

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 Section 110 of the Companies Act, 2013 read with Rule 22(16) of the Companies (Management and Administration) Rules, 2014 to the Members of LIC Housing Finance Limited to accord through Postal Ballot their approval to the following resolution:

Special Business

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

“**RESOLVED THAT** in supersession of the earlier resolution passed at the Twenty Third Annual General Meeting held on 24th July, 2012, the consent of the Members of the Company be and is hereby accorded pursuant the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder including any statutory modification, or re-enactment thereof, to the Board of Directors of the Company (hereinafter referred to as ‘the Board’) which term shall be deemed to include any Committee of Directors duly constituted by the Board to exercise its powers conferred by this resolution) to mortgage, create charges or hypothecation as may be necessary, on such of the assets of the Company, both present and future, movable as well as immovable including the Company’s interest as mortgagee in the various properties belonging to the borrowers of the Company and further to issue covenants for negative pledges / negative liens in respect of the said assets and properties in such manner as the Board may direct, and for the said purpose, to do and perform all such acts, deeds, matters and things as may be necessary, desirable or expedient and further to execute the required documents including powers of attorney in favour all or any of the persons, firms, bodies corporate, banks, financial institutions etc., as and by way of security for the due repayment of the sums of money together with interest and other monies due thereon, if any, already borrowed or to be borrowed by the Company within the overall limits of the borrowing powers of the Board as determined from time to time by the Members of the Company, pursuant to Section 180(1)(c) of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalise with the lending agencies / debenture trustees / financial institutions, the documents / agreements / undertakings for creating the aforesaid mortgages, charges and / or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents / agreements / undertakings and to do all such acts and things and to execute all such documents, deeds and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard 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.”

By Order of the Board
For LIC Housing Finance Limited

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

Place : Mumbai

Date : 3rd July, 2014

Notes:

1. The Explanatory Statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Board of Directors at its meeting held on 21st April, 2014 has appointed Mr. N. L. Bhatia, Partner (FCS 1176 and CP 422), Messrs N. L. Bhatia & Associates, Practicing Company Secretaries, Mumbai to act as Scrutinizer for conducting Postal Ballot in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / statements 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 July, 2014.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 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 address 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 Post or e-voting. If the Members opt for e-voting, then they should not vote by Post and vice versa. However, in case Members cast their vote by Post and e-voting, then voting done through e-voting shall prevail and voting done by Post will be treated as invalid.
7. In case a Member is desirous of obtaining Postal Ballot in printed form or duplicate one, then Member may write to the Registrar and Transfer Agent (R&T) or send an e-mail to investor@sharexindia.com. The Company 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 and other statutory registers are open for inspection by 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 Monday, 18th August, 2014.
9. The Postal Ballot Notice is also being published in Business Standard and Sakal, Mumbai publication and the same has been uploaded on the Company's website viz., www.lichousing.com and www.evoting.cdsl.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 Friday, 11th July, 2014.
11. Instructions for voting

A. Voting through Physical Postal Ballot Form

- i) A Member desiring to exercise 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 by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.
- ii) The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed pre-postage Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on Monday, 18th August, 2014. 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.

B. E-Voting facility**In case of Member(s) receiving Postal Ballot intimation by e-mail;**

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT".

- (iv) Now Enter your User ID :
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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* | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 and the last 8 digits of the demat account / folio number in the PAN field. In case the folio 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 folio number 100 then enter RA00000100 in the PAN field. |
| DOB# | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details# | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field. |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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 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 resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> 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 "RESOLUTIONS 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 password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of Member(s) receiving Postal Ballot Form by Post;

- a) Please follow all steps from serial no. (i) to serial no. (xvii) above to cast vote.
 - b) The voting period begins on Saturday, 19th July, 2014 (10.00 a.m.) and ends on Monday, 18th August, 2014 (5.00 p.m.) (both days inclusive). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.
12. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on or before Thursday, 21st August, 2014 at 11.00 a.m. at the Corporate Office of the Company at 131 Maker Tower, "F" Premises, 13th Floor, Cuffe Parade, Mumbai – 400 005. The said results will also be intimated to the stock exchanges, published in the said newspapers and uploaded on the Company website viz., www.lichousing.com.

13. General Instructions:

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

Explanatory Statement

[Statement setting out material facts under Section 102 of the Companies Act, 2013]

The Members of the Company at 23rd Annual General Meeting held on 24th July, 2012, had granted its approval by way of Ordinary Resolution to the Board of Directors to mortgage or to create charge on all or any of the assets of the Company and to provide security by issuing negative pledges / negative liens to create security in favour of the concerned lenders or debenture holders for the purpose of receiving the due repayment of the monies borrowed by the Company together with the interest and other monies thereon.

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of the Company shall not, without the consent of the Members of the company accorded at the General Meeting by means of a special resolution, sell, lease or otherwise dispose of the whole or substantially the whole of its undertaking.

For the purpose of its business operations, the Company raises resources, inter alia, by borrowing monies from time to time from various persons, firms, bodies corporate, banks, financial institutions etc. These borrowings are secured by promissory notes and / or negative liens / pledges on the assets and properties of the Company coupled with power of attorney in favour of such lenders.

Accordingly, the Board of Directors recommends passing of the Special Resolution as set out in this Postal Ballot Notice.

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

By Order of the Board
For LIC Housing Finance Limited

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

Place : Mumbai

Date : 3rd July, 2014