

Ref.: LICHFL/CS/34AGM-AR

 4th August, 2023

The Manager, Listing Department, National Stock Exchange of India Ltd., Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051 Scrip ID: LICHSGFIN EQ Email: cm1ist@nse.co.in	The General Manager, Department of Corporate Services-Listing Dept., BSE Limited, 25 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. Scrip Code : 500253 Email: corp.relations@bseindia.com
--	---

Dear Sir/Madam,

Re: Intimation and Notice of 34th Annual General Meeting (AGM) of LIC Housing Finance Limited

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, we wish to inform you that the Thirty Fourth Annual General Meeting (AGM) of the Members of the LIC Housing Finance Limited for the F.Y. 2022-23 is scheduled to be held on Monday, August 28, 2023 at 3.30 P.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) as per the relevant Circulars issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI LODR"). Notice of 33rd AGM of the Company is attached herewith for your record.

Pursuant to provision Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015, Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, August 19, 2023, to Sunday, August 27, 2023 (both days inclusive) for the purpose of payment of final dividend and 34th Annual General Meeting. Accordingly the Company has fixed Friday, August 18, 2023 as the Record Date for the purpose of ascertaining the eligibility of members for payment of final dividend.

The voting period commenced on Friday, 25th August, 2023 9.00 AM IST and ends on Sunday, 27th August, 2023 05.00 pm IST (both days inclusive).

We request you to kindly take the same on record.

Thanking you,
 Yours faithfully,

For LIC Housing Finance Limited


 Varsha Hardasani
 Company Secretary and
 Compliance Officer



**VARSHA
 CHANDAR
 HARDASANI**

Digitally signed by
 VARSHA CHANDAR
 HARDASANI
 Date: 2023.08.04 18:37:53
 +05'30'

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

CIN No. : L65922MH1989PLC052257

Corporate Office : LIC Housing Finance Ltd., 131 Maker Tower "F" Premises, 13th Floor, Cuffe Parade, Mumbai 400 005
 Tel: +91 22 2217 8600 Fax: +91 22 2217 8777, Email: lichousing@lichousing.com, Website : www.lichousing.com

Registered Office: LIC Housing Finance Ltd. Bombay Life Bldg., 2nd flr., 45/47, Veer Nariman Rd, Fort, Mumbai - 400 001.
 Tel: +91 22 2204 9682 /9799 /0006 Fax: +91 22 2204 9682, E-mail: lichousing@lichousing.com, Website : www.lichousing.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY FOURTH 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, 28TH AUGUST, 2023 AT 3:30 P.M. (IST)** TO TRANSACT THE ITEMS OF BUSINESS MENTIONED BELOW:

ORDINARY BUSINESS:

1. To receive, consider and adopt Standalone and Consolidated Financials of the Company as mentioned below:

- a. The audited (standalone) financial statements of the Company for the Financial Year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon.
- b. The audited (consolidated) financial statements of the Company for the Financial Year ended 31st March, 2023 and the Report of the Auditors thereon.

2. To declare final dividend of ₹8.50 /- (Rupees Eight and Fifty Paise Only) per Equity Share for the financial year ended 31st March, 2023.

3. To appoint a Director in place of Shri Akshay Kumar Rout (DIN: 08858134), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider, and if thought fit, to pass, the following resolution as an Ordinary Resolution, to approve material related party transaction limits with Life Insurance Corporation of India (LIC of India).

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 ("Act") read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations, 2015") the Company's Policy on "Materiality of Related Party Transactions and also on dealing with Related Party Transactions" and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the prior approval of the Audit Committee and the Board of Directors of the Company, ("The Board") the approval of the Members of the Company be and is hereby accorded to the Board of Directors which term shall deem to include any duly authorised Committee constituted / empowered by the Board from time to time to exercise its powers conferred by this resolution to enter into contract(s)

/ arrangement(s) / transaction(s) and / or continuing with the arrangements and transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with LIC of India being a related party of the Company, for an aggregate value not exceeding ₹ 3,850 crore (Rupees Three Thousand Eight Hundred and fifty crore only) during the period FY 2023-24 by way of renewals of extension or modifications of earlier arrangement / transactions or otherwise including the following transactions, subject to applicable regulations:

