NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF LIC HOUSING FINANCE LIMITED WILL BE HELD THROUGH VIDEO CONFERENCE ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM') **ON MONDAY, 27TH SEPTEMBER, 2021 AT 3.00 P.M. (IST)** TO TRANSACT THE ITEMS OF BUSINESS MENTIONED BELOW:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

   (a) the audited (standalone) financial statements of the Company for the F.Y. ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon.

   (b) the audited (consolidated) financial statements of the Company for the F.Y. ended 31st March, 2021 and the Report of the Auditors thereon.

2. To declare final dividend of ₹ 8.50 /- (Rupees Eight and Fifty Paisa Only) per equity shares for the F.Y. ended 31st March, 2021.

3. To appoint a Director in place of Shri Pottimutyala Koteswara Rao (DIN-06389741), who retires by rotation and, being eligible, offers himself for re-appointment.

4. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution** for appointment and enhancement of fees payable to Joint Statutory Auditors of the Company:

   "RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz., Companies (Audit and Auditors) Rules, 2014 as may be applicable, the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Rules, Circulars and Guidelines, particularly 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 27th April, 2021 and from time to time and such other regulatory authorities, any other applicable statutes including any Circular(s), Notification(s), Rule(s), Regulation(s), Direction(s), Orders(s) etc., and any statutory enactments as may be applicable, the approval of the members of the Company be and is hereby accorded to appoint the Joint Statutory Auditors namely, M/s. M P Chitale & Co., Chartered Accountants (Firm Registration Number 101851W) and M/s Gokhale & Sathe (Firm Registration Number 103264W) who 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, be and are hereby appointed as the joint Statutory Central Auditors of the Company for a period of 3 (three) years to hold office from the conclusion of the 32nd Annual General Meeting until the conclusion of the 33rd Annual General Meeting to be held in 2022 at such increased remuneration payable to the Joint Statutory Auditors namely, M/s. M P Chitale & Co., Chartered Accountants (Firm Registration Number 101851W) and M/s Gokhale & Sathe (Firm Registration Number 103264W) of ₹ 65,72,700/- per annum plus applicable taxes / cess and out of pocket expenses on actual basis (being ₹ 32,86,350/- per annum per firm plus applicable taxes/ cess and out of pocket expenses on actual basis) for F.Y. 2021-22 and the fees in respect of any other certification be and is hereby approved to be enhanced from ₹ 20,000 (Plus applicable taxes) per certificate (i.e. ₹ 10,000 per firm plus applicable taxes) to ₹ 30,000 (Plus applicable taxes) per certificate (i.e. ₹ 15,000 per firm plus applicable taxes).

   "**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded for payment of such additional fees for any certificate requiring devotion of additional time or involving any significant complexity therein as may be decided mutually between the management and the Joint Statutory Auditors subject to approval and recommendation of the same by the Audit Committee.

   "**RESOLVED FURTHER THAT** Managing Director, Company Secretary and Chief Financial Officer of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions including the removal of doubts and difficulties in interpreting the provisions of the said resolution."

SPECIAL BUSINESS:

5. 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 Sections 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 Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 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; (iv) 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), (v) 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; (vi) the Memorandum and Articles of Association of the Company; 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 Housing Finance Companies (NHB) Directions, 2010 and the guidelines on private placement of Non-Convertible Debentures (NCDs), for cash either at par, premium or discount (only in case of re-issuance) to the face value, upto an aggregate amount not exceeding ₹ 43,000/- crore (Rupees Forty Three Thousand crore only) under one or more shelf disclosure document (including any shelf disclosure document as may have already been approved and issued by the Company) and / or under one or more letters of offer as may be issued by the Company, and in one or more series / tranches, during the period commencing from the date of this Meeting upto the date of next Annual General Meeting, 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 28th August, 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** General Manager (Taxation) & Company Secretary 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".

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** for appointment of Shri Yerur Viswanatha Gowd (DIN 09048488) as the Managing Director & CEO of the Company:

"**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time in force), Shri Yerur Viswanatha Gowd (DIN 09048488) who was appointed as Additional Director by the Board of Directors of the Company with effect from 1st February, 2021 in the capacity of Managing Director & Chief Executive Officer ("CEO") and who as per the provisions of Section 161(1) of the Companies Act, 2013 holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Managing Director & CEO of the Company for a period of 5 years with effect from 1st February 2021 not liable to retire

by rotation under the provisions of Articles of Association of the Company."

"**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 2(78), 2(94), 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other Rules framed thereunder read with Schedule V to the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof,the Articles 138, 161 and 194(c) of Articles of Association of the Companyand the 'Fit and Proper' criteria for Directors of Housing Finance Companies in terms of Notification No.NHB.HFC.CG-DIR.1/ MD&CEO/2016 dated 9th February, 2017, the approval of the Members of the Company be and is hereby accorded to appoint Shri Yerur Viswanatha Gowd (DIN 09048488), as Managing Director & CEO of the Company for such period until which he remains deputed in the Company as a nominee director of LIC of India, subject to a maximum period upto 5 years, from the date of his appointment i.e. 1st February, 2021, on payment of such remuneration as decided by the Board of Director of LIC Housing Finance Limited on the recommendation of Nomination and Remuneration Committee in terms of the pay-scale applicable to his cadre as per the service rules of LIC of India and the Company, subject to the limit prescribed under the Companies Act, 2013 for the aforesaid period.".

"**RESOLVED FURTHER THAT** the terms and conditions of his service shall be determined from time to time as per the service rules of LIC of India and the Board of Director of LIC Housing Finance Limited".

"**RESOLVED FURTHER THAT** General Manager (Taxation) & Company Secretary be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings, obtain necessary approvals from shareholders, Government of India and / or such other Government or other authorities as may be required under the Companies Act, 2013 or any other law for the time in force, to carry out the aforesaid Resolution".

