LIC HFL
LIC HOUSING FINANCE LTD

Ref.:LICHFL/CS/36AGM-Notice 5th August, 2025

The Manager, Listing Department, National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051 Scrip ID: **LICHSGFIN EQ** Email: cmlist@nse.co.in	The General Manager, Department of Corporate Services-Listing Dept., BSE Limited, 25th 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 36th 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 Sixth Annual General Meeting (AGM) of the Members of the LIC Housing Finance Limited for the F.Y. 2024-25 is scheduled to be held on Friday, August 29, 2025 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 36th AGM of the Company is attached herewith for your record. The Notice shall be circulated to all the Members whose names appear in the Register of Members as on Friday, August 01, 2025.

The Company has fixed Friday, August 22, 2025 as the Record Date for the purpose of ascertaining the eligibility of members for payment of final dividend.

The remote-e-voting period will commence on 26th August, 2025, at 9:00 a.m. (IST) and ends on 28th August, 2025 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 22nd August, 2025 ("Cut-off Date"), may cast their vote electronically.

We request you to kindly take the same on record.

Thanking you,
Yours faithfully,

For LIC Housing Finance Limited

LIC HOUSING FINANCE LTD. CORPORATE OFFICE MUMBAI

VARSHA CHANDAR HARDASANI

Digitally signed by VARSHA CHANDAR HARDASANI
Date: 2025.08.05 18:09:52 +05'30'

Varsha Hardasani
Company Secretary and
Compliance Officer

LIC HOUSING FINANCE LIMITED
Registered Office: Bombay Life Building, 2nd Floor, 45/47, Veer Nariman Road, Mumbai - 400 001.
Corporate Office: 131 Maker Tower, "F" Premises, 13th Floor, Cuffe Parade, Mumbai – 400 005.
Tel.: 022-2217 8600, 2217 8700 Fax: 022-2217 8777
Corporate Identity Number: L65922MH1989PLC052257
Website: www.lichousing.com Email: lichousing@lichousing.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF LIC HOUSING FINANCE LIMITED WILL BE HELD THROUGH VIDEO CONFERENCE ('VC') / OTHER AUDIO-VISUAL MEANS ('OAVM') ON FRIDAY, AUGUST 29, 2025 AT 3:30 P.M. (IST) TO TRANSACT THE ITEMS OF BUSINESS MENTIONED BELOW:

ORDINARY BUSINESS:

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

a. The audited (standalone) financial statements of the Company for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon;

b. The audited (consolidated) financial statements of the Company for the Financial Year ended March 31, 2025 and the Report of the Auditors thereon.

2. To declare final dividend of ₹ 10 /- (Rupees Ten Only) per Equity Share for the financial year ended March 31, 2025.

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

4. Appointment of M/s. Shah Gupta & Co., (Chartered Accountants) and M/s. Batliboi & Purohit (Chartered Accountants) as Joint Statutory Auditors of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable, and any other applicable laws, including any amendments, statutory modifications or re-enactments thereof, for the time being in force, and RBI Circular No. DoS.CO.ARG/SEC.01/08.91.001/202122 dated April 27, 2021, other rules, guidelines, circulars and clarifications issued by the Reserve Bank of India ('RBI'), from time to time, M/s Shah Gupta & Co., Chartered Accountants (Firm Registration Number 109574W) and M/s Batliboi & Purohit, Chartered Accountants (Firm Registration Number 101048W), be and are hereby appointed, as the Joint Statutory Auditors of the Company to hold office from the conclusion of the 36th Annual General Meeting until the conclusion of the 39th Annual General Meeting of the Company to be held in the year 2028, subject to their satisfying the eligibility norms each year, at an annual aggregate audit fees of ₹ 90,00,000 (Rupees Ninety Lakhs only) to be allocated between Joint Statutory Auditors as may be mutually agreed between the Company and the said Joint Statutory Auditors, depending upon their respective scope of work, plus ₹ 30,000 (Rupees Thirty thousand only) as certification fees for each of the certificates that they may be required to issue including reporting to group auditors (to be allocated between Joint Statutory Auditors as may be mutually agreed between the Company and the said Joint Statutory Auditors, depending upon their respective scope of work) subject to a cap of 20% of the annual audit fees and additionally out of pocket expenses, outlays and taxes as applicable, with the power to the Audit Committee/Board of Directors to alter and vary the terms and conditions of appointment and revision in the remuneration during their tenure, in such manner and to such extent as may be mutually agreed with the Joint Statutory Auditors;

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

SPECIAL BUSINESS:

5. Approval of limits for material related party transactions with Life Insurance Corporation of India (LIC of India).

To consider, and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the relevant 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 ("Listing Regulations"), 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, approval of the Members of the Company be and is hereby accorded to the Board of Directors which expression 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 ₹ 6,000 crore (Rupees Six Thousand Crore Only) including by way of renewals of extension or modifications of earlier arrangement / transactions or otherwise including the following transactions, subject to applicable regulations as above:

a) Repayment of Non-convertible Debentures (NCDs);

b) Interest expenses on NCDs/secured loans;

c) Issuance of Redeemable NCDs/Bonds/Subordinate Bonds/Tier II Bonds/similar such instruments and transactions incidental thereto;

d) Any other transaction including payment of Rent, Rates and Taxes, Electricity Expenses, Staff training, holding Conferences, etc., reimbursement of Gratuity, Mediclaim, GSLI and Pension Fund for staff posted to the Company from LIC, Contribution to LIC of India, P & GS, for Gratuity premium for employees, renewal of group insurance, group leave encashment scheme, etc.

which shall be construed 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 Listing Regulations or any other materiality threshold as may be applicable from time to time, subject however to the condition 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 expression shall be deemed 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, undertakings as may be necessary in this regard from time to time to give effect to the above resolution."

6. Appointment of Shri P. Masil Jeya Mohan (DIN: 08502007) as an Independent Director of the Company

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (hereinafter "The Act") and the Rules made thereunder, (including any amendment, modification, variation or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations ") thereof, as amended from time to time, and the appropriate article(s) of the Articles of Association of the Company, approval of Members be and is hereby accorded for the appointment of Shri P. Masil Jeya Mohan, (DIN: 08502007), who has been appointed by the Board of the Company as an Additional Director in the category of an Independent Director with effect from June 02, 2025 and who fulfils the criteria of Independence as prescribed under Section 149(6) of the Act, and the Rules made thereunder, relevant provisions of the Listing Regulations, 2015 and whose candidature has been recommended by the Nomination and Remuneration Committee (NRC) and who is considered to be suitable and eligible based on 'Fit and Proper' criteria framed by the Board on 10th March, 2017 and last reviewed on 07th March, 2024, in line with the requirements of the RBI Master Directions for Housing Finance Company issued vide Notification No. DOR.FIN. HFC.CC.No.120/03.10.136/2020-21 dated 17th February, 2021, be and is hereby appointed as an Independent Director of the company for a period of 5 years with effect from June 02, 2025 until June 01, 2030 (both days inclusive) upon such remuneration as detailed in the Explanatory Statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Act.

RESOLVED FURTHER THAT any Director, Company Secretary & Compliance Officer and/or the Chief Financial Officer of the Company, be and are hereby authorized, jointly or severally, to do all such acts, deeds and things and execute all such documents, instruments and writings, obtain necessary approvals from Shareholders, Regulators or Other Authorities as may be required under the Act or any other Regulations for the time in force, to carry out the aforesaid Resolution;

RESOLVED FURTHER THAT any Director, Company Secretary & Compliance Officer and/or the Chief Financial Officer, be and is hereby authorized severally to file necessary Forms / Returns with the Registrar of Companies/MCA and to make necessary entries in the statutory registers to that effect and to do all act(s), deed(s) or thing(s) as may be required in this regard."

7. Appointment of Shri T. C. Suseel Kumar (DIN: 06453310) as an Independent Director of the Company

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152,161 and other applicable provisions of the Companies Act, 2013 (hereinafter "The Act") and the Rules made thereunder, (including any amendment, modification, variation or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") thereof, as amended from time to time, and the appropriate article(s) of the Articles of Association of the Company, approval of Members be and is hereby accorded for the appointment of Shri T. C. Suseel Kumar, (DIN: 06453310), who has been appointed by the Board of the Company as an Additional Director in the category of an Independent Director with effect from June 02, 2025 and who fulfils the criteria of Independence as prescribed under Section 149(6) of the Act, and the Rules made thereunder, relevant provisions of the Listing Regulations, 2015 and whose candidature has been recommended by the Nomination and Remuneration Committee (NRC) and who is considered to be suitable and eligible based on 'Fit and Proper' criteria framed by the Board on 10th March, 2017 and last reviewed on 07th March, 2024, in line with the requirements of the RBI Master Directions for Housing Finance Company issued vide Notification No. DOR.FIN. HFC.CC.No.120/03.10.136/2020-21 dated 17th February, 2021, be and is hereby appointed as an Independent Director of the company for a period of 5 years with effect from June 02, 2025 until June 01, 2030 (both days inclusive) upon such remuneration as detailed in the Explanatory Statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Act;

RESOLVED FURTHER THAT any Director, Company Secretary & Compliance Officer and/or the Chief Financial Officer of the Company, be and are hereby authorized, jointly or severally, to do all such acts, deeds and things and execute all such documents, instruments and writings, obtain necessary approvals from Shareholders, Regulators or Other Authorities as may be required under the Act or any other Regulations for the time in force, to carry out the aforesaid Resolution;

RESOLVED FURTHER THAT any Director, Company Secretary & Compliance Officer and/or the Chief Financial Officer, be and is hereby authorized severally to file necessary Forms / Returns with the Registrar of Companies/MCA and to make necessary entries in the statutory registers to that effect and to do all act(s), deed(s) or thing(s) as may be required in this regard."