- a) Repayment of NCDs;
- b) Interest expenses on NCDs;
- c) Any other transactions (which includes; Rent, Rates and Taxes, Payment of Electricity Expenses, Payment for Staff training, Conference, etc., Reimbursement of Gratuity, Mediclaim, GSLI and Pension Fund for staff posted from LIC of India, Contribution to LIC of India, P & GS, for Gratuity premium for employees, renewal of group insurance) which construe to be related party transactions, notwithstanding the fact that all the above transactions to be entered into individually or taken together may exceed the limits prescribed under the SEBI Listing Regulations, 2015 or any other materiality threshold as may be applicable from time to time, provided, however that the said contracts / arrangements / transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

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

5. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution for appointment of Shri T Adhikari (DIN 10229197) 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 being in force), Shri T Adhikari (DIN 10229197) who was appointed as an Additional Director by the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, on 3rd August, 2023 and appointed as the 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 a Director of the Company with effect from 3rd August, 2023, whose office shall not be liable to determination for retirement 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 Company and the 'Fit and Proper' criteria for Directors of Housing Finance Companies in terms of RBI'S Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 dated 17th February, 2021, and on the basis of recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded to appoint Shri T Adhikari (DIN 10229197), as the 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. 3rd August, 2023, on payment of such remuneration as decided by the Board of Directors of the Company 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 consent of the Members be and hereby accorded for the below mentioned remuneration and further for the annual or other increments including performance pay/variable component and/or revisions during the rest of his tenure, to the aforesaid fixed pay remuneration/variable component will be as approved by the Nomination and Remuneration Committee and the Board of Directors from time to time subject to overall ceiling limit as per section 197 of the Companies Act, 2013.

Amount in ₹		
Name	T Adhikari	
Particular	Monthly	Yearly
Basic	1,87,870.00	16,90,830.00
DA	89,576.42	8,06,187.74
CCA	1,960.00	17,640.00
FPA	2,865.00	25,785.00
SP. Allowance	13,500.00	1,21,500.00
DA on Spl. All.	6,436.80	57,931.20
subsidy	12,500.00	1,12,500.00
Gross Salary (A)	3,14,708.22	28,32,373.94

Amount in ₹

Amount in ₹		
Name	T Adhikari	
Particular	Monthly	Yearly
PF	19,074.00	1,71,666.00
Gratuity	13,872.00	1,24,848.00
Medicclaim	750	6,750.00
GSLI	110	990.00
Medical	29,400.00	29,400.00
Household	6,000.00	54,000.00
Conveyance	21,600.00	21,600.00
Food coupon	10450	94,050.00
New Paper	1,500.00	13,500.00
Lease Perks	51,616.23	4,29,266.09
Total Perks (B)	1,54,372.23	9,46,070.09
Total Remuneration (A+B)	4,69,080.45	37,78,444.04

"RESOLVED FURTHER THAT the other perquisites and benefits if any apart from above remuneration along with 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 as applicable to his cadre."

"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

"RESOLVED FURTHER THAT the Company Secretary & Compliance Officer be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings, obtain necessary approvals from Members, 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, to carry out the aforesaid Resolution".

"RESOLVED FURTHER THAT the Company Secretary & Compliance Officer be and is hereby authorised to file necessary forms / returns with the Registrar of Companies/ MCA and 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".

By Order and on behalf of the Board

Varsha Hardasani

Company Secretary & Compliance Officer
Membership No.: ACS50448

Date: 03rd August, 2023

Registered Office:

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

CIN : L65922MH1989PLC052257

Website: www.lichousing.com

Phone No.: +91 22 22178610

Fax No.: +91 22 22178777

Email: varsha.hardasani@lichousing.com;

NOTES:

- (1) The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 02/2022 dated 05th May, 2022, 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020, followed by General Circular Nos. 20/2020 dated 5th May, 2020, No.02/2021 dated 13th January, 2021, No. 19/2021 dated 8th December, 2021, No. 21/2021 dated 14th December, 2021 and No. 10/2022 dated 28th December, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or through other audio visual means ("OAVM") without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Circular dated 13th May, 2022 read with Circular dated 5th January, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard have provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 34th AGM of the Company is being held through VC / OAVM on Monday, 28th August, 2023 at 3:30 p.m. (IST). The proceedings of AGM shall be deemed to be conducted at the Registered Office of the Company situated at Bombay Life Building, 2nd Floor, 45/47, Veer Nariman Road, Fort, Mumbai-400 001, Maharashtra.

