten the password:**

- Shareholders / members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned 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”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case Shareholders / Members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL / CDSL, they may contact the respective helpdesk given below:

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 022-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode / Institutional shareholders & e-voting service Provider is LINKINTIME.

In case shareholders / members holding securities in physical mode / Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions (‘FAQs’) and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

B. INSTRUCTIONS FOR MEMBERS TO ATTEND THE AGM THROUGH INSTAMEET:

Instructions for Members to attend the AGM through InstaMeet (VC/OAVM) are as under:

- 1) Members are entitled to attend the AGM through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM Meeting and 15 minutes after the scheduled time of the meeting,

will be available to the Members on first come first serve basis.

- 2) Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the AGM Meeting. Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first come-first serve basis. Members can log in and join 30 minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted up to 1000 members only.
- 3) Members will be provided with InstaMeet facility wherein Member shall register their details and attend the AGM as under:
 - i. Open the internet browser and launch the URL for InstaMeet<> and register with your following details:
 - a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
 - b. PAN: Enter your 10 digit Permanent Account Number (PAN)
 - c. Mobile No.
 - d. Email ID
 - ii. Click “Go to Meeting”

Note:

Members are encouraged to join the Meeting through Tablets / Laptops connected through broadband for better experience.

Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the Members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call on: - Tel : 011 – 49411000 InstaMeet Support Desk, Link Intime India Private Limited

C. INSTRUCTIONS FOR MEMBERS TO REGISTER THEMSELVES AS SPEAKERS DURING AGM:

Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at enotices@linkintime.co.in from September 25, 2022, 10.00 A.M to September 28, 2022, 4.00 p.m. The caption/subject of the email may please be mentioned as "Speaker for AGM_<DP ID>_<Client ID>". The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Members, who would like to ask questions, may send their questions in advance mentioning their name, DEMAT account number/folio number, email id, mobile number at instavote.linkintime.co.in. The same will be replied by the company suitably.

Note: Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

D. INSTRUCTIONS FOR MEMBERS TO VOTE DURING THE AGM THROUGH INSTAMEET:

Once the electronic voting is activated by the Scrutinizer during the meeting, Members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter DEMAT Account No. / Folio No. and OTP (received on the registered mobile number/registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under "Favour/Against".
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.

6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently. Note: Members, who will be present in the AGM Meeting through InstaMeet facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Members who have voted through Remote e-Voting prior to the AGM will be eligible to attend/participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting. In case the Members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or call on: - Tel : 022 - 22178600/ 22178700 InstaMeet Support Desk, Link Intime India Private Limited. All other information and content as set out in the AGM Notice dated August 26, 2022 including the resolutions to be considered thereat remain unchanged. Members may note that the Notice will also be available on the Company's website www.lichousing.com, Link Intime India Private Limited's website <https://instavote.linkintime.co.in>; websites of the Stock Exchanges i.e. NSE and BSE at www.nseindia.com and www.bseindia.com respectively.

Appeal to Shareholders:

(I) Demat

Pursuant to SEBI notification dated June 8, 2018, transfer of shares in physical mode is prohibited and mandated holding of shares in demat, except in case of transmission or transposition. Accordingly, Members are requested to convert the physical holding to demat through depository participant. Members may contact the R&T Agent for any assistance in the said process of converting physical shares into DEMAT.

(ii) Registration of Nomination and Bank Mandate

Registration of nomination makes easy for dependants to access your investments and set out the proportion of your benefits to the nominees. Registration and / or updation of bank mandate ensures the receipt of dividend and / or any other consideration timely, faster and easier and more important, avoids fraudulent encashment of warrants. Members are requested to submit their bank registration documents i.e. request letter, cancelled cheque and self-attested PAN card & address proof with the Company and/ or depository participants.

General Instructions:

- (i) The e-voting period will commence on September 26, 2022, 9.00 AM IST and ends on September 28, 2022, 05.00 pm IST (both days inclusive). During this period, Members holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited thereafter.

Please note that once the vote on a resolution has been cast, the Members cannot change it subsequently.