8. Approval and Confirmation of the Appointment of Shri Ratnakar Patnaik (DIN: 10283908) as a Non-Executive Director in the capacity of being a Nominee of the LIC of India

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** Shri Ratnakar Patnaik (DIN: 10283908), who has been appointed as an Additional Director (Non-Executive) on the Board of LIC Housing Finance Ltd., in the capacity of being a Nominee of LIC of India, in accordance with Articles 143 of the Articles of Association of the Company pursuant to the provisions of Section 152, 161 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder, SEBI (LODR), 2015 ("Listing Regulations"), Master Directions – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 including any amendment, modification, variation or re-enactment thereof, for the time being in force and in terms of Articles 141, 143 of the Articles of Association of the Company with effect from June 13, 2025 be and is hereby appointed as a Director (Non-Executive) of the Company liable to retire by rotation for the period as may be decided by LIC of India and Board of Directors of the Company and as per the service rules of LIC of India and/or the relevant Government Order, subject to the limit as per the Companies Act, 2013.,;

RESOLVED FURTHER THAT any Director, Company Secretary & Compliance Officer or Chief Financial Officer be and is hereby severally authorised to file necessary forms / returns with the Registrar of Companies/MCA and to make necessary entries in the statutory registers to that effect, 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 and also to do all act(s), deed(s) or thing(s) as may be required in this regard."

9. Approval for continuation of special rights conferred to Life Insurance Corporation of India, Promoter of the Company, pursuant to Regulation 31B of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To consider and if thought fit, to pass, the following resolution as a **Special resolution:**

"**RESOLVED THAT** pursuant to Regulation 31B of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification or re-enactment thereof), and in terms of the Articles of Association of the Company, the consent of the Members be and is hereby accorded for the continuation of special rights granted to Life Insurance Corporation of India, the Promoter of the

Company, in relation to its right to nominate Directors and to appoint the Chairman and Managing Director of the Company, as more particularly described in Articles 138, 139, 140, 161, 176, and 179 of the Articles of Association of the Company .

RESOLVED FURTHER THAT the Managing Director & Chief Executive Officer and the Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things, and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

10. Authority to the Board of Directors for approval and issuance of Redeemable Non-Convertible debentures ("NCDs") / or any other instruments on a private placement basis for an amount not exceeding ₹ 54,000 crore (Rupees Fifty-Four Thousand Crores Only).

To consider and if thought fit, to pass, the following resolution as a **Special resolution:**

"**RESOLVED THAT** pursuant to (i) the provisions of Section 42, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013, as amended, read with relevant rule(s) made thereunder the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules 2014, and other applicable provisions, if any, of the Act, any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) applicable provisions of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 including any amendment, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), including any amendment thereto; (iii) Reserve Bank of India (RBI) Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (RBI-HFC Directions, 2021), as updated from time to time 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 Exchanges where the shares of the Company are listed ("Stock Exchanges") and/or any other statutory / regulatory authority; (vii) the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), (viii) Any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., and pursuant to the provisions of any other substantive and/ or procedural laws that may be applicable in this regard; (ix) the memorandum and articles of association of the Company; (x) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (the "Board", which expression 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/ or any other instruments, which can be classified as being Tier II capital under the provisions of the Master Direction Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, 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, up to an aggregate amount not exceeding ₹ 54,000/- crore (Rupees Fifty Four Thousand Crore only) under one or more shelf disclosure documents (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 approval to the date of the 37th Annual General Meeting for FY 2026-2027 or the date of exhaustion of the abovementioned limit, whichever is earlier, 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 the condition that the total outstanding Non-Convertible Debentures (NCDs) along with other borrowings limits, shall 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), as per approval accorded by members at the 30th Annual General Meeting held on August 28, 2019;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise with regard to the said matter as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee of Directors and / or Director(s) and / or Officer(s) of the Company, to give effect to this resolution;

RESOLVED FURTHER THAT Company Secretary & Compliance Officer be and is hereby authorised to file necessary forms / returns with the Registrar of Companies/ MCA and to make necessary entries in the statutory registers to that effect and also to do all act(s), deed(s) or thing(s) as may be required in this regard;

RESOLVED FURTHER THAT any Director, Company Secretary & Compliance Officer and/or the Chief Financial Officer, be and are hereby jointly as well as severally authorised to do all such acts, deeds and things and execute all such documents, instruments and writings, obtain necessary approvals from Shareholders, Regulators 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."