- (2) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the Members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this Notice.
- (3) The AGM Notice is being sent, through electronic mode in pursuance of the MCA Circulars to all the Members whose name appears in the Register of Members as on **Friday, 28th July, 2023**.
- (4) The attendance through VC/OAVM is restricted (by number – maximum 1000; and by time – before 30 minutes and 15 minutes after the scheduled time of the meeting) and hence Members will be allowed on first come first serve basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM, without restriction on account of first come first served basis.
- (5) Pursuant to the provisions of Section 113 of the Act, Institutional / Corporate Members intending to attend the AGM through their authorized representatives are requested to send to the Company's Registrar and Transfer Agent, Link Intime India Private Limited ('RTA') on enotices@linkintime.co.in, with a copy marked to instameet@linkintime.co.in from their registered Email ID, a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
- (6) Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning of Quorum under Section 103 of the Act.
- (7) In line with the Act, MCA Circulars and the Listing Regulations, the Notice 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 RTA <https://linkintime.co.in>
- (8) Members who are Members as on , **21st August, 2023, Monday** can join the AGM 30 minutes before the commencement of the AGM i.e., at 3:00 P.M and 15 minutes after the scheduled time of the AGM by following the procedure mentioned in this Notice.
- (9) In accordance with the provisions of Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Notice 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 AGM and the Annual Reports have been sent via email to all those Members who have registered their email ids with the Company or the RTA or the Depositories or the DP as on **Friday, 28th July, 2023**. As per the provisions of Section 101 (4) of the Act, any accidental omission to give notice to, or the non-receipt of such notice by, any Member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.
- (10) The Explanatory Statement as required under Section 102(1) of the Act, in respect of Item Nos. **4 & 5** of the Notice convening the AGM is annexed hereto.

Book Closure and Dividend:

- (11) Pursuant to the provisions of Section 91 of the Act, the Register of Members and the Share Transfer Books of the

Company will be closed from **Saturday, 19th August, 2023, to Sunday, 27th August, 2023**, (both days inclusive) for determining the entitlement of Members to final dividend for the financial year ended 31st March, 2023, if approved at the AGM to all the beneficial owners as at the end of the day on **Friday, 18th August, 2023**.

(12) The dividend of ₹8.50 per equity share, if declared at the AGM, will be paid subject to deduction of tax at source (**'TDS'**) on or after 05th September, 2023, and before 27th September, 2023 as under:

- a. To all the Beneficial Owners as at the end of the day on **Friday, 18th August, 2023**, as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
- b. To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as at the close of business hours on **Friday, 18th August, 2023**.
- c. Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Members.

(13) According to Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f 01st April, 2020 and the Company is required to deduct tax at source (**TDS**) from the dividend paid to the Members at the prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In order to enable the compliances with TDS requirements, Members are requested to complete and/ or update their Residential status, PAN, and Category as per the IT Act with their DP's or in case shares are held in physical form, with the Company by sending the documents on or before **Friday, 18th August, 2023 to enable the Company to determine the appropriate TDS / withholding tax rate applicable.**

For resident Members, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10% *or as notified by the Government of India (GOI)
Members not having PAN / valid PAN	20% or as notified by the GOI

*As per the Finance Act, 2021, Section 206AB has been inserted effective 1st July, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as

'Specified Person' as defined under section 206AB of the Finance Act, 2021.

* As per section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.

However, no tax shall be deducted on the dividend payable to resident individual Members if the total dividend to be received by them during financial year 2023-24 does not exceed ₹5,000, and in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual Members aged 60 years or more) subject to conditions specified in the IT Act. Resident Members may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident Members, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20%** (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 90 of the IT Act, nonresident Members have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of the Members, if they are more beneficial to them. For this purpose, i.e., to avail the benefits under the DTAA read with MLI, non-resident Members will have to provide the following:

Copy of the PAN card allotted by the Indian income tax authorities duly attested by the Members or details as prescribed under rule 37BC of the Income-tax Rules, 1962;

Copy of the Tax Residency Certificate for financial year 2023-24 obtained from the revenue or tax authorities of the country of tax residence, duly attested by Members.

Electronic Form 10F as per notification no. 03/2022 dated 16th July, 2022, issued by the Central Board of Direct Tax [Notification can be read under notification-no-3-2022-systems.pdf (incometaxindia.gov.in)]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at <https://www.incometax.gov.in/iec/foportal>.

Self-declaration by the Members of having no permanent establishment in India in accordance with the applicable tax treaty.