- (ii) The voting rights of Members shall be in proportion of their shareholding in the total paid-up equity share capital of the Company..
- (iii) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or of voting at the AGM.
- (iv) Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of this Notice of the AGM and holds shares as on the cut-off date i.e. September 21, 2022, may obtain the login id and password by sending a request at insta.vote@linkintime.co.in or call on 022-49186000.
- (v) Shri P. S. Gupchup, Practicing Company Secretary, Mumbai (Membership No.: ACS 4631 and Certificate of Practice No.:9900) has been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process, in a fair and transparent manner.
- (vi) The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company.
- (vii) The Scrutinizer shall within a period of 2 (two) working days from the date of AGM submit a consolidated Scrutinizer's Report of the total votes cast in favour and against, if any, to the Chairman or Company Secretary & Compliance Officer, who shall countersign the same.
- (viii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website viz., www.lichousing.com and shall be communicated to the Stock Exchanges where the Company's equity shares are listed and on the website of LIPL.
- (ix) The resolutions shall be deemed to be passed as at the date of the AGM subject to the receipt of requisite number of votes.

(x) The inspection of registers and other documents shall be provided by electronic mode, the complete details and procedure of which shall be given in the Notice of AGM for viewing the documents.

(xi) All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to enotices@linkintime.co.in with subject line 'Inspection of AGM Documents' along with the self-attested copy of the PAN card of the member. The relevant documents will also be available for inspection by the Members electronically during the AGM on the website of the service provider <https://instameet.linkintime.co.in> Shareholder would be able to view documents under the "Inspection of Documents" section of the Service providers portal after entering their login credentials. This notice will also be available on the Company's website www.lichousing.com for download.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS.

THIS EXPLANATORY STATEMENT MAY ALSO BE REGARDED AS A DISCLOSURE UNDER REGULATIONS 27 & 36 (3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARD - 2.

Agenda Item No-4:

Consequent upon the retirement of Mr. Jagdish Capoor as Independent Director of the Company with effect from May 23, 2022, the Nomination and Remuneration Committee noted that the Company needs a new Independent Director on its Board having certain specific skills and attributes including key qualifications in accountancy, financial management and law.

The Nomination and Remuneration Committee and Board of Directors of the Company considering the skills, knowledge and experience required to be possessed by the Directors of the Company, recommended the appointment of Mr. Ravi Krishan Takkar (DIN: 07734571), who has vast experience and expertise of 39 years in the field of Banking, law other areas, as an Independent (Additional) Director of the Company for a term of 5 (five) consecutive years w.e.f July 25, 2022.

Name of the Director	Shri Ravi Krishan Takkar
Age	63
DIN	07734571
Date of birth	15/01/1959
Date of first appointment on the Board	July 25, 2022
Qualifications	Bcom (Hons) – Shree Ram College of Commerce, Delhi University LLB- Delhi University CAIIB – Indian Institute of Bankers PGDBIM – NIBM Pune
Expertise	Professional Banker with 39 Years of experience in Banking and legal Industry
Other Directorships	Nabsamruddhi Finance Limited National Insurance Company Limited
Number of meetings of the Board attended during the year	1
Listed companies (other than LIC Housing Finance Limited) in which Shri Shri Ravi Krishan Takkar holds directorship and committee membership*	Nil
*includes only Audit Committee & Stakeholders' Relationship Committee	
Remuneration last drawn	NA
Details of Remuneration sought to be paid	NA
Shareholding in LIC Housing Finance Limited	Nil
Relationship between directors inter-se	None
Terms and conditions of appointment	As displayed on the company's website: www.lichousing.com\policies_codes .
Date of first appointment on the Board	He was appointed as Additional (Independent) Director of the Company by the Board of Directors with effect from July 25, 2022, not liable to retire by rotation.
Consent and Declarations	Shri Ravi Krishan Takkar has given his consent to act as director of the Company and declarations as per the provisions of the NHB and the Company Act, 2013.
Fulfilment of criteria	In the opinion of the Board, Shri Ravi Krishan Takkar (DIN - 07734571) fulfills the conditions specified in the Act and the Rules made thereunder for such appointment.
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 point (x) & (xi) of General Instructions of this Notice.
Non-Disqualification u/s 164 of the Companies Act, 2013	Shri Ravi Krishan Takkar 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 RBI / NHB and the Company Act, 2013.
Nature of Interest	None of the Directors, except Shri Ravi Krishan Takkar, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.
Recommendation of the Board	The Board, recommends the resolution at Item No. 4 of this Notice for approval of the Members through special resolution.