11. Appointment of BNP & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company for a consecutive period of five years

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(Lising Regulations) as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Board of Directors of the Company and the Audit Committee, M/s. BNP & Associates, Practicing Company Secretaries (Firm Registration Number P2014MH037400), be and are hereby appointed as Secretarial Auditors of the Company for a term of 5 (five) consecutive years (from FY 2025-26 to FY 2029-30) commencing from the conclusion of the 36th Annual General Meeting of the Company till the conclusion of the 41st Annual General Meeting to be held in calendar year 2030, at such remuneration as shall be fixed by the Board of Directors of the Company based on the recommendations of the Audit Committee;

RESOLVED FURTHER THAT approval of the Members be accorded to the Board of Directors (which term shall include its duly empowered Committee(s) constituted/ to be constituted by it to exercise its powers including the powers conferred by this resolution) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

By Order and on behalf of the Board

Varsha Hardasani
Company Secretary &
Compliance Officer
Membership No.: ACS50448

Date: 1st August, 2025
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:

SPECIAL WINDOW FOR RE-LODGEMENT OF TRANSFER REQUEST OF PHYSICAL SHARES

Pursuant to SEBI Circular No. SEBI/HO/MIRSD-PoD/P/CIR/2025/97, dated July 02, 2025, the Company is pleased to offer one time special window for physical shareholders to submit re-lodgement requests for the transfer of shares. The Special Window will be open from July 07, 2025 to January 06, 2026 and is applicable to cases where original share transfer requests were lodged prior to April 01, 2019 and were returned/unattended or rejected due to deficiencies in documentation, process or any other reason. The shares re-lodged for transfer will be processed only in dematerialised form during this window. Eligible shareholders may submit their transfer requests along with the requisite documents to the Company's Registrar and Share Transfer Agent (RTA) at MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) C-101, Embassy Park, 247, L.B.S. Marg, Vikhroli (West), Mumbai- 400 083, Maharashtra, India.

Updation of KYC and conversion of Physical Shares into Demat Mode

The shareholders who are holding shares in physical form are requested to update their KYC and also requested to convert their physical share certificates in to dematerialised form (electronic form). The shareholders are further requested to claim their unclaimed dividend amounts, otherwise, the same will be transferred to Investor Education and Protection Fund Authority (IEPFA) after expiry of seven years along with the Shares thereon timely.

Virtual Meeting

(1) The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19th September, 2024 (MCA Circulars), has allowed Companies to conduct the Annual General Meeting (AGM) through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") without the physical presence of the Members at a common venue till 30th September, 2025.

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 36th AGM of the Company shall be conducted through VC/OAVM. 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 relevant 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 for the venue of the AGM are not annexed to this Notice.

Authorised Representatives

(3) 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 ('RTA'), MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) on enotices@in.mpms.mufg.com, with a copy marked to instameet@in.mpms.mufg.com 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.

Electronic dispatch of Annual Report and process for registration of e-mail id and for obtaining copy of Annual Report

(4) The AGM Notice is being sent, through electronic mode in pursuance of the circulars issued by MCA and SEBI, to all the Members whose names appear in the Register of Members as on **Friday, August 01, 2025.**

(5) The attendance through VC/OAVM is restricted (by number – to a maximum of 1000; and by time – before 30 minutes and 15 minutes after the scheduled time of the meeting) and hence Members will be allowed to attend the Meeting 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 any restriction based on first come first served basis.

(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 instavote.linkintime.co.in/

(8) Members of the Company as on, **August 22, 2025, Friday** 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) The Explanatory Statement as required under Section 102(1) of the Act, in respect of Item Nos. **4 ,5, 6, 7, 8, 9, 10 and 11** of the Notice convening the AGM is annexed hereto.

Dividend:

(10) The dividend of ₹ 10.00 per equity share, if declared at the AGM, will be paid subject to deduction of tax at source ('**TDS**') on or after September 18, 2025, and before September 28, 2025 as under:

a. To all the Beneficial Owners as at the end of the day on **Friday, August 22, 2025**, 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, August 22, 2025**.

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.

(11) According to Finance Act, 2020, dividend income being taxable in the hands of the Members w.e.f. April 01, 2020, and the Company is required to deduct tax at source (**TDS**) from the dividend payable 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 DPs or in case shares are held in physical form, with the Company by sending the documents on or before **August 25, 2025 to enable the Company to determine the appropriate applicable TDS / withholding tax rate** .

For resident Members, taxes shall be deducted at source under Section 194 of the Income Tax Act, 1961 as follows:

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

* As per section 139AA of the IT Act,1961, every person who has been allotted a PAN and 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 u/s 206AA of the IT Act,1961 i.e.,20% of tax deduction at source.

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 2025-26 does not exceed ₹ 10,000, and in cases where member provides Form 15G / Form 15H (Form 15H is applicable to resident individual Members aged 60 years or more) subject to the fulfilment of conditions specified in the Income Tax Act, 1961. 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, non resident 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 such agreement is 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:

a. 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.

b. Copy of the Tax Residency Certificate for financial year 2025-26 obtained from the revenue or tax authorities of the country of tax residence, duly attested by Members.

c. Electronic Form 10F as per notification no. 03/2022 dated July 16, 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://incometaxindia.gov.in/Pages/downloads/forms.aspx.

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

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

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

g. Copy of Treaty.

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.

You will receive a separate email containing the document upload link and the designated email address.

(12) 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 **August 13, 2025**:

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.