"**RESOLVED FURTHER THAT** General Manager (Taxation) & Company Secretary 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 an **Ordinary Resolution** for appointment of Shri Akshay Kumar Rout (DIN- 08858134) as Non Independent Director (Non-Executive) of the Company:

"**RESOLVED THAT** pursuant to Sections 149, 153 and other applicable provisions, if any of Companies Act, 2013, and the Rules made thereunder including any amendment, modification, variation or re-enactment thereof ; applicable provisions of the SEBI (LODR) Regulations, 2015 and on the basis of due diligence carried out by the Nomination and Remuneration Committee (NRC) in terms of 'Fit and Proper' criteria adopted by the Board on 10th March, 2017 pursuant NHB notification No.NHB.HFC.CG-DIR.1/MD&CEO/2016 dated 9th February, 2017 and reviewed from time to time, has been considered to be suitable and eligible based on such evaluation, qualification, expertise, track record, integrity and 'fit and proper' criteria and his appointment recommended by the Nomination & Remuneration Committee, Shri Akshay Kumar Rout (DIN- 08858134) who has been appointed as an Additional Director in the category of Non-Executive Non-Independent Director of the Company by the Board of Directors with effect from 24th September, 2020 and who holds office upto the date of this Annual General Meeting, under Section 161 of the Companies Act, 2013 and any other applicable provisions, if any, of the Companies Act, 2013 including any modification or re-enactment thereof, and in respect of whom, the Company has received a Notice in writing from a Member pursuant to Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

"**RESOLVED FURTHER THAT** General Manager (Taxation) & Company Secretary be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings, obtain necessary approvals from shareholders, Government of India and / or such other Government or other authorities 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** General Manager (Taxation) & Company Secretary 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".

8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** for appointment of Smt. J Jayanthi (DIN 09053493) as an Independent Director of the Company:

"**RESOLVED THAT** pursuant to provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any amendment, modification, variation or re-enactment thereof read with Schedule IV to the Companies Act, 2013, Article 141 of the Articles of Association of the Company, Smt. Jagennath Jayanthi (DIN 09053493), 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 10th March, 2017, pursuant to NHB notification No.NHB.HFC.CG-DIR.1/MD&CEO/2016 dated 9th February, 2017, whom the Nomination & Remuneration Committee (NRC), after having undertaken process of due diligence, has considered suitable and eligible based on evaluation, qualification, expertise, track record, integrity and 'fit and proper' criteria and has also recommended for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years, with effect from 5th February, 2021 not liable to retire by rotation".

"**RESOLVED FURTHER THAT**, General Manager (Taxation) & Company Secretary be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings, obtain necessary approvals from shareholders, Government of India and / or such other Government or other authorities as may be required by the Companies Act, 2013 or any other law for the time being in force, as may be necessary to carry out the aforesaid resolution".

"**RESOLVED FURTHER THAT** General Manager (Taxation) & Company Secretary 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".

9. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** for appointment of Shri Raj Kumar (DIN 06627311) as director of the Company:

"**RESOLVED THAT** pursuant to provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, other applicable provisions of any other statute(s) for the time being in force ,including any amendment, modification, variation or re-enactment thereof and in terms of clause 138 and 143 of the Articles of association of the Company, SEBI (LODR) Regulations, 2015 the Nomination and Remuneration Committee in terms of 'Fit and Proper' criteria adopted by the Board on 10th March, 2017 pursuant NHB notification No.NHB.HFC.CG-DIR.1/MD&CEO/2016 dated 9th February, 2017, read with the Annexure-VII of the Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, and reviewed from time to time after having undertaken process of due diligence, has been considered suitable and eligible based on evaluation, qualification, expertise, track record, integrity and 'fit and proper' criteria, Shri Raj Kumar who was appointed as Additional Director by the Board of Directors of the Company with effect from 13th August, 2021 in the capacity of Non-Executive Nominee and who as per the provisions of Section 161(1) of the Companies Act, 2013 holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Nominee Director of the Company liable to retire by rotation under the provisions of Articles of Association of the Company."

"**RESOLVED FURTHER THAT** General Manager (Taxation) & Company Secretary be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings, obtain necessary approvals from shareholders, Government of India and / or such other Government or other authorities as may be required by the Companies Act, 2013 or any other law for the time being in force, to carry out the aforesaid resolution"

"**RESOLVED FURTHER THAT** General Manager (Taxation) & Company Secretary 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."

10. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution** for substituting the Clause 11 (a) (III) of the Articles of Association (AoA) the Company pertaining to 'Further issue of Capital':

"**RESOLVED THAT** pursuant to the provisions of Section 5, Section 14 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities and in order to harmonise it with the requirement of the provision(s) of the Companies Act, 2013, and rules made thereunder; the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; as amended from time to time and Bye laws of the stock exchanges where the equity shares of the Company are listed, the existing Clause 11 (a) (III) of the Articles of Association (AoA) the Company pertaining to 'Further issue of Capital' of the Company be and is hereby substituted with the following clause:

New Clause 11 (a) (III) "**to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in clause (I) or clause (II) above, either for cash or for a consideration other than cash, if the price of such shares is determined in accordance with all applicable laws and regulations for the time being in force.**"

"**RESOLVED FURTHER THAT** General Manager (Taxation) & Company Secretary and / or Chief Financial Officer be and are hereby severally authorized to take all such steps and actions for the purpose of making all such filings and registration(s) as may be required in relation to the aforesaid adoption of new clause 11 (a) (III) of the Articles of Association of the Company and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution".

11. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution** for Alteration in Clause III (Objects) of the Memorandum of Association and adoption of new set of Memorandum of Association of the Company.

"**RESOLVED THAT** pursuant to the provisions of Sections 4 and 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules,2014 (including any statutory modification or re-enactment thereof for the time being in force) and in order to align it with the requirement of the provisions of the Companies Act, 2013, approval of the shareholders of the Company, be and is hereby accorded, for carrying out the following changes in the Object Clause of the Company as follows:

(a) Adoption of Table A of the Memorandum of Association, all the Clauses contained in Clause III(C) (Other Objects) shall be incorporated in Clause III (B) (Objects incidental or ancillary to the attainment of the Main Objects) and the existing Clause III (C) (Other Objects), as contained in the Memorandum of Association of the Company, be and is hereby deleted; and

(b) Insertion of a new clause as Clause 76 to the revised clause III (B) namely 'Objects incidental or auxiliary to the attainment of the Main Objects':

To perform business in all digital forms, including digital marketing activities, including revenue generation out of the same.

RESOLVED FURTHER THAT General Manager (Taxation) & Company Secretary and / or Chief Financial Officer be and are hereby severally authorized to take all such steps and actions for the purpose of making all such filings and registration(s) as may be required in relation to the aforesaid adoption of the new set of the Memorandum of Association of the Company and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution".