Self-declaration of beneficial ownership by the non-resident shareholder.

Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the Members.

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the IT Act at the rate of 20%** (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

** As per the Finance Act, 2021, Section 206AB has been inserted effective 1st July, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section. However, in case of a non-resident shareholder or a non-resident FPI / FII, the higher rate of tax as mentioned in section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

The aforementioned documents are required to be uploaded on or before Friday, 18th August, 2023.

- (14) Further, to receive the dividend on time, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send the following documents to our RTA, latest by **11th August, 2023**:

- a. **Form No. ISR-1** duly filled and signed by the holders stating their name, folio number, complete address with pin code, and following details relating to the bank account in which the dividend is to be received:
 - i) Name of Bank and Bank Branch;
 - ii) Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions; and
 - iii) 11-digit IFSC Code.
 - iv) 9 digit MICR Code.
- b. Original copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c. Self-attested copy of the PAN Card; and
- d. Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

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

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

- (15) In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
- (16) **Members who have not registered their E-mail address so far, are requested to register their e-mail for receiving all communication including Annual Report, Notices etc. from the Company electronically. Members can do this by updating their email addresses with their DPs.**

Registration of email ID and Bank Account details:

- (a) In case, the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent / Depositories, log in details for e-voting are being sent on the registered email address.
- (b) In case, the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate, the following instructions to be followed:
 - (i) Kindly log in to the website of the RTA, namely, Link Intime India Private Ltd., www.linkintime.co.in, under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. OR
 - (ii) In the case of Shares held in demat mode: The shareholder may please contact the Depository Participant ("**DP**") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
 - (iii) Alternatively, Members may send an e-mail request to the email id: enotices@linkintime.co.in along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in the case of physical folio.

- (17) In accordance with the provisions of the Regulation 36(3) of SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings **(SS-2)**, a brief resume of the Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, disclosure of relationship between directors inter-se, names of listed companies in which they hold the directorship and membership / chairmanship of committees of directors, shareholding of non-executive directors are set out in this Notice.
- (18) The Annual Report for financial year 2022-23 of the Company (being circulated to the Members of the Company electronically), is also available on the Company's website at www.lichousing.com and on the website of the respective Stock Exchanges at www.bseindia.com and www.nseindia.com.
- (19) In terms of the provisions of Section 107 of the Act, since the voting on resolutions as set out in this Notice, are being conducted through e-voting, the said resolutions will not be decided on a show of hands at the Meeting.
- (20) 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.
- (21) The Company proposes the payment of dividend, if declared, through National Electronic Fund Transfer **(NEFT)**, National Electronic Clearing Services **(NECS)** or by way of dispatch of physical dividend warrants with bank details (if furnished by the Members). Members holding shares in physical mode are advised to immediately submit the NEFT / Bank Details along with IFSC to the RTA at www.linkintime.co.in or notify the changes, if any, to RTA, while Members holding the shares in dematerialization mode are advised to submit the bank details along with IFSC or notify the changes, if any, in their bank details to their respective DP. NECS mandate form can be obtained on request from the RTA to enable the Members to update their address & bank particulars and ensure timely & faster credit of dividend to their bank account.
- (22) As per the provisions of Section 72 of the Act, 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.

- (23) 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.
- (24) Pursuant to the provisions of Sections 124 and 125 of the Act, 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 ₹1.30 Crore for the financial year 2014-15 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 RTA. Information in respect of unclaimed dividend for the financial year 2015-16 which is due for transfer to the IEPF is given below:

Financial Year ended	Date of Declaration	Due for Transfer
2015-16	19 th August, 2016	19 th August, 2023

Members who have not yet encashed the dividend warrants for any of the financial years from 2016-17 to 2021-22 are once again requested to make their claims immediately to the Company or the RTA, for issuance of duplicate / revalidated dividend warrant/s.

Members may also note that as per the provisions of Section 124 of the Act, 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 Act, and the rules made thereunder, the Company has transferred in aggregate 66,758 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 2014-15 till the due date of 29/09/2022 after following the prescribed procedure.

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

- (25) 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.
- (26) Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs 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 RTA. 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.

Freezing of folios without PAN, KYC details and Nomination

Folios wherein any one of the above-mentioned documents / details are not available on or after 1st October, 2023, shall be frozen by Company/its Registrar & Share Transfer Agent in terms of the said SEBI Circulars. The frozen folios will be referred to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on 31st December, 2025.