(13) 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.

(14) **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) The Company has made arrangements for members to register their e-mail addresses. Therefore, those members who have not yet registered their e-mail addresses are requested to register the same by accessing the link https://web.in.mpms.mufg.com/EmailReg/Email_Register.html

(c) 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., https://in.mpms.MUFG.com, 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@in.mpms.mufg.com 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.

(15) In accordance with the provisions of the Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings (SS-2) on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), 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.

(16) The Annual Report for financial year 2024-25 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.

(17) 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.

(18) 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.

(19) 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 https://in.mpms.mufg.com/ 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.

(20) 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@in.mpms.mufg.com

(21) 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.

(22) 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 ₹1.415 Crore for the financial year 2016-17 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 2017-18 which is due for transfer to the IEPF is given below:

Financial Year ended	Date of Declaration	Due for Transfer
2017-18	20th August, 2018	26th September, 2025

Members who have not yet encashed the dividend warrants for any of the financial years from 2018-19 to 2023-24 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 69,477 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 2016-17 till the due date of 24/09/2024 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.

(23) The Members desiring any information as regards the accounts are requested to write to the Company at an early date, so as to enable the Company to keep the information ready.

(24) 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.

(25) **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 will commence on 26th August, 2025, at 9:00 a.m. (IST) and ends on 28th August, 2025 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 22nd August, 2025 (**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.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Click on "Beneficial Owner" icon under "IDeAS Login Section".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play App Store

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/Member' section.

c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 – NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com.

b) Click on New System Myeasi Tab

c) Login with existing my easi username and password

d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration

b) Proceed with updating the required fields for registration.

c) Post registration, user will be provided with username and password.

d) Follow the steps given above in points (a-c).

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

a) Visit URL: https://www.cdslindia.com

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) After successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to Instavote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "**Login**" under 'SHARE HOLDER' tab.

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Clint ID (e.g.IN 123456) and 8 digit Clint ID (e.g.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

A. User ID: Enter User ID

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Clint ID (e.g.IN 123456) and 8 digit Clint ID (e.g.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

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 holding shares in **NSDL form**, shall provide 'D' above
- Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

E. 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).

F. Enter Image Verification (CAPTCHA) Code.

G. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. 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).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

a) Visit URL: https://instavote.linkintime.co.in

b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on **"Investor Mapping"** tab under the Menu Section

c) Map the Investor with the following details:

A. 'Investor ID' –

i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678

ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.

B. 'Investor's Name - Enter Investor's Name as updated with DP.

C. 'Investor PAN' - Enter your 10-digit PAN.

D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "**Votes Entry**" tab under the Menu section.

c) Enter the "**Event No**." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "**16-digit Demat Account No.**" for which you want to cast vote.

e) 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).

f) 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.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will be able to see the "Notification for e-voting".

c) Select "View" icon for "**Company's Name / Event number**".

d) E-voting page will appear.

e) Download sample vote file from "**Download Sample Vote File**" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "**Upload Vote File**" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding

securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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 : 022 - 4886 7000
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 toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding

securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

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

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/ DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 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 has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders 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 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".

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, Chairperson 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:

   a) Visit URL: https://instameet.in.mpms.mufg.com & click on "**Login**"

   b) Select the "Company Name" and register with your following details:

A. Demat Account No. / Folio No. / PAN:

Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – shall provide Folio Number.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders 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 No.

D. Email ID: Enter your email Id as recorded with your DP/ Company.

c) 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 co_secretarial@lichousing.com from 22nd August 2025, 10 A.M. to 27th August 2025, 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 line to ask questions, may send their questions in advance mentioning their name, DEMAT account number/ folio number, email id, mobile number at co_secretarial@lichousing.com. 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 company.

3. Members will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

4. Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

Shareholders 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@in.mpms.mufg.com or contact on: - Tel: 022-4918 6175/4918 6000.

Appeal to Members:

(i) DEMAT:

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

(ii) REGISTRATION OF NOMINATION AND BANK MANDATE:

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

General Instructions:

(i) The e-voting period will commence on **26th August, 2025 9.00 AM IST and ends on 28th August, 2025 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. August 22, 2025, may obtain the login id and password by sending a request at enotices@in.mpms.mufg.com or call on 022-49186000.

(v) M/s. BPP & Co., Company Secretaries, Pune (Membership No.: ACS 47312 and Certificate of Practice No.: 19902 and Firm Registration No. S2018MH565200) 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@in.mpms.mufg.com 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.in.mpms.mufg.com/ 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:

It may be recalled that the shareholders of the Company at the 33rd AGM held on September 29, 2022 had appointed M/s. Khandelwal Jain & Co., Chartered Accountants, (having Firm Registration No.: 105049W) and M/s. SGCO & Co., Chartered Accountants, (having Firm Registration No.: 112081W/W100184) as Joint Statutory Auditors of the Company to hold the office from the conclusion of the 33rd AGM until the conclusion of the 36th AGM. However, in the light of the circular issued by RBI vide circular No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 wherein among others, it stipulates that in order to protect the independence of the auditors / audit firms, entities will have to appoint the Statutory Auditors for a continuous period of three years, subject to the firms satisfying the eligibility norms each year, which had become applicable from second half of FY 2021-22. Therefore, in order to comply with the guidelines for appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) issued by the Reserve Bank of India vide ref. no.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 (hereinafter referred to as the 'RBI Guidelines'), the term of office of Joint Statutory Auditors is restricted to 3 (three) years i.e. until the conclusion of the 36th AGM.