By Order and on behalf of the Board
Nitin K. Jage
General Manager (Taxation) &
Company Secretary

Date: 20th August, 2021

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Website: www.lichousing.com
Phone No.:+91 22 22178611
Fax No.: +91 22 22178777
Email: AGM@lichousing.com; nitin_jage@lichousing.com

NOTES:

(1) In view of the outbreak of the COVID-19 pandemic, and in compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 39/ 2020 dated December 31, 2020 and Circular no. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs (referred to as the "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI") (referred to as the "SEBI Circular") (collectively referred as the "Applicable Circulars") the Company is holding the meeting via video conference ("Electronic Means") through InstaMeet VC/ OAVM Meeting platform.

(2) In compliance with the provisions of the Companies Act, 2013, as amended ("Companies Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and the Applicable Circulars, the AGM of the Company is being held through Electronic Means. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the Annual General Meeting.

(3) Since this Annual General Meeting will be held through VC/OAVM the physical attendance of members is dispensed with and no proxies would be accepted by the Company pursuant to the relevant MCA Circular. However, the Bodies Corporate are entitled to appoint authorised representatives to attend the Annual General Meeting through VC/OAVM and participate there at and cast votes through e-voting (venue voting).

(4) No attendance slip/route map has been sent along with this Notice of the Meeting as the meeting will be held through VC/OAVM means.

(5) 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 27th August, 2021.

(6) Pursuant to the provisions of Section 105 of the Companies Act, a Member entitled to attend and vote at the Annual General Meeting is permitted to appoint a Proxy to attend and vote on his / her behalf and the Proxy need not be a Member of the Company. However, since this General Meeting is going to be held through VC / OAVM, Member(s) attending the Annual General Meeting electronically in compliance with applicable Circulars, shall not be entitled to appoint proxies on their behalf.

(7) 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. However, attendance of Members holding more than 2% of the shares of the Company, Institutional Investors as on Friday, 27th August, 2021 and Directors and Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, the Stakeholders Relationship Committee and Auditors will not be restricted on first come first serve basis.

(8) 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.

(9) 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.

(10) In line with the MCA Circulars and the SEBI Circular, the Notice calling the Annual General Meeting 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://linkintime.co.in

(11) Members who are shareholders as on Friday, 27th August, 2021 can join the Annual General Meeting 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 by following the procedure mentioned in this Notice.

(12) 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, 27th August, 2021. 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.

(13) The Explanatory Statement as required under Section 102(1) of the Companies Act, 2013, in respect of Item Nos. 3 to 11 of the Notice convening the Meeting is annexed hereto.

(14) Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 19th September, 2021 to Monday, 27th September, 2021 (both days inclusive) for the purpose of payment of dividend.

(15) The dividend on equity shares, if declared at the meeting, will be paid on or after 4th October, 2021 but within 30 days from the date of declaration:

a. to those members holding shares in physical form, whose names would appear on the Register of Members of the Company, at the close of business hours on Monday, 27th September, 2021 after giving effect to all valid transfers in physical form lodged with the Company on or before Saturday, 18th September, 2021 and

b. in respect of the shares held in electronic form, on the basis of the details furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) at the close of business hours on Saturday, 18th September, 2021.

(16) 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.

(17) 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 holding.

(18) Dividend if approved by the Members at AGM will be directly credited to the bank accounts of the shareholders as on the Book Closure Date i.e Saturday, 18th September, 2021 for shares held in demat form and Monday, 27th September, 2021 for shares held in physical form, as per the details available with the Company within the prescribed timelines. In case of shareholders who have not registered their bank details with the Company/ RTA, dividend warrants/demand drafts will be sent to them in due course of time and upon normalization of postal services.

(19) 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.

(20) The Annual Report for F.Y. 2020-21 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.

(21) 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.

(22) 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".

(23) 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.

(24) 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 alongwith 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 alongwith 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.

(25) 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.

(26) 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.

(27) 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 ₹ 1.07 Crore for the F.Y. 2012-13 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 F.Y. 2013-14 which is due for transfer to the IEPF is given below:

Financial Year ended	Date of Declaration	Due for Transfer
2013-14	19/08/2014	29/09/2021

Members who have not yet encashed the dividend warrants for any of the financial years from 2014-15 to 2019-20 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 1,62,502 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 2012-13 till the due date of 4th September, 2020 after following the prescribed procedure.

Further, all the shareholders, who have not claimed / encashed their dividends in the last seven consecutive years starting from F.Y. 2013-14, are requested to claim the same by 29th September, 2021. 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.

(28) 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.

(29) 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.

(30) Instructions for e-voting and joining the Annual General Meeting 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 24th September, 2021, at 9:00 a.m. (IST) and ends on 26th September, 2021 at 05:00 p.m. (IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form as on 20th September, 2021 (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 casted 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 post 9th June, 2021.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	• 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	• 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	• 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.
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	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: - **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. • 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). 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 LIIPL 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 Annual General Meeting Through Instameet:

Instructions for Members to attend the Extraordinary General Meeting 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 Annual General Meeting 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 upto 1000 members only.

3) Members will be provided with InstaMeet facility wherein Member shall register their details and attend the Annual General Meeting 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, they 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 Annual General Meeting:

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 23rd September, 2021,10.00 A.M to 26th September, 2021, 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 Annual General Meeting. 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 Annual General Meeting Through Instameet:

Once the electronic voting is activated 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 Annual General Meeting will be eligible to attend/participate in the Annual General Meeting 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 20th August, 2021 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 thier 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 24th September, 2021 9.00 AM IST and ends on 26th September, 2021 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 as on 21st September, 2021

(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 Annual General Meeting and holds shares as on the cut-off date i.e. 27th August, 2021, 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 4631and 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 Annual General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through e-voting in the presence of atleast 2 (two) witnesses not in the employment of the Company.

(vii) The Scrutinizer shall within a period of 48 hours from the date of Annual General Meeting submit a consolidated Scrutinizer's Report of the total votes cast in favour and against, if any, to the Chairman or General Manager & Company Secretary, 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 LIIPL.

(ix) The resolutions shall be deemed to be passed as at the date of the Annual General Meeting subject to requisite number of votes cast in favour of resolutions.