(27) 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 Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the 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 the RTA. The remote-e-voting period commences on at Friday, 25th August, 2023, 9:00 a.m. (IST) and ends on Sunday, 27th August, 2023 05:00 p.m. (IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form as on 21st August, 2023 (**hereinafter called as "Cut-off Date"**), may cast their vote electronically.

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

E-Voting procedure/Instructions:

Pursuant to SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode can vote through their demat account maintained with DPs only post 9th June, 2021.

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

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

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL	- Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period. - If you are 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 held 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Type of Members	Login Method
Individual Members holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members (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. After Successful 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period
Individual Members holding securities in Physical mode & e-Voting service Provider is LINKINTIME.	Individual Members of the company, holding shares in physical form / Non-Individual Members holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under: 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: Members holding shares in physical form shall provide Event No + Folio Number registered with the Company. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. 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. *Members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above *Members holding shares in NSDL form, shall provide '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). Click on 'Login' under 'SHARE HOLDER' tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for Institutional Members:

Institutional Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Members holding securities in physical mode/ Institutional Members:

Members facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for Individual Members holding securities in demat mode:

In case 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 Members 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 : 022 - 4886 7000 and 022 - 2499 7000
Individual Members 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 toll free no. 1800 22 55 33

Individual Members holding securities in Physical mode has forgotten the password:

If an Individual Members holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the member can use the "Forgot Password" option available

on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case Members is having valid email address, Password will be sent to his / her registered e-mail address. 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.

User ID for Members holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Members holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 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, Members can login any number of time till they have voted on the resolution(s) for a particular "Event".

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

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

- 1) Members are entitled to attend the AGM through VC/OAVM provided by RTA by following the below mentioned process. Facility for joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and 15 minutes after the scheduled time of the AGM, will be available to the Members on first come first serve basis.
- 2) Members are requested to participate on first come first serve basis as participation through VC/ OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the AGM Meeting. Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and

Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first come-first serve basis. Members can log in and join 30 minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted up to 1000 members only.

- 3) Members will be provided with InstaMeet facility wherein Member shall register their details and attend the AGM as under:

- i. Open the internet browser and launch the URL : <https://instameet.linkintime.co.in> for InstaMeet and register with your following details:

- a. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Members holding shares in physical form shall provide 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. **Mobile No.:** Enter your mobile number.

- d. **Email ID:** Enter your email ID, as recorded with your DP/ Company

- ii. Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting)

C. INSTRUCTIONS FOR MEMBERS TO REGISTER THEMSELVES AS SPEAKERS DURING ANNUAL GENERAL MEETING:

Members who desire to speak during the meeting are requested to follow the below mentioned procedures:

1. Members who would like to speak during the meeting must register their request with the company, mentioning their name, demat account number/ folio number, email id and mobile number at enotices@linkintime.co.in from Monday, August 21, 2023, 10.00 A.M to Thursday, August 24, 2023, 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..

2. Members will get confirmation on first cum first basis depending upon the provision made by the client.
3. Members will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Members are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

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

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ 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 your 16 digit 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 Annual General Meeting through InstaMeet facility and have not casted 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.
- 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 Members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Appeal to Members:

(i) DEMAT

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

(ii) REGISTRATION OF NOMINATION AND BANK MANDATE

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

General Instructions:

- (i) The e-voting period will commence on **Friday, 25th August, 2023 9.00 AM IST and ends on Sunday, 27th August, 2023**

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 casted, the Members cannot change it subsequently.

- (ii) The voting rights of Members shall be in proportion of their shareholding in the total paid-up equity share capital of the Company.
- (iii) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or of voting at the AGM.
- (iv) Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of this Notice of the Annual General Meeting and holds shares as on the cut-off date i.e. 21st August, 2023, may obtain the login id and password by sending a request at insta.vote@linkintime.co.in or call on 022-49186000.
- (v) Shri P. S. Gupchup, Practicing Company Secretary, Mumbai (Membership No.: ACS 4631 and Certificate of Practice No.:9900) has been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process, in a fair and transparent manner.
- (vi) The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company.
- (vii) The Scrutinizer shall within a period of 2 (two) working days from the date of Annual General Meeting submit a consolidated Scrutinizer's Report of the total votes cast in favour and against, if any, to the Chairman or Company Secretary & Compliance Officer, who shall countersign the same.
- (viii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website viz., www.lichousing.com and shall be communicated to the Stock Exchanges where the Company's equity shares are listed and on the website of RTA.
- (ix) The resolutions shall be deemed to be passed as at the date of the AGM subject to the receipt of requisite number of votes.
- (x) The inspection of registers and other documents shall be provided by electronic mode, the complete details and procedure of which shall be given in the Notice of AGM for viewing the documents.
- (xi) All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for