In compliance with the above circular issued by RBI the Company has adopted the Policy on appointment of Statutory Auditors of the Company at its Board meeting dated May 18, 2022 which has also been hosted on the website of the Company in the following link (https://www.lichousing.com/staticassets/pdf/Policy_on_Appointment_of_Statutory_Auditors.pdf?crafterSite=lichfl-corporate-websitecms&embedded=true). The Board has vide the said policy empowered the Audit Committee to incorporate any other objective criteria w.r.t the appointment of Joint Statutory Auditors in the internal operating guidelines formed in this regard. On the basis of the recommendation received from the Audit Committee, the Board had approved the appointment of M/s. Shah Gupta & Co., Chartered Accountants (having Firm Registration Number 109574W) and M/s. Batliboi & Purohit, Chartered Accountants (having Firm Registration Number 101048W) as the Joint Statutory Auditors of the Company for a consecutive term of 3 (Three) years, commencing from the conclusion of 36th AGM of the Company till the conclusion of 39th AGM of the Company to be held in the calendar year 2028. The approval of the members of the Company is requested for appointment of M/s. Shah Gupta & Co., Chartered Accountants (having Firm Registration Number 109574W) and M/s. Batliboi & Purohit, Chartered Accountants (having Firm Registration Number 101048W) as Joint Statutory Auditors.

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

As per the RBI Guidelines read harmoniously with the Companies Act, 2013 and rules made thereunder, the Joint Statutory Central Auditors of the Company are proposed to be appointed for a period of 3 (three) years to hold office from the conclusion of the 36th AGM until the 39th AGM to be held in 2028 for the purpose of Statutory Audit, Limited Review, Consolidation of the accounts at the Corporate office as well as for Back Offices, which are accounting units.

Remuneration:

The annual aggregate audit fees is proposed for 90,00,000 (Rupees Ninety Lakhs only) to be allocated between Joint Statutory Auditors equally or as may be mutually agreed between the Company and the said Joint Statutory Auditors, depending upon their respective scope of work, plus 30,000 (Rupees Thirty thousand only) as certification fees for each of the certificate that they may be required to issue including reporting to group auditors (to be allocated between Joint Statutory Auditors equally or as may be mutually agreed between the Company and the said Joint Statutory Auditors, depending upon their respective scope of work) subject to a cap of 20% of the annual audit fees and additionally out of pocket expenses, outlays and taxes as applicable, with a power to the Audit Committee/Board of Directors to alter and vary the terms and conditions of appointment and revision in the remuneration during their tenure, in such manner and to such extent as may be mutually agreed between the Company and the Joint Statutory Auditors.

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

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

Basis of recommendations:

The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment & expertise of the Firms in providing Statutory Audit function, competency of the staff.

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

Shah Gupta & Co., Chartered Accountants

Shah Gupta & Co, Chartered Accountants ("the Firm") is Category I Indian Partnership Firm constituted on March 1, 1976 and is registered with the Institute of Chartered Accountants of India (ICAI). The Firm has its Head Office at Mumbai and Branch Offices at Mumbai and New Delhi. The Firm has 11 partners and a team of over 100 staff comprising qualified Chartered Accountants, experienced associates and trainees. The Firm provides range of services, which include audit and assurance, direct and indirect taxation and advisory services in various sectors including Banking, Financial Services and Insurance (BFSI) sector. The Firm is empanelled with various Regulatory Authorities such as Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), Comptroller and Auditor General of India (C&AG) etc.

Batliboi & Purohit, Chartered Accountants

Batliboi & Purohit is a well-reputed Chartered Accountants firm established in 1907 consistently rendering high quality of value-added services to our clients for past 118 years. The Firm has its Head office at Mumbai and branches at Delhi, Navi Mumbai and Thane.

The Firm has 15 Partners and a strong team of more than 150+ staff comprising of Chartered Accountants, MBA, DISA, CIA(USA), Forensic Auditors, Cyber Security & Information System Auditors, Cost & Management Accountants, Company Secretaries, Retired Government & Bank Officers etc.

The Firm carries out statutory audits, Internal audits, Tax audits, Business Systems Studies, Business Risk, Information Technology Reviews and Due Diligence Reviews, direct and indirect tax consultancy.

