

LIC HOUSING FINANCE LIMITED

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

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

Tel.: 022-2217 8600, 2217 8700 **Fax:** 022-2217 8777

Corporate Identity Number: L65922MH1989PLC052257

Website: www.lichousing.com **Email:** lichousing@lichousing.com

Dear Member(s),

POSTAL BALLOT NOTICE

Notice is hereby given, pursuant to Sections 108 and 110 of the Companies Act, 2013 and other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Rules"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the Members of LIC Housing Finance Limited to accord through Postal Ballot/e-voting their approval to the following Special Resolution:

The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.

Special Business:

ITEM NO.1: CONTINUANCE OF DIRECTORSHIP OF SHRI JAGDISH CAPOOR, NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY AGED ABOVE 75 YEARS:

To consider and, if thought fit, to pass with or without the modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT, pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) and other applicable provisions if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary in this regard, consent of the Members be and is hereby accorded for continuance of the Directorship of Shri Jagdish Capoor, (DIN: 00002516), as Non-Executive Independent Director of the Company, who is above the age of 75 years and is aged around 79 years at present, till the expiry of his term i.e., 23rd May, 2022 in the office of Director of the Company on the existing terms and conditions, subject to provisions, rules and regulations of the Act and / or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and / or any other appropriate authorities , as may be applicable, and as amended from time to time, from the effective date of the said Amendment Regulations i.e., April 01, 2019".

"RESOLVED FURTHER THAT Mr. Nitin K. Jage, General Manager (Taxation) & Company Secretary be and is hereby authorised to do all such acts, deeds and things as may be required to give effect to the above resolution."

By Order of the Board
For LIC Housing Finance Limited

Sd/-
Nitin K. Jage
General Manager (Taxation)
& Company Secretary

Place: Mumbai

Date: 07th January, 2019

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rules made thereunder setting out material facts concerning the Resolution is annexed hereto.
2. The Board of Directors through resolution passed by circulation on 7th January, 2019 has appointed Shri N. L. Bhatia (FCS.1176, CoP.422), Managing Partner of M/s. N. L. Bhatia & Associates, Practicing Company Secretaries (UIN:P1996MH055800), to act as Scrutinizer for conducting Postal Ballot in a fair and transparent manner.
3. The Postal Ballot Notice alongwith the Postal Ballot Form is being sent by Speed Post / Registered Post to all the Members, whose names appear in the Register of Members / list of beneficial ownership maintained by the Depositories namely, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Friday, 11th January, 2019. Members may note that this Notice will be made available on the Company's website.

4. In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.
5. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those members who have registered their e-mail address with the Company, in respect of shares held in physical form or with their Depository Participant(s) (DP) in respect of shares held in electronic form and made available to the Company by the Depositories. Members who have not registered their e-mail addresses will receive this Postal Ballot Notice alongwith the Postal Ballot Form through Post.
6. Kindly note that the Members can opt for only one mode of voting i.e., either by physical Postal Ballot or e-voting. If the Members opt for e-voting, then they should not vote by physical Postal Ballot and vice versa. However, in case Members cast their vote both by physical Postal Ballot and e-voting, then voting done through e-voting shall prevail and voting done by physical Postal Ballot will be treated as invalid.
7. In case a Member is desirous of obtaining Postal Ballot in printed form or duplicate one, then the Member may write to the Registrar and Transfer Agent (R&T) or send an e-mail to investor@sharexindia.com. The R&T shall forward the same alongwith self-addressed pre-paid postage Business Reply Envelope to the Member.
8. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection to the Members at the Registered Office of the Company between 10.00 a .m. to 12.00 noon on all working days except Saturdays, Sundays and National Holidays from the date hereof upto Wednesday, 20th February, 2019.
9. The Postal Ballot Notice is also being published in Free Press Journal and Navshakti, Mumbai publication and the same has been uploaded on the Company's website viz., www.lichousing.com and www.evotingindia.com.
10. Voting rights of the Members shall be in proportion to their shares in the total paid up equity capital of the Company as on 11th January, 2019.
11. A shareholder cannot exercise his / her vote by proxy on / through Postal Ballot.
12. The duly completed Postal Ballot forms should reach the Scrutinizer not later than 5.00 p.m. on 20th February, 2019 to be eligible for being considered, failing which it will be treated as if no reply has been received from the member.
13. The Scrutinizer will submit his report to the Chairman or Company Secretary after completion of the scrutiny and the result of the Postal Ballot will be announced on or before 22nd February, 2019 at 3.00 p.m. at the Corporate Office of the Company. The result of the Postal Ballot alongwith the Scrutinizer's Report will also be displayed on the Company's website www.lichousing.com and shall be communicated to the Stock Exchanges where the Company's equity shares are listed.
14. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot form will be final and binding.
15. In terms of clause 16.6.3 of Secretarial Standard-2, the Resolution, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e. Wednesday, 20th February, 2019, in the event, the draft resolution is assented to by the requisite majority of shareholders.
16. Instructions for voting