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

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

Item No.-4:

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") requires prior Members' approval by means of an ordinary resolution for all material related party transactions and subsequent material modifications. Therefore, as per the SEBI Listing Regulations, 2015 a transaction with a related party is considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 Crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. The annual consolidated turnover of the Company for the financial year ended 31st March, 2023 is ₹ 19,953.02 crore.

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

- Repayment of Non-Convertible Debentures (NCD)s;
- Interest expenses of secured loans;
- Any other transactions (which includes; Rent, Rates and Taxes, Payment of Electricity Expenses, Payment for Staff training, Conference, etc., Reimbursement of Gratuity, Mediclaim, GSI and Pension Fund for staff posted from LIC of India, Contribution to LIC of India, P & GS, for Gratuity premium for employees, renewal of group insurance)

Details of the proposed RPTs between the Company and LIC of India, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 is provided in **Annexure A**.

The Audit Committee has granted approval for entering various related party transactions with LIC OF INDIA including as stated in the resolution and explanatory statement and has noted that the said transactions will be on an arm's length basis and in the ordinary course of the Company's business. The management has provided to the said committee, with the description of the transactions including material terms and basis of pricing. The above stated arrangements and transactions with LIC OF

INDIA are related party transactions falling within the purview of the SEBI Listing Regulations, 2015, and either individually or in aggregate, exceeds ₹ 1,000 crore and the approval of Members is being sought for the maximum the transaction limit of ₹ 3,850 Crores (Rupees Three Thousand Eight Hundred and fifty crore only) for the Financial year 2023-24.

As per Regulation 23 of the SEBI Listing Regulations, 2015 and read with applicable provisions of the Act, related parties of the Company are not permitted to vote to approve this resolution whether or not the related party is a related party to the proposed transaction.

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

Shri Siddhartha Mohanty, Chairman and Shri Jagannath Mukkavilli are the directors in the Board of the Company as well as the directors of LIC of India. Shri T Adhikari, MD & CEO is the nominee director of LIC of India.

Other than the above 3 directors as set out above, none of the Directors of the Company and / or any of their respective relatives are concerned or interested, financially or otherwise, in the resolutions above.

Based on recommendation of Audit Committee, the Board recommends the Ordinary resolution set out above for the approval of the members of the Company.

Item No. - 5:

In order to ensure stability and effective implementation of long-term business strategies and for smooth transition at Managing Director & CEO level, the Board had envisaged its plan for transition of Managing Director & CEO considering the Company's business objective. As a part of succession planning, the Chief Operating Officer (COO) was posted to the 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 would superannuate from his services to LIC of India effective from 31st July, 2023. On 3rd August, 2023 the Board has appointed, Shri T Adhikari (DIN 10229197) as the Managing Director & CEO in place of Shri Yerur Viswanatha Gowd. Further, the Nomination & Remuneration Committee of the Company after having undertaken the process of due diligence and scrutinizing the declaration and undertaking obtained from Shri T Adhikari (DIN: 10229197), ascertained the 'Fit and Proper' criteria and recommended for appointment as Managing Director & CEO. The Company has executed the Deed of Covenant (as per the RBI Format) with Shri T Adhikari.

Shri T Adhikari shall be entrusted with substantial powers of management and will be responsible for the general conduct and management of the business and affairs of the Company subject to the superintendence, control and supervision of the Board of Directors of the Company.