The Firm is empanelled with The Comptroller & Auditor General of India(CAG), Reserve Bank of India (RBI), Securities & Exchange Board of India (SEBI), Insurance Regulatory & Development Authority (IRDAI), Indian Banks' Association (for Forensic Audit and as Agency for Specialised Monitoring-ASM), Department of Co-operation, Maharashtra, Life Insurance Corporation of India, Central Registrar of Co-operative Societies, Serious Fraud Investigation Office (SFIO).

None of the Directors, Key Managerial Personnel and their relatives are in any way, deemed to be concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors recommends the passing of the above resolution as an ordinary resolution.

Item No. – 5:

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 Listing Regulations, a transaction with a related party is considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 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. Hence in view of the provisions of Regulation 23 of Listing Regulations and further clarifications provided by SEBI from time to time, prior approval of members for material RPT's is to be taken on an annual basis. The annual consolidated turnover of the Company for the financial year ended March 31, 2025 is ₹ 28,056.22 crore. The Company proposes to enter into transactions with the LIC of India including by way of renewals of extension or modifications or earlier arrangement / transactions or otherwise including the following transactions:

a) Repayment of Non-Convertible Debentures (NCD)s;

b) Interest expenses of secured loans;

c) Issuance of Redeemable NCDs / Bonds / Subordinate Bonds / Tier II Bonds / similar such instruments and transactions incidental thereto;

d) 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, 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 November 22, 2021 is provided in Annexure A.

The Audit Committee of the Board of Directors 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, 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 transaction limit of ₹ 6,000 Crores (Rupees Four Thousand Three Hundred Crore only). The transactions are ongoing in nature and this approval is sought till the conclusion of 37th Annual General Meeting.

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 Ratnakar Patnaik is the director on the Boards of the Company as well as on the Board of LIC of India. Shri T Adhikari, Managing Director & Chief Executive Officer of the Company has been nominated by LIC of India.

Other than the above 3 directors as set out above, none of the Directors of the Company and the Key Managerial Personnel and / or any of their respective relatives are deemed to be concerned or interested, financially or otherwise, in the resolutions set out 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. – 6:

Pursuant to Section 161 of the Companies Act, 2013 (hereinafter "The Act"), the Board of Directors at their meeting held on June 02, 2025 appointed Shri P. Masil Jeya Mohan (DIN: 08502007) as an Additional Director in the capacity of Independent Director. based on the recommendation of the Nomination and Remuneration Committee after assessing that the candidate satisfied the "fit and proper criteria" based on the extant circulars issued by the Reserve Bank of India for a term of five (5) years **with effect from June 02, 2025 to June 01, 2030, subject to the approval of the Shareholders through Special Resolution.**

As per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015, approval of the members has to be obtained for the appointment or reappointment of a person on the Board of directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. As the next annual general meeting of the members is scheduled on 29th August, 2025 the consent of the members is being sought to ensure compliance with the requirements of the above Regulation.

The Company has received:

(i) consent in writing from Shri P. Masil Jeya Mohan to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('**Appointment Rules**')

(ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. P. Masil Jeya Mohan to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and

(iii) a declaration on his interest as a Director in Form MBP-1 as required under section 184(1) of the Companies Act, 2013

(iv) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time (hereinafter referred to as "LODR Regulations")

(v) Declaration pursuant to BSE Circular No. LIST/ COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

The Board of Directors have while approving the appointment of Shri P. Masil Jeya Mohan as an Additional Director in the capacity of an Independent Director, considered his candidature based on the evaluation, qualification, expertise, track record, integrity, due diligence, and the satisfaction of the 'fit and proper criteria. In the opinion of the Board, Shri P. Masil Jeya Mohan fulfils the conditions for independence as specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force.

The Board has noted that Shri P. Masil Jeya Mohan's skills, background and experience are aligned to the role and capabilities identified for Independent Directors and that Shri P. Masil Jeya Mohan is eligible for appointment as an Independent Director.

The Board is satisfied that the appointment of Shri P. Masil Jeya Mohan is justified due to his profound knowledge and extensive experience in different assignments in LIC as Assistant Branch Manager (IT), Deputy Manager (LIC Housing Finance), Manager (NB & Actuarial), Regional Manager (HR), and Regional Manager (Estates). He also had a seven- year stint in senior positions in the Investment department of LIC of India. He was Fund Manager of Pension & Group Scheme Fund, Chief (ULIP Funds) and Executive Director (Investment). He has served as the Chief Investment Officer of LIC. After retiring in 2021, he served as an Operational Advisor to LIC on IPO matters for a term of 1 year. Shri P. Masil Jeya Mohan has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

As per the role assigned in Part D of Schedule II of the Listing Regulations to the Nomination and Remuneration Committee (NRC), the NRC has evaluated the balance of skills, knowledge, and experience on the Board and on the basis of such evaluation, it has determined the role and capabilities of Shri P. Masil Jeya Mohan and accordingly recommended his appointment. It has also considered the time commitment of the Candidate.