Voting Through Electronic Means

In compliance with the provisions of Regulation 44 the Listing Regulations, Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility as an option to all its Members to enable them to exercise the right to vote on all matters listed in this Notice by electronic means.

For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 21st January, 2019 (10.00 a.m.) and ends on Wednesday, 20th February, 2019 (5.00 p.m.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 11th January, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

- (iii) Click on Shareholders / Members.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next, enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in CAPITAL and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company's records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat account holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (xi) Click on the EVSN for the relevant LIC Housing Finance Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non-Individual Shareholders and Custodians**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log into www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of Members receiving the Notice by Post (physical copy):

- (A) Please follow all steps from sl. no.(i) to sl.no. (xvii) above to cast e-vote.
- (B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instructions:

- The e-voting period will commence on Monday, 21st January, 2019 (10.00 a.m.) and ends on Wednesday, 20th February, 2019 (5.00 p.m.) (both days inclusive). During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 11th January, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Please note that once the vote on a resolution has been cast, the Members cannot change it subsequently.
- The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, count the votes cast, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of voting through Postal Ballot, a scrutinizer's report of the total votes cast in favour or against, if any.
- The Scrutinizer will submit his report to the Chairman or Company Secretary who shall countersign the same, after completion of the scrutiny and the results shall be declared by the Chairman or Company Secretary of the Company on or before 22nd February, 2019 at the Corporate Office of the Company at 131 Maker Tower, "F" Premises, 13th Floor, Cuffe Parade, Mumbai – 400 005. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website viz., www.lichousing.com, on the website of Stock Exchanges where the Company's equity shares are listed and on the website of CDSL [e-Voting](http://www.evotingindia.com).

VOTING THROUGH PHYSICAL POSTAL BALLOT FORM

- Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Postal Ballot Form. A Member desiring to exercise his/her vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed pre-paid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot Form by courier or registered post or delivers it in person at his expense, such Postal Ballot Forms will also be accepted.
- The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed pre-paid postage Business Reply Envelope directly to the Scrutinizer at LIC Housing Finance Limited, Corporate Office, 131 Maker Towers, 'F' Premises, 13th Floor, Cuffe Parade, Mumbai – 400 005., so as to reach the Scrutinizer before the close of working hours on Wednesday, 20th February, 2019. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted / accepted.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

Pursuant to the Regulation 17(1A) of the Amendment Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter-alia, prescribes that listed entity shall not appoint a person or continue directorship of any person(s) as a Non-Executive Director(s) who has attained the age of 75 years, unless a special resolution is passed to that effect.

Shri Jagdish Capoor, (DIN: 00002516) was appointed as the Non-Executive Independent Directors of the Company in accordance with the provisions of Sections 149 & 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, at the 28th Annual General Meeting held on 18th August, 2017 for a period of five years effective from 24th May, 2017.

Since Shri Jagdish Capoor, (DIN: 00002516) is covered under the aforesaid Regulation for being aged more than 75 years, the Company is required to obtain approval of Members by way of Special Resolution for continuation of his directorship in the Company post 1st April, 2019.