(x) The inspection of registers and other documents shall be provided by electronic mode, the complete details and procedure of which are hereunder given 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-3

Name of the Director	Shri Pottimutyala Koteswara Rao
Age	65 Years
DIN	06389741
Date of birth	31st March, 1956
Date of first appointment on the Board	11th June, 2018
Qualifications	BCom, FCA.
Expertise	Marketing, Housing Finance, Credit Appraisal, Project Finance and Investment related activities.
Other Directorships	NIL
Number of meetings of the Board attended during the year	6
Listed companies (other than LIC Housing Finance Limited) in which Shri Pottimutyala Koteswara Rao holds directorship and committee membership* *includes only Audit Committee & Stakeholders' Relationship Committee	Nil
Remuneration last drawn	Sitting fee is paid for every Board and Committee Meetings attended by the Director. Apart from sitting fees, no other remuneration / commission is paid to Director. For the year ended 31st March, 2021 Sitting Fee paid : ₹ 6,60,000/-
Details of Remuneration sought to be paid	Sitting fees is paid for every Board and Committee Meetings, a Director attends Apart from sitting fees, no other remuneration / commission is paid to Director.
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 Non-Executive (Non Independent) Director of the Company by the Board of Directors with effect from 11th June, 2018 liable to retire by rotation.
Consent and Declarations	Shri Pottimutyala Koteswara Rao 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.
Notice from a Member	As required under Section 160 of the Companies Act, 2013, a Notice has been received from a Member proposing the name of Shri Pottimutyala Koteswara Rao (DIN-06389741) for the office of a Director.

Fulfilment of criteria	In the opinion of the Board, Shri Pottimutyala Koteswara Rao (DIN-06389741) 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 Pottimutyala Koteswara Rao 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 Companies Act, 2013.
Nature of Interest	None of the Directors, except Shri Pottimutyala Koteswara Rao, 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.3 of this Notice for approval of the Members.

Brief profile of Shri Pottimutyala Koteswara Rao

Shri Pottimutyala Koteswara Rao is a Fellow member of Institute of Chartered Accountants of India with Bachelor's Degree in Commerce from Sri Venkateswara University, Tirupati (AP). He has experience in the area of Accounts, Finance, Fund Management, Portfolio Management, Office Services, etc. He is also NSE Certified Market Professional. Shri Pottimutyala Koteswara Rao joined LIC of India as Direct Recruit Officer (CA Batch) in the year 1986. He has held various responsible positions in senior cadres throughout his career spanning 30 years in various capacities in LIC of India and always added value to his role. He worked as Marketing Manager and Senior Divisional Manager of Machilipatnam Division of LIC of India in Andhra Pradesh. He also worked as Regional Manager (OS) in the Western Zonal Office, Mumbai, as Regional Manager (F&A) in Southern Zone, Chennai and also as Regional Manager (F&A) in Northern Zone, Delhi. For a brief period of one year Shri Pottimutyala Koteswara Rao was General Manager in LIC Housing Finance Limited in charge of Credit Appraisal and Project Finance before moving to LIC of India as Chief (Investment/Operations), Central Office, Mumbai.

He had served on the Board of SKS Trust (Private) Ltd. as nominee Director for more than three years.

His hobbies include reading books.

He has attended a programme on Strategic leadership at Indian School of Business, Hyderabad.

Global exposure: Shri Pottimutyala Koteswara Rao participated in training programme on Fixed Income Instruments at Asian Institute of Management, Manila, Philippines. He was one of the speakers in the seminar conducted by Insurance Institute of India on ERM in June 2019 on Risk Management. After retiring from the services of LIC of India as Chief (Investment) in 2016, he joined Insurance Institute of India, Mumbai, as Faculty (life) and continues to be faculty member. He has given faculty support on Insurance subjects, including Insurance Regulatory matters, Investment, Risk Management, etc.

Agenda Item No-4

The Shareholders of the Company at the 30th Annual General Meeting held on 28th August, 2019 have 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 Annual General Meeting until the conclusion of the 35th Annual General Meeting on a remuneration of ₹ 26,20,000/- each plus applicable taxes /cess on the said remuneration per annum. 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. 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 27th April, 2021, the term of office of Joint Statutory Auditors would be restricted to 3 (three) years i.e. until the conclusion of the 33rd Annual General Meeting being third year which otherwise was upto conclusion of the 35th Annual General Meeting as approved at the 30th Annual General Meeting for the purpose of Statutory Audit, Limited Review of the Company's accounts at the Corporate Office alongwith consolidated accounts as well as at all Back Offices on remuneration of ₹ 65,72,700/- per annum plus applicable taxes/ cess and out of pocket expenses on actual basis (being ₹ 32,86,350/- per annum per firm plus applicable taxes / cess and out of pocket expenses on actual basis) for F.Y. 2021-22 and the fees in respect of any other certification be ₹ 30,000 (plus applicable taxes) per certificate (i.e. ₹ 15,000 per firm plus applicable taxes).

Considering the volume of works and man hours involved and such remuneration and expenses thereafter as may be mutually agreed between the Management and the said Statutory Auditors and as may be further approved by the Board from time to time, including relevant Committee(s) thereof, may alter and vary the terms and conditions of appointment, etc., including by reason of necessity on account of conditions as may be stipulated by RBI and / or any other authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors, based on review of their profile, experience and specialization in audit of banking and financial service sector.

The Board of Directors recommends passing of the ordinary resolution at Item No. 4 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. 4

Agenda Item No-5

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 such 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.5 of this Notice, authorising the Board to issue NCDs and / or any other hybrid instruments which can be classified as 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 ₹43,000/- Crore (Rupees Forty Three Thousand Crore only) on a private placement basis during a period commencing from the date of this Meeting upto the date of next Annual General Meeting.

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-6

In order to ensure stability and effective implementation of long term business strategies and for smooth transition at MD & CEO level, the Board had envisaged a plan for transition of MD & CEO considering the Company's business objective. Also as part of succession planning, Chief Operating Officer (COO) was posted to Company in advance by LIC of India in terms of Article 138(b) of the Articles of Association of the Company with an objective of taking over from then MD & CEO, who was repatriated to the parent organisation, i.e., LIC of India. Therefore, as follow up, the LIC of India vide Office Order PER.ADMN. / 2020 -21/ PO-199 dated 29th January, 2021 had approved change in designation of Shri Yerur Viswanatha Gowd (DIN 09048488) as Chief Executive Officer from that of COO and eventually as Additional Director and Managing Director & CEO in place of Shri Siddhartha Mohanty. Further also in terms of Notification No.NHB.HFC.CG-DIR.1/MD&CEO/2016 dated 9th February, 2017, the Nomination & Remuneration Committee of the Company after having undertaken the process of due diligence and scrutinized the declaration as well as form of Deed of Covenant (as per NHB format) obtained from Shri Yerur Viswanatha Gowd before having fulfilled 'Fit and Proper' criteria for Directors of Housing Finance Companies as per aforesaid notification was considered for appointment as Managing Director & CEO.