The resolution seeks the approval of members for the appointment of Shri P. Masil Jeya Mohan as an Independent Director of the Company for a period of five consecutive years beginning from June 02, 2025and terminating on June 01, 2030, pursuant to Sections 149 read with Schedule IV, 152 and other

applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and Regulation 17 of the LODR Regulations and he shall not be liable to retire by rotation. The profile and specific areas of expertise of Shri P. Masil Jeya Mohan and other relevant information as required under LODR Regulations and in Secretarial Standard-2 (SS-2) are provided as **Annexure 1.**

No director, key managerial personnel or their relatives except Shri P. Masil Jeya Mohan to whom the resolution relates is deemed to be interested in or concerned with the resolution in any manner financially or otherwise.

Item No. – 7:

Pursuant to Section 161 of the Companies Act, 2013 (hereinafter "The Act"), the Board of Directors at their meeting held on June 02, 2025 appointed Shri T.C. Suseel Kumar (DIN: 06453310) as an Additional Director in the capacity of Independent Director based on the recommendation of the Nomination and Remuneration Committee after assessing that the candidate satisfied the "fit and proper criteria" based on the extant circulars issued by the Reserve Bank of India for a term of five consecutive years **with effect from June 02, 2025 to June 01, 2030, subject to the approval of the Shareholders through Special Resolution.**

As per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015, approval of the members has to be obtained for the appointment or reappointment of a person on the Board of directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. As the next annual general meeting of the members is scheduled on 29th August, 2025 the consent of the members is being sought to ensure compliance with the requirements of the above Regulation.

The Company has received:

(vi) consent in writing from Mr. Shri T.C. Suseel Kumar to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('**Appointment Rules**')

(vii) intimation in Form DIR 8 in terms of the Appointment Rules from Shri T.C. Suseel Kumar to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and

(viii) a declaration on his interest as a Director in Form MBP-1 as required under section 184(1) of the Companies Act, 2013

(ix) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time (hereinafter referred to as "LODR Regulations")

(x) Declaration pursuant to BSE Circular No. LIST/ COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

The Board of Directors have while approving the appointment of Shri T.C. Suseel Kumar as an Additional Director in the capacity of an Independent Director, considered his candidature based on the evaluation, qualification, expertise, track record, integrity, due diligence, and the satisfaction of the 'fit and proper criteria. In the opinion of the Board, Shri T.C. Suseel Kumar fulfils the conditions for independence as specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force.

The Board has noted that Shri T.C. Suseel Kumar's skills, background and experience are aligned to the role and capabilities identified for the Independent Directors and that Shri T.C. Suseel Kumar is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Shri T.C. Suseel Kumar is justified due to his profound knowledge and extensive experience. Shri T.C. Suseel Kumar retired as the Managing Director of Life Insurance Corporation of India (LIC) in January 2021. During his career spanning close to 4 decades, Mr. Kumar held various distinguished positions in LIC, in India and abroad. Other than holding senior positions of Managing Director, Executive Director, and Zonal Manager, Mr. Kumar has had the distinction of managing all major departments of LIC including Marketing, CRM, HR, Finance, Audit, Corporate Governance and Investments, besides heading the overseas operations of LIC in Mauritius. He has rich experience and expertise in the field of insurance and finance. Mr. Kumar has also held positions on the Board of many well known companies including, Life Insurance Corporation of India and its various Indian and Overseas subsidiaries, Axis Bank Limited, Bombay Stock Exchange Limited, Lakshmi Machine Works and National Mutual Fund (Mauritius). He continues to be an Independent Director on the board of Manappuram Finance Limited, Phillips Carbon Black Limited, First Source Solutions Limited and TVS Credit Services.

As per the role assigned in Part D of Schedule II of the Listing Regulations to the Nomination and Remuneration Committee (NRC), the NRC has evaluated the balance of skills, knowledge, and experience on the Board and on the basis of such evaluation, it has determined the role and capabilities of Shri T. C. Suseel Kumar and accordingly recommended his appointment. It has also considered the time commitment of the Candidate.

The resolution seeks the approval of members for the appointment of Shri T. C. Suseel Kumar as an Independent Director of the Company from June 02, 2025, to June 01, 2030, pursuant to Sections 149 read with Schedule IV, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and Regulation 17 of the LODR Regulations and he shall not be liable to retire by rotation. The profile and specific

areas of expertise of Shri T. C. Suseel Kumar and other relevant information as required under LODR Regulations and SS-2 are provided as **Annexure 1**.

No director, key managerial personnel or their relatives except Shri T. C. Suseel Kumar to whom the resolution relates is deemed to be interested in or concerned with the resolution in any manner financially or otherwise.

Item No. – 8:

In terms of Articles 138 (b) and 143 of the Articles of Association of the Company, so long as LICI (The Promoter of the Company) holds at least 33% of the issued equity share capital of the Company it shall be entitled to appoint/nominate to the Board one third of the total number of Directors. After the superannuation of the erstwhile nominee Director Shri Jagannath Mukkavilli, the LICI nominated Shri Ratnakar Patnaik, in his place