Brief profile of Shri T Adhikari in terms of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with para 1.2.5 of the Secretarial Standard No. 2 on General Meetings are as below:

Name of the Director	Shri T Adhikari
Age	57
DIN	10229197
Date of birth	05/08/1966
Date of first appointment on the Board	03/08/2023
Qualifications	B.Com
Expertise	30 years of experience in Insurance sector in various positions in marketing, administrative and IT functions.
Other Directorships (Including Directorship in public, private, foreign companies and insurance corporation)	LICHFL Financial Services Ltd.
Chairmanship/Membership of the committee of other companies in which position of Director is held	Nil
Number of meetings of the Board attended during the year	1
Listed companies (other than LIC Housing Finance Limited) in which Shri T Adhikari holds directorship and committee membership*, along with the listed entities from which he has resigned in the past three years	Nil
*includes only Audit Committee & Stakeholders' Relationship Committee	
Remuneration last drawn	As decided by the Board of the Company 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 including Performance Linked Incentive, if any, as decided by the Board on the recommendation of the NRC.
Details of Remuneration sought to be paid	As mentioned in the resolution.
Shareholding in LIC Housing Finance Limited	NIL
Relationship between directors inter-se	None. However, Shri Siddartha Mohanty , Shri M.Jagannath are the nominee directors of LIC of India in the Board of the Company, as well as the directors of LIC of India. Both of them as well as Shri T Adhikari are the employees of LIC of India.
Terms and conditions of appointment	The Board terms and conditions of appointment of Shri T Adhikari as Managing Director & CEO of the Company are displayed on the website of the Company under link: https://www.lichousing.com/static-assets/pdf/TermsAndConditions%20of%20appointment%20of%20Managing%20Director-2021.pdf?crafterSite=lichfl-corporate-website-cms&embedded=true
Date of first appointment on the Board	He has been appointed as Additional Director (Executive) and Managing Director & CEO of the Company by the Board of Directors with effect from 03 rd August, 2023.
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 T Adhikari continues to hold office upto the date of this meeting of the Company.

Consent and Declarations	Shri T Adhikari has given his 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 of the Companies Act, 2013, a Notice has been received from a Member proposing the name of Shri T Adhikari for the office of a Director.
Fulfilment of criteria	Shri T Adhikari fulfils the conditions as per Section 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. As such in the opinion of the Board he is eligible for this 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 T Adhikari 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 T Adhikari, 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 T Adhikari (DIN 10229197), as Managing Director & CEO of the Company. He is not debarred from holding the office of Director pursuant to any order issued by the SEBI or any other authority.

Brief profile of Shri T Adhikari

Sri Tribhuwan Adhikari, is a Direct Recruit of the 17th Batch joined LIC of India in September 1989. During his career in LIC, spanning more than 3 decades he has worked all over the country and has been posted in West Bengal, Bihar, Uttar Pradesh, Uttarakhand, & Maharashtra. Major part of his job tenure was dedicated towards Marketing activities and has held important positions as Branch Manager In-charge of various Branches, Chief Manager in Branch 925 of Mumbai Division-4, Marketing Manager in two Divisions viz Nanded in Maharashtra and Dehradun in Uttarakhand.

He has had the privilege of holding independent charge of two Divisions of LIC i.e. Dehradun in Uttarakhand and Kanpur in Uttar Pradesh. On the administrative side he has held positions like Manager Information Technology of Dehradun & Kanpur Divisions, Regional Manager New Business & Actuarial and Regional Manager Information Technology of North Central Zone Kanpur. Moreover, working in different streams of life insurance management viz., administrative & marketing has given him the twin advantages of enriched knowledge and clarity on processes and procedures in the life insurance industry.

Annexure A to the AGM Notice

Name of the related party	Relationship of the related party with the listed entity or its subsidiary	Nature of transaction	Amount proposed for approval (₹ in crore)	Material terms of the transaction	% Of co's consolidated turnover for FY 2022-23 (turnover – ₹ 19,953.02 Crore)
LIC OF INDIA	Promoter/ Investing Company	Repayment of Non-Convertible Debentures	2,500.00	As per coupon of the instrument as on the date of the contract which was as	11.03
		Interest expenses on NCD	1,238.46	per then prevailing market rate	5.46
		Other Transactions	75.13		
		Rent, Rates and Taxes	30.00	Payment of rent to LIC of India for various properties located across India. Details are separately attached for lease renewed in FY22-23 and to be renewed in FY23-24. (Total LIC premises is 74). To ensure arm's length pricing for new renewals of lease with LIC it is proposed to put up with documentary proof.	0.13
		Payment of Electricity Expenses	2.00	The payment of electricity charges to LIC is at actuals. The Company makes the payment as per the invoice raised by LIC every month.	0.01
		Payment for Staff training, Conference, etc.	0.38	As per the card rate defined by LIC of India	0.00
		Reimbursement of Gratuity, Mediclaim, GSLI and Pension Fund for staff posted from LIC	5.25	5% of Basic & DA is paid to LIC deducted for staff on deputation from LIC	0.02
		Contribution to LIC of India, P & GS, for Gratuity premium for employees, renewal of group insurance	37.50	a) The reimbursement of the Gratuity to the P&GS dept for Company Employees is the Continuation of the long term contract as per the terms & Conditions of the Gratuity Fund with the P&GS Dept and the contributions are as per Actuarial Report. b) We note to call for competitive quotation of any new renewal and will put up before ACB for approval.	0.17
TOTAL VALUE OF TRANSACTIONS			3,813.59		

*25% buffer considered on NCD payments and 50% buffer considered for other transactions and placed for approval a total amount of ₹ 3850 Crore.

Item No. 3**Details of Director seeking appointment/ re-appointment at the Annual General Meeting**

(In pursuance of Regulation 36 of the SEBI Listing Regulations, 2015 and Secretarial Standard 2, issued by the Institute of Company Secretaries of India)

Name of the Director	Shri Akshay Kumar Rout
Age	64 Years
DIN	08858134
Date of birth	14/02/1959
Date of first appointment on the Board	28/09/2020
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	• Social mobilisation, civic education, public campaigns, participation strategies and execution, • Governance / Social sector/ people, 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
Listed entities in which the directorship is held and the membership of the Committees of the Board therein	NIL
Disclosure of relationships between directors inter-se	NIL
Listed Entity from which the person has ceased to be Director in the past three years	NIL
Details of Remuneration sought to be paid	Sitting Fees
Shareholding in LIC Housing Finance Limited	NIL
Terms and conditions of appointment	To be re-appointed as Non-Executive Non-Independent Director liable to retire by rotation

Brief profile

Shri Akshay Kumar Rout is a leader in development management, social mobilisation, communication and public campaigns, Institution building, training, academic and capacity development besides having senior level experience in programme and project implementation.

After 36 years in years in civil service (IIS), Shri Akshay Kumar Rout is currently Senior Fellow, NITI Aayog, supporting newly incubating missions. He is also Senior Adviser, providing strategic support to urban water and sanitation missions in Government of India. Rout is a member of the National Focus Group on Adult and Lifelong Education and an Advisor with Union Public Service Commission.

Mr. Rout earlier served as Senior Adviser with UNICEF (covid response in schools) for Ministry of Education and as visiting Professor at the Central University of Odisha. During 2019- 2020, he served UNICEF and UNOPS to assist India and other national governments in scaling up safe water and sanitation. He was Senior Adviser, Indian Renewable Energy Development Agency (IREDA) during 2019-21.

As Director General in Swachh Bharat Mission (deemed as world's largest), Shri Akshay Kumar Rout contributed to its strategy, implementation, communication, and consolidation. He set out models of involving millions of Indians, particularly the weaker and marginalised sections, women, youth, and children, while also collating resources from corporate and non-government sectors, for a self-empowering sanitation movement, that culminated in an Open Defecation Free India and led to better health and livelihood and dignified living. 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. He is associated with acclaimed interventions like SVEEP (Systematic Voters' Education and Electoral Participation) and National Voters' Day. Rout laid the foundation of India International Institute of Democracy and Election Management (IIIDEM), a global knowledge and resource Centre for capacity development in elections; and was its first

Director General. He observed national elections in Mexico, Tanzania, Russia, Australia, and South Korea. A regular columnist and broadcaster in national media and speaker at a range of national institutions, he mentors extensively on development and social sector; water, sanitation, and hygiene; elections and democracy, public participation, and communication.

Contributions to the Company during the Directorship

Shri Akshay Kumar Rout has been part of the Board of the Company for three years. His valuable insights have helped the Board in deliberating agendas at the Board Meetings. He has been member of the Nomination and Remuneration Committee, IT Strategy Committee and Chaired the CSR Committee of the Board. Under his abled guidance, the company has received various awards and accolades in the field of Corporate Social Responsibility.

By Order and on behalf of the Board

Varsha Hardasani

Company Secretary & Compliance Officer
Membership No. ACS50448

Date: 03rd August, 2023

Registered Office:

Bombay Life Building, 2nd Floor,
45/47, Veer Nariman Road,
Mumbai - 400 001.
CIN : L65922MH1989PLC052257
Website: www.lichousing.com
Phone No.: +91 22 22178610
FaxNo.: +91 22 22178777
Email: varsha.hardasani@lichousing.com