Name of the Director	Shri Yerur Viswanatha Gowd
Age	58 Years
DIN	09048488
Date of birth	15th July, 1963
Date of first appointment on the Board	1st February, 2021
Qualifications	BCom.
Expertise	30 years of experience in Insurance sector in various positions in marketing, finance and pension & group scheme functions.
Other Directorships	• LICHFL Asset Management Co. Ltd. • LICHFL Care Homes Ltd. • LICHFL Financial Services Ltd. • LIC MF Asset Management Co. Ltd.
Number of meetings of the Board attended during the year	1
Listed companies (other than LIC Housing Finance Limited) in which Shri Yerur Viswanatha Gowd holds directorship and committee membership* *includes only Audit Committee & Stakeholders' Relationship Committee	Nil
Remuneration last drawn	As decided by the Board of LIC Housing Finance Limited on the recommendation of Nomination and Remuneration Committee in terms of the pay-scale applicable to his cadre as per the service rules of LIC of India and the Company, subject to the limit prescribed under the Companies Act, 2013 for the aforesaid period.
Details of Remuneration sought to be paid	Same as above
Shareholding in LIC Housing Finance Limited	NIL
Relationship between directors inter-se	None
Terms and conditions of appointment	The broad terms and conditions of appointment of Shri Yerur Viswanatha Gowd as Managing Director & CEO of the Company are displayed on the website of the Company under link: www.lichousing.com\policies&codes
Date of first appointment on the Board	He was appointed as Additional Director and Managing Director & CEO of the Company by the Board of Directors with effect from 1st February, 2021.

Continuation to hold office	Pursuant to the provisions of Sections 2(78), 2(94), 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other Rules framed thereunder read with Schedule V to the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof, if any, for the time being in force and the Articles 138, 161 and 194(c) of Articles of Association of the Company, Shri Yerur Viswanatha Gowd continues to hold office upto the date of this meeting of the Company.
Consent and Declarations	Shri Yerur Viswanatha Gowd has given his consent to act as Director of the Company and declarations as per the provisions of the RBI / NHB and the Company Act, 2013.
Notice from a Member	As required under Section 160 of the Companies Act, 2013, a Notice has been received from a Member proposing the name of Shri Yerur Viswanatha Gowd for the office of a Director.
Fulfilment of criteria	Shri Yerur Viswanatha Gowd who fulfills the conditions as per Sections 161, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other Rules framed thereunder read with Schedule V to the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof and the Articles 138, 161 and 194(c) of Articles of Association of the Company. In the opinion of the Board, Shri Yerur Viswanatha Gowd 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 Yerur Viswanatha Gowd 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 Companies Act, 2013.
Nature of Interest	None of the Directors, except Shri Yerur Viswanatha Gowd, 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.5 of this Notice for approval of the Members of the Company for the appointment of Shri Yerur Viswanatha Gowd (DIN- 09048488), as Managing Director & CEO of the Company.

Brief profile of Shri Yerur Viswanatha Gowd

Shri. Y. Viswanatha Gowd, MD & CEO of LIC Housing Finance Ltd. (LIC HFL) has been elevated to the cadre of "Executive Director". Shri Gowd, joined LIC of India as a direct recruit officer in 1988 and has risen through the ranks to this senior position. Prior to taking over as CEO of LIC Housing Finance, Shri. Gowd was appointed as Chief Operating Officer of LICHFL. He also served as Regional Manager of LIC HFL's South Eastern Region since 2017. Under his leadership South Eastern Region was the top performing Region of the Company and the loan book of the Region grew by 63%. In a career spanning over three decades in LIC of India, Shri. Gowd has made his mark in the areas of Marketing, Finance, and Pension & Group schemes. He holds the privilege of heading two divisions of LIC of India viz. Udipi and Dharwad as Senior Divisional Manager.

Agenda Item No-7

Name of the Director	Shri. Akshay Kumar Rout
Age	62 Years
DIN	08858134
Date of birth	14.02.1959
Date of first appointment on the Board	28th September, 2021
Qualifications	Master's Degree in Public Policy and Sustainable Development Study; Master's Degree in Economic and Social Studies (Management and Development Administration); Master's Degree in English Literature; Diploma in Mass Communication.
Expertise	34 years of experience in Civil Services & earlier 4 years in public banking. Social mobilisation, civic education, public campaigns, participation strategies and execution, Inclusion of the marginalised and the weak. Governance / Social sector/ people centric Project execution, partnership building, Corporate collaboration, Inter- Sector and convergence work, resource mobilisation Capacity building, HR Development, training and academic resource and institution building. Public service and development communication, Information dissemination and media integration International work experience in Sanitation, Election, Public communication. On the UPSC panel of experts to recruit senior civil servants in India and on the committee of IRDAI for outreach.
Other Directorships	Nil
Number of meetings of the Board attended during the year	4
Listed companies (other than LIC Housing Finance Limited) in which Shri. Akshay Kumar Rout holds directorship and committee membership* *includes only Audit Committee & Stakeholders' Relationship Committee	Nil
Remuneration last drawn	Sitting fee is paid for every Board and Committee Meetings attended by the Director. Apart from sitting fees, no other remuneration / commission is paid to Director. For the year ended 31st March, 2021 Sitting Fees paid : ₹ 1,40,000/-
Details of Remuneration sought to be paid	Sitting fee is paid for every Board and Committee Meetings, a Director attend. Apart from sitting fees, no other remuneration / commission is paid to Director.
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 Director of the Company by the Board of Directors with effect from 28th September, 2021.
Consent and Declarations	Shri Akshay Kumar Rout has given his consent to act as Director of the Company and declarations as per the provisions of the RBI / NHB and the Company Act, 2013.
Notice from a Member	As required under Section 160 of the Companies Act, 2013, a Notice has been received from a Member proposing the name of Shri Akshay Kumar Rout for the office of a Director.
Fulfilment of criteria	In the opinion of the Board, Shri Akshay kumar Rout (DIN-08858134) fulfils 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 Akshay Kumar Rout 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 Companies Act, 2013.
Nature of Interest	None of the Directors, except Shri Akshay Kumar Rout, 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.7 of this Notice for approval of the Members.

Brief profile of Shri Akshay Kumar Rout

Shri Akshay Kumar Rout, 62, completed 38 years of public service in February 2019, when he relinquished charge as Director General in Swachh Bharat Mission, Ministry of Drinking Water and Sanitation, Government of India. He served for 34 years in the Civil Services (Indian Information Service) in a range of commanding positions, after some early years in banking. Shri Akshay Rout is a leader in Communication, social mobilisation, public campaigns and public participation, Institution building, training, academic and capacity development and CSR implementation.