Brief profile of Shri Ravi Krishan Takkar

Shri Ravi Krishan Takkar is a commerce graduate from Shri Ram College of Commerce, New Delhi and obtained law degree from Delhi University. He started his banking career with Oriental Bank of Commerce (now amalgamated with Punjab National Bank) in 1979. Worked in various capacities as branch head, Regional Manager and Administrative Head of various departments in Head Office. He has wide and varied experience in operations, credit, merchant banking. He was promoted as General Manager in November 2010. Shri Takkar was appointed as Executive Director of Dena Bank (now amalgamated with Bank of Baroda) by MOF, Govt of India on February 1, 2014. He was elevated as MD & CEO of UCO Bank w.e.f November 2, 2015 and superannuated from UCO Bank on November 1, 2018.

Shri Takkar has attended various seminars and conferences in India and abroad including Advanced Leadership Programme of CAFRAL, Leadership Development for corporate excellence of Kellogg and NIBM, SIBOS, IMF & World Bank Spring meeting. He has frequently featured on financial channels and newspapers and been a panelist member/ speaker in various conferences.

Shri Takkar during his tenure as MD & CEO of UCO Bank was also appointed as director on the board of National Insurance Company Limited, member of governing body of NIBM, IIBM, SIBSTC, INPS, IBA, Chairman of governing body of IBPS and Chairman of negotiating committee for wage revision and HR committee of IBA, member Apex RBI Committee on MSMEs.

He is presently independent director on the board of Nabsamruddhi Finance Limited. He is also working partner in M/S R and R Associates a firm providing advisory services on legal and corporate matters.

Agenda Item No-5

It may be recalled that the shareholders of the Company at the 30th AGM held on August 28, 2019 had appointed M/s. Gokhale & Sathe, Chartered Accountants, Mumbai (Registration No.: 103264W) and M/s. M. P. Chitale & Co., Chartered Accountants, Mumbai (Registration No.: 101851W) as Joint Statutory Auditors of the Company to hold the office from the conclusion of the 30th AGM until the conclusion of the 35th AGM. However, in the light of the circular issued by RBI vide circular No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 wherein among others, it stipulates that in order to protect the independence of the auditors / audit firms, entities will have to appoint the Statutory Auditors for a continuous period of three years, subject to the firms satisfying the eligibility norms each year, which would be applicable from second half of FY 2021-22. Therefore, in order to comply with the guidelines for appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by the Reserve Bank of India vide ref. no.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 (hereinafter referred to as the 'RBI Guidelines'), the term of office of Joint Statutory Auditors was restricted to 3 (three) years i.e. until the conclusion of the 33rd AGM being third year which otherwise was upto conclusion of the 35th AGM.

In compliance with the above circular issued by RBI the Company has adopted the Policy on appointment of Statutory Auditors of the Company at its Board meeting dated May 18, 2022 which has also been hosted on the website of the Company in the following link (https://www.lichousing.com/static-assets/pdf/Policy_on_Appointment_of_Statutory_Auditors.pdf?crafterSite=lichfl-corporate-website-cms&embedded=true). The Board has vide the said policy empowered the Audit Committee to incorporate any other objective criteria w.r.t the appointment of Joint Statutory Auditors in the internal operating guidelines formed in this regard. The Company had invited open RFP applications from eligible Audit Firms headquartered in Mumbai by hosting the same on its website between July 13, 2022 and July 20, 2022 for the proposed appointment and after the process of internal screening by an internal management Committee formed in this regard. Thereafter, for the 2 positions of the JSAs, the applications received from 4 Audit Firms were forwarded to the Audit Committee for evaluation and after considering the requirements of the RBI Guidelines, the Internal Policy and guidelines formulated in this regard various qualitative aspects, the Audit Committee recommended the names of the above mentioned two Audit Firms to the Board for onward recommendation to the members along with their remuneration. The approval of the members of the Company is requested for appointment of M/s KHANDELWAL JAIN & CO., Chartered Accountants (Firm Registration Number 105049W) and M/s M/s SGCO & CO LLP (Firm Registration Number 112081W/W100184) as Joint Statutory Auditors.