Apropos above, Special Resolution is proposed for seeking approval of the Members for **continuance** of directorship of Shri Jagdish Capoor, Non-Executive Independent Director of the Company aged above 75 years. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. His knowledge of the subject and vast experience in the field of finance, accounts, research analytics, real estate, etc., is what the Company encashes on and proves to be asset to the Board.

The brief Profile of the director including the information required to be furnished under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards-2 on General Meetings are given below:

Brief Profile of Shri Jagdish Capoor

Shri Jagdish Capoor served RBI for 39 years in various capacities and finally retired as Deputy Governor in 2001. During his tenure as Deputy Governor he was appointed Chairman of Deposit Insurance and Credit Guarantee Corporation and also Chairman of RBI Note Mudran Ltd (currency printing). These were concurrent charges. He was also appointed on Boards of several banks like Bank of Baroda, National Housing Bank, Exim Bank, Infrastructure Development and Finance Company, State Bank of India and National Bank for Agriculture and Rural Development.

While with RBI, he was deputed to Unit Trust of India to take over as Chairman temporarily from 1st February, 1996 to 31st December, 1996.

After retirement from RBI, he served as Chairman of HDFC Bank, Agriculture Finance Corporation and the Bombay Stock Exchange. He was also member of the Board of Governors, Indian Institute of Management, Indore.

Presently he is serving on several corporate boards – prominent among them being Manappuram Finance Ltd, LIC Pension Fund Ltd and BanyanTree Bank in Mauritius.

The details of other Directorships, Committee Membership & Chairmanship of Shri Jagdish Capoor are as follows:

Sr. No.	Name of the Companies/ Bodies corporate/firms/ Association of individuals	Nature of interest or concern/ Change in interest or concern	Shareholding	Name of Committee – Member / Chairman*	Date on which interest or concern arose/ changed
1.	Nitesh Estates Limited.	Director	Nil	Audit Committee- Chairman Stakeholders' Relationship Committee - Chairman	14.03.2013
2.	LIC Pension Fund Limited	Director	Nil	Audit Committee- Chairman	21.11.2007

*includes only Audit Committee & Stakeholders' Relationship as per Listing Regulation for reckoning

**As per Regulation 36(3) only names of listed entities in which the person holds the directorship and the membership of Committees of the board are taken

The terms and conditions of appointment of Shri. Jagdish Capoor shall be open for inspection by the Members at the Registered Office during normal business hours on any working day of the Company up to Wednesday, 20th February 2019.

Shri. Jagdish Capoor does not hold any shares of the Company.

In the opinion of the Board, Shri Jagdish Capoor fulfills the conditions specified in the Act and the Rules made thereunder, for such appointment.

In terms of Section 149(13) of the said Act, Independent Director is not liable to retire by rotation.

None of the Directors, except Shri. Jagdish Capoor or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution.

Details of Director seeking appointment [in pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Shri Jagdish Capoor
DIN	00002516
Date of birth	1 st July, 1939
Date of first appointment on the Board	25 th May, 2012
Qualifications	MCom, Fellow in IIBF
Expertise	Served RBI for 39 years and retired as deputy RBI governor, banking knowledge and experience.
Number of meetings of the Board attended till the date of the notice i.e. 07.01.2019	five out of five
List of Directorship / Membership* / Chairmanship* of Committees of other Board *includes only Audit Committee & Stakeholders' Relationship Committee	Directorship**: Nitesh Estates Limited LIC Pension Fund Limited Committee Chairmanship**: Audit Committee & Stakeholders' Relationship Committee Nitesh Estates Limited Audit Committee LIC Pension Fund Limited
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 .

**As per Regulation 36(3) only names of listed entities in which the person holds the directorship and the membership of Committees of the board are taken

All documents referred to in the accompanying Notice and Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during working hours on all working days from date of dispatch of the Notice, up to the last date of voting.

The Board accordingly recommends, passing of the Special Resolution, as set out at Item No. 1 of this Notice, for the approval of the Members of the Company.

None of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice.

By Order of the Board
For LIC Housing Finance Limited

Sd/-
Nitin K. Jage
General Manager (Taxation)
& Company Secretary

Date: 07th January, 2019
Registered Office:
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45/47, Veer Nariman Road, Mumbai - 400 001.
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