As Director General, Shri Akshay Kumar Rout contributed to strategy, implementation, communication, and consolidation in Swachh Bharat Mission (deemed as the world's largest) covering about 6 lakh villages and 2.5 lakh Gram Panchayats that has culminated in an Open Defecation Free India. He set out countrywide models of involving crores of Indians, particularly the poor, the weaker sections, the marginalised groups, women, youth and children for a self-empowering sanitation movement that led to better health, higher security, greater dignity, higher livelihood and overall better living conditions.

From 2009 to 2014, as Director General in Election Commission of India, Shri Akshay Kumar Rout led initiatives that yielded significant increase in enrolment and record turnout of voters in all elections. Towards this, Shri Akshay Rout effectively put together a network of partnerships involving government agencies, civil society, educational institutions, youth outfits, corporate and media organisations. He is associated with interventions like SVEEP (Systematic Voters' Education and Electoral Participation), NVD (National Voters' Day), now acclaimed and adopted worldwide.

Shri Akshay Kumar Rout laid the foundation of India International Institute of Democracy and Election Management (IIIDEM), a global knowledge and resource Centre to meet the critical need for capacity development in election management both at home and abroad; and was its first Director General. He was invited to observe national elections in Mexico, Tanzania, Russia, Australia and South Korea under various international programmes.

Shri Akshay Kumar Rout has made distinguished and sustainable contribution to mass media development and broadcast practices in India. His short tenures as Director General and Addl. Director General in Doordarshan News were marked by a series of structural reforms and content interventions. He represented AIR and DD in South East Asia and Bangladesh from 2000 to 2003.

During 2019- 2020, Shri Akshay Kumar Rout served UNICEF and UNOPS to support India and other national governments in scaling up their safe water and sanitation programmes. He was Senior Adviser with the public sector Indian Renewable Energy Development Agency, IREDA during 2020-2021. He is currently: Visiting Professor at the Central University of Odisha, Senior WASH Adviser (Covid Response), Ministry of Education with UNICEF, and Director on the Board of LIC Housing Finance Limited.

Shri Akshay Kumar Rout has triple Masters: in English literature from Utkal University; in Economics and Management from University of Manchester; and in Public Policy and Sustainable Development from TERI University. He speaks, writes and mentors on sanitation, communication, broadcasting, public participation and elections and democracy. He has co-authored the Swachh Bharat Revolutions: Four Pillars of India's Behaviour Change Transformation, Harper Collins, 2019 and co-authored: Making News, Oxford, 2006.

Shri Akshay Kumar Rout is associated with two historic achievements in recent times: the sustained increase in voters' registration and turnout in Indian elections & the fulfilment of the Swachh Bharat Mission – both globally celebrated examples of behaviour change communication.

Agenda Item No-8

Name of the Director	Smt. Jagennath Jayanthi
Age	61 Years
DIN	09053493
Date of birth	1st December, 1960
Date of first appointment on the Board	5th February, 2021
Qualifications	M.COM, ICWAI Inter, FIII
Expertise	Handled corporate as well as retail customers besides Brokers. Was in charge of various technical departments like Fire, Engineering, Motor, Crop Insurance (PMFBY). Diverse capabilities and culture, people orientation, quick decision making.
Other Directorships	Nil
Number of meetings of the Board attended during the year	1
Listed companies (other than LIC Housing Finance Limited) in which Smt. J Jayanthi holds directorship and committee membership* *includes only Audit Committee & Stakeholders' Relationship Committee	Nil
Remuneration last drawn	Sitting fee is paid for every Board and Committee Meetings attended by the Director. Apart from sitting fees, no other remuneration / commission is paid to Director. For the year ended 31st March, 2021 Sitting Fee paid : ₹ 55,000/-
Details of Remuneration sought to be paid	Sitting fee is paid for every Board and Committee Meetings, a Director attend. Apart from sitting fees, no other remuneration / commission is paid to Director.
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	She was appointed as an Independent Woman Director of the Company by the Board for a period of five consecutive years not liable to retire by rotation with effect from 5th February, 2021 and whose appointment is being put for approval of the shareholder at this Annual General Meeting.
Consent and Declarations	Smt. Jagennath Jayanthi has given her consent to act as Director of the Company and declarations as per the provisions of the RBI/ NHB and the Companies Act, 2013.
Notice from a Member	As required under Section 160(1) of the Companies Act, 2013, a Notice has been received from a Member proposing the name of Smt. Jagennath Jayanthi for the office of a Director.
Fulfilment of criteria	Smt. Jagennath Jayanthi has furnished a declaration to the Company under Section 149(7) of the Companies Act, 2013 confirming that she meets the criteria prescribed for Independent Directors under Section 149(6) of the said Act. The Company has received consent from Smt. Jagennath Jayanthi, to act as Director.
Inspection of terms and conditions of appointment	Copy of the draft letter for appointment of Independent Director 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	The aforesaid director is not disqualified from being appointed as a director in terms of Section 164 of the Act. She, has also given her consent and declarations as per the provisions of the RBI / NHB and the Companies Act, 2013.
Nature of Interest	None of the Directors, except Smt. Jagennath Jayanthi (DIN 09053493), Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the Resolution.
Recommendation of the Board	In the opinion of the Board, Smt. Jagennath Jayanthi fulfils the conditions specified in the Act and the Rules made thereunder, for such appointment. The Board in compliance with the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013, read with Schedule IV of the said Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, 2015, based on the recommendation of the Nomination and Remuneration Committee approved her appointment as Independent Woman Director not liable to retire by rotation for a consecutive period of 5 years with effect from 5th February, 2021 and recommended her appointment for approval of the shareholders in this Annual General Meeting. The Board, accordingly, recommends the resolution at Item No.8 of this Notice for approval of the Members.

Brief profile of Smt. Jagennath Jayanthi

Jagennath Jayanthi started her career as direct recruit officer with The New India Assurance Co Ltd, in the year 1985. She has risen to the rank of General Manager and superannuated in November 2020. She is a Post Graduate in Commerce from University of Madras, ICWAI (Inter) and Fellow of Insurance Institute of India. In her career spanning 35 years she worked in various places across the country. She was heading a Division as Senior Divisional Manager & as Chief Regional Manager in charge of Large Corporate and Broker Office, Chennai she handled corporate as well as retail customers besides Brokers. As Deputy General Manager she was in charge of Chennai Regional Office, one of the leading flagship offices. On her promotion as General Manager she was posted to Head Office Mumbai and was in charge of various technical departments like Fire, Engineering, Motor, Crop Insurance (PMFBY). During her voyage of over three decades and a half in her career, she handled challenging scenarios and environments, associating with people within and outside the organisation in which she worked with diverse capabilities and culture. Her working style, people orientation, quick decision making & sound Technical knowledge has resulted in success in each of her assignments.