These firms have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Central Auditors in terms of Section 141 of the Companies Act, 2013 and applicable rules and the RBI guidelines dated April 27, 2021 (in Form B).

As per the RBI Guidelines harmoniously read with the Companies Act, 2013 and rules made thereunder, the Joint Statutory Central Auditors of the Company are being appointed for a period of 3 (three) years to hold office from the conclusion of the 33rd AGM until the 36th AGM to be held in 2025 for the purpose of Statutory Audit, Limited Review, Consolidation of the accounts at the Corporate office as well as at for Back Offices, which are accounting units.

The annual aggregate audit fees is proposed for ₹ 70,00,000 (Rupees Seventy Lakhs only) to be allocated between Joint Statutory Auditors equally or as may be mutually agreed between the Company and the said Joint Statutory Auditors, depending upon their respective scope of work, plus ₹ 30,000 (Rupees Thirty thousand only) as certification fees for each of the certificate that they may be required to issue including reporting to group auditors (to be allocated between Joint Statutory Auditors equally or as may be mutually agreed between the Company and the said Joint Statutory Auditors, depending upon their respective scope of work) subject to a cap of 20% of the annual audit fees and additionally out of pocket expenses, outlays and taxes as applicable, with a power to the Audit Committee/Board of Directors to alter and vary

the terms and conditions of appointment and revision in the remuneration during their tenure, in such manner and to such extent as may be mutually agreed between the Company and the Joint Statutory Auditors.

As per the requirements of the RBI Guidelines the Company would obtain the eligibility certificate from the JSAs in every audit year in Form B and intimate to the RBI the continued adherence of the JSAs with the RBI eligibility criteria in Form A, within one month from the receipt of Form B.

Also as per the requirements of the RBI guidelines the Audit Committee of the Company will review the performance of the statutory auditors on an annual basis.

A brief profiles of the Joint Statutory Auditors is mentioned below:

M/s Khandelwal Jain & CO., Chartered Accountants

Khandelwal Jain & Co., Chartered Accountants ("the Firm") is an Indian partnership firm constituted on July 01, 1967 and is registered with the Institute of Chartered Accountants of India (ICAI) having Firm Registration No. 105049W. The Firm has its Head Office at Mumbai and Branch Offices at New Delhi and Aurangabad. The Firm has 15 partners and staff of over 125 people.

The Firm provides range of services, which include audit and assurance, direct and indirect taxation and advisory services to clients in various sectors including Banking, Financial Services and Insurance (BFSI) sector.

The Firm is empanelled with various Regulatory Authorities such as Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), Comptroller and Auditor General of India (C&AG), Insurance Regulatory and Development Authority of India (IRDAI), Telecom Regulatory Authority of India (TRAI) etc.

M/s SGCO & CO LLP, Chartered Accountants

Established in 1992 with vision to become "Truly Global Consulting Group", S G C O & Co. LLP aims to provides value added services to the clients. SGCO is a Category-I firm, catering to over 250 client groups across diverse sectors. The three decades old firm with offices in Mumbai and Delhi.

SGCO & CO LLP has 11 partners as on March 31, 2022 having years of experience in auditing clients across various sectors including clients in Banking and Financial Service sector and has more than 150 professional staff.

The Company has already received the consent form both the above Audit Firms the consent to act as Joint Statutory Auditors at the above stated remuneration, subject to the approval of the members in the AGM as well as continued compliance with the eligibility criteria prescribed under applicable statutes during all the 3 years of appointment.

Having regard to the above the Board of Directors recommends passing of the ordinary resolution at Item No. 5 of the accompanying notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives in any way are concerned or interested, financially or otherwise, in passing the resolution set out at Item No. 5.

Agenda Item No-6

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.6 of this Notice, authorising the Board to issue NCDs and / or any other hybrid 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 ₹ 44,000/- crore (Rupees Forty Four Thousand Crore only) on a private placement basis during a period commencing from the date of this Meeting upto the date of next AGM i.e 34th AGM.

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.

Agenda Item No-7

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") requires prior shareholders' approval by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee, even if such transactions are in the ordinary course of business of the concerned company and on an arm's length basis. Therefore, as per the Listing Regulations, a transaction with a related party is considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into transactions by way of renewals of extension or modifications or earlier arrangement / transactions or otherwise including the following transactions:

- a) Repayment of Non-Convertible Debentures (NCD)s;
- b) Interest expenses of secured loans;

- c) Issuance of NCDs / Bonds / Subordinate Bonds / Tier II Bonds / similar such instruments and transactions incidental thereto;
- d) Any other transactions including credit balance towards NCD and Interest accrual but not limited to reimbursement of expenses, with LICl.

The Audit Committee has granted approval for entering into various related party transactions with LICl including as stated in the resolution and explanatory statement and has noted that the said transactions will be on an arm's length basis and in the ordinary course of the Company's business. The management has provided to the said committee, with the description of the transactions including material terms and basis of pricing. The above stated arrangements and transactions with LICl are related party transactions falling within the purview of the Listing Regulations, either individually or in aggregate, exceeds ₹ 1,000 crore or (10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower) during part of the financial year 2022-23 as well as part of the financial year 2023-24 i.e., from conclusion of the 33rd AGM till the conclusion of the 34th AGM of the Company. Accordingly, prior approval of the Members is being sought for entering into the above-mentioned material related party transactions with LICl, from the conclusion of the 33rd AGM till the conclusion of the 34th AGM of the Company.

Further, SEBI vide Circular SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022 has clarified that related party transactions (RPTs) that have been approved by the audit committee and shareholders prior to April 1, 2022, will not be required to obtain fresh approval from the shareholders and Regulation 23(8) of the LODR Regulations specifies that all existing material related party contracts or arrangements entered into prior to the date of notification of these regulations and which may continue beyond such date shall be placed for approval of the shareholders in the first General Meeting subsequent to notification of these regulations.

Thus, in accordance with the said regulation, an RPT that has been approved by the audit committee prior to April 1, 2022 which continues beyond such date and becomes material as per the revised materiality threshold shall be placed before the shareholders in the first General Meeting held after April 1, 2022, thus the RPTs are being placed for approval of the shareholders now.

Also, though the above transactions are in the ordinary course of business of the Company and on an arm's length basis, as such, the approval of Members under Section 188 of the Companies Act, 2013 and rules framed thereunder is not required, but for abundant caution and as part of better corporate governance practice, the approval of the Members is also being sought.

As per Regulation 23 of the SEBI Listing Regulations and read with applicable provisions of the Act, related parties of the Company are not permitted to vote to approve the resolutions set out in Item No. 7 of this Notice whether the related party is a related party to the proposed transaction or not.

In accordance with Section 102(1) and the proviso to Section 102(2) of the Act, the nature of concern or interest financial or otherwise and the shareholding interest of every Promoter / Director/ Key Managerial Personnel of the Company in the related parties namely LICl to the extent that such shareholding is in excess of 2% is required to be disclosed.

Shri M.R. Kumar and Shri Raj Kumar, a director of the Company is also a director of LIC India.

Other than set out above, none of the Directors and / or Key Managerial Personnel of the Company and / or any of their respective relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item No. 7 to this Notice.

The Board recommends the ordinary resolutions set out at Item No. 7 of the notice for approval of the members of the Company

By Order and on behalf of the Board

Varsha Hardasani
Company Secretary & Compliance Officer

Date: August 26, 2022

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