Agenda Item No-9

Name of the Director	Shri Raj Kumar
Age	59 Years
DIN	06627311
Date of birth	3rd January, 1962
Date of first appointment on the Board	13th August, 2021
Qualifications	BSc.
Expertise	Handled several significant assignments, in various capacities in LIC of India, such as Chief Executive Officer of LIC Mutual Fund Asset Management Ltd., Zonal Manager of Central Zone, Bhopal, Executive Director of Estate; Office Services, Human Resource Development and International Operations. He has, also, held additional charge as Director of Management Development Centre, Borivali and Vigilance Department of LIC of India. He was also Chief Public Information Officer and Appellate Authority, under Right to Information, of LIC of India.
Other Directorships	• LIC of India • LIC of Bangladesh Ltd., Dhaka • Rajasthan Financial Corporation, Jaipur • High Energy Batteries Ltd., Chennai • Reliance Naval Ltd., Mumbai.
Number of meetings of the Board attended during the year	Not Applicable, since inducted into the Board on 13th August, 2021.
Listed companies (other than LIC Housing Finance Limited) in which Shri Raj Kumar holds directorship and committee membership* *includes only Audit Committee & Stakeholders' Relationship Committee	Nil
Remuneration last drawn	Nil
Details of Remuneration sought to be paid	Nil
Shareholding in LIC Housing Finance Limited	Nil
Relationship between directors inter-se	None
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 Non-Executive Non Independent Director of the Company by the Board of Directors with effect from 13th August, 2021 liable to retire by rotation based on the recommendation of the Nomination and Remuneration Committee after considering his profile, qualification and other relevant traits necessary for his appointment as an Additional Non-Independent (Non-Executive) Nominee Director.
Consent and Declarations	Shri Raj Kumar has also given his consent and declarations as per the provisions of the RBI / NHB and the Companies Act, 2013.
Notice from a Member	As required under Section 160 of the Companies Act, 2013, a Notice has been received from a Member proposing the name of Shri Raj Kumar (DIN 06627311) for the office of a Director.

Fulfilment of criteria	Shri Raj Kumar fulfills all the relevant criteria as prescribed by NHB notification No.NHB.HFC.CG-DIR.1/MD&CEO/2016 dated 9th February, 2017, read with the Annexure-VII of the Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 and under Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, other applicable provisions of any other statute(s) for the time being in force, including any amendment, modification, variation or re-enactment thereof and in terms of articles 138 and 143 of the Articles of Association of the Company.
Inspection of terms and conditions of appointment	Copy of the draft letter for appointment setting out the terms and conditions would be available for inspection by the members at the Corporate Office of the Company during business hours 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 Raj Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.
Nature of Interest	In compliance with the provisions of Section 161 read with relevant rules of the Act, the appointment of Shri Raj Kumar (DIN-06627311) as an Additional Non-Executive Non Independent Director is now being placed before the Members in the Annual General Meeting for the approval.
Recommendation of the Board	In the opinion of the Board, Shri Raj Kumar (DIN 06627311) fulfills the conditions specified in the Act and the Rules made thereunder for such appointment. In compliance with the provisions of Section 161 read with relevant rules of the Act, the appointment of Shri Raj Kumar (DIN-06627311) as an Additional Non-Executive Non Independent Director is now being placed before the Members in the Annual General Meeting for the approval.

Brief profile of Shri Raj Kumar

Born in the year 1962, in Nabha Town of Punjab, Shri Raj Kumar graduated in Science from DAV College, Jalandhar in 1981. Shri Raj Kumar joined the Corporation as a 13th Batch Direct Recruit in the year 1984. He has put in 37 years of dedicated service in LIC of India.

Presently, he is the Managing Director of Life Insurance Corporation of India. He also holds the following prestigious positions:

- Chairman on the Board of LIC HFL Asset Management Co. Ltd.
- Director on the Board of LIC (Lanka) Ltd.
- Trustee of LIC Golden Jubilee Foundation.
- Member of the Governing Board of the National Insurance Academy, Pune.

He had, also, been

Chairman on the Board of

- LIC HFL Care Home Ltd.

Director on the Board of

- LIC of Bangladesh Ltd., Dhaka
- Rajasthan Financial Corporation, Jaipur
- High Energy Batteries Ltd., Chennai
- Reliance Naval Ltd., Mumbai.

He was conferred with "Most Influential Human Resource Officer in Asia"- Award by CHRO, Asia in the year 2015-2016.

He has, previously, handled several significant assignments, in various capacities in LIC of India, such as Chief Executive Officer of LIC Mutual Fund Asset Management Ltd., Zonal Manager of Central Zone, Bhopal, Executive Director of Estate & Office Services, Human Resource Development and International Operations. He has, also, held additional charge as Director of Management Development Centre, Borivali and Vigilance Department of LIC of India. He was also Chief Public Information Officer and Appellate Authority, under Right to Information, of LIC of India. He has, also, headed two prestigious divisions of LIC i.e. Gorakhpur and Jaipur.

Shri Raj Kumar has attended various training programmes at IIM- Ahmedabad, ISB-Hyderabad, NIA-Pune, Delhi Productivity Council-Delhi, MDC-Mumbai, Third World Development Centre-Delhi, National Institute of Advance Studies-Bangalore etc.

Shri Raj Kumar is an avid reader and his areas of interest are spirituality, music and science.

Agenda Item No-10

Special Resolution for substituting the Clause 11 (a) (III) of the Articles of Association (AoA) the Company pertaining to 'Further issue of Capital'.

In order to augment the capital requirements of the Company and in order to meet the needs of its growing business, including long term capital requirements for pursuing growth plans, to increase the capacity of the Company to lend, and for general corporate purposes, the Company from time to time resorts to further issue of Capital. Since the Company is a listed entity, the provisions of the Companies Act, 2013 read with the Rules and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") are applicable, including in case of preferential allotment of capital. The said provisions are self-explanatory and provide for all the aspects of further issue of Capital, including the determination of price of the shares, wherever required.

In 2016, the Company adopted a new set of Articles of Association in order to align the then existing set of Articles of Association, which were as per the Companies Act, 1956, as per the requirements of the Companies Act, 2013. While doing so as per the earlier practice, the language as per the Companies Act, 2013 was reproduced while drafting further issue of capital clause and proposing it to the Members for adoption. This is similar to the earlier practice of the Company as the erstwhile further issue of Capital clause of the Articles of Association i.e. Article 13 was an exact facsimile of the corresponding Section 81 (1A) of the Companies Act, 1956. Although, while adopting the new set of Articles of Association in 2016, sufficient safeguards were also adopted to ensure that the applicable provisions of the Companies Act, 2013, Rules etc., made thereunder find precedence over the conflicting clauses of the Articles of Association. One such clause was the Further issue of Capital Clause where Clause 11 (a) (III) of the Articles of Association which reads as follows:

"to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in clause (I) or clause (II) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the Rules."

In respect of the above clause recently, the requirement of determination of price of shares by way of a valuation report of a registered valuer, has been a matter of debate and litigation. Although, the same are subject to the Rules i.e. Rule 13 (1) and Rule 13 (2) of the Companies (Share Capital and Debentures) Rules, 2014. While Rule 13(2) of Companies (Share Capital and Debentures) Rules, 2014, inter alia provides that the preferential offer of securities made by a listed company should be in accordance with the provisions of the Act as well as the regulations made by the

Securities and Exchange Board of India (SEBI). Second Proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 clearly specifies that "the price of shares to be issued on a preferential basis by a listed company shall not be required to be determined by the valuation report of a registered valuer.

However, as an abundant caution and notwithstanding the interpretation of the Company of the existing 'Further issue of Capital' Clause of the Articles of Association of the Company and for the purpose of removal of any doubts in this matter, it is proposed to substitute the existing Clause 11 (a) (III) of the Articles of Association with the new clause as follows:

"to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in clause (I) or clause (II) above, either for cash or for a consideration other than cash, if the price of such shares is determined in accordance with all applicable laws and regulations for the time being in force."

(i) The existing (Old) clause 11 (a) (III), as contained in the Articles of Association of the Company, which read as follows be and are hereby deleted; and

"to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in clause (I) or clause (II) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the Rules."

The nature of concern or interest, financial or otherwise, if any, in respect of each items of ;-
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 the said resolution.

Agenda Item No-11

The erstwhile Companies Act,1956 required that objects of the Company should be classified in the Memorandum as:

i. The main objects of the Company,

ii. Objects incidental or ancillary to the attainment of the Main Objects ,and

iii. Other Objects of the Company.
The Companies Act, 2013 Act has dispensed with such Classification of objects. The Companies Act, 2013 requires Classification of objects as:

i. Objects for which the Company is proposed to be incorporated, and

ii. Any matter considered necessary in furtherance thereof.

Clause iii of 1956 Act i.e. Other Objects of the Company has been dispensed of.

The Companies Act, 2013 has prescribed Model Articles of Association (Table F of Schedule-I of the Companies Act, 2013). The Company has to adopt the model articles with such changes as may be deemed proper.

However, as there was only reclassification of the broad heads in the Memorandum of Association as per the new Table-A Format prescribed under the Companies Act, 2013, the Company has not adopted the new provisions of the Memorandum and had only adopted a new set of Articles of Associations, along with the existing Memorandum and Articles of the Company.

Now, the Company is considering insertion of a new clause in the Object clause of the Memorandum of Association of the Company pertaining to launch of an online property portal where to start with, all approved projects will be listed for customers to browse.

The customers will also be able to apply for a home loan through this portal. The Company would also invite other builders/developers etc., to list their projects in this portal on a chargeable basis.

Thus, now since the object clause of the Memorandum of Association of the Company has to be amended in any case it is proposed to adopt the new set of Memorandum of Association as prescribed under Table-A by way of adoption of Table A of the Memorandum of Association, all the Clauses contained in Clause III(C) (Other Objects) shall be incorporated in Clause III (B) (Objects incidental or Ancillary to the attainment of the Main Objects) and the existing Clause

III (C) (Other Objects), as contained in the Memorandum of Association of the Company, be and are hereby deleted.

Further, the background and premise for launch of the new proposed line of business is as follows:

Digitalisation is changing business fast in the backdrop of internet explosion. Information is today freely available on the internet which makes it, the first reference for an individual to take a decision. Online search is playing an important role in the real estate sector for customers by assisting them in their property and home loan research. For Developers and Lenders it is a viable source for lead generation. Thus, property portals and online loan aggregators have emerged, who are assisting buyers, home loan seekers, etc. to take informed decisions.

Taking cue from this established trend few banks and HFCs have created a microsite where they have listed their approved projects. Pre-approved projects in the form of APF from multiple institutions such as banks and HFCs increases credibility amongst homebuyers. The customer can choose a property as per his preference and can also apply for a home loan through the website. Thus, it serves twin purposes viz. varied project options for the customer to choose and also the loan offer terms of the lender.

The microsite among other things captures essential details of the project like, RERA number, flat configuration, indicative price, location details, amenities, floor plan, etc. The website captures the personal details of the customer if he/she shows interest in a particular property which is considered as a lead. This is a win-win scenario for both builder and lender as the lead is shared and both can work towards conversion of the lead. By doing so the lenders can tap the home buyer in the early stages of his property search. It also gives an opportunity to build synergy in the marketing functions between the builder and lender.

The process of creating a property portal microsite is in progress and the prototype is in the final stages. The said website has all the features that are required for a property portal and can be taken live by listing our Advance Processing Facility (APF) approved projects and LICHFL funded projects to start with.

It is expected that if the functioning of the website is as per requirement, the Company may expand the scope of the website by listing other projects sourced from the market. This will be eventually leading to Business Potential Mapping. The Company may contemplate monetizing the website at a later stage by charging a listing fee from the builders depending upon the traction. The portal will be launched on completion of required formalities under the Act and other applicable rules and regulations.

Thus, it is proposed to incorporate the following new clause as clause 76 to the revised clause III (B) namely Objects incidental or Ancillary to the attainment of the Main Objects, as per the format prescribed under Table-A of the Companies Act, 2013:

To perform business in all digital forms, including digital marketing activities, including revenue generation out of the same.

The nature of concern or interest, financial or otherwise, if any, in respect of each items of—
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 the said resolution.

By Order and on behalf of the Board
Nitin K. Jage
General Manager (Taxation) &
Company Secretary

Date: 20th August, 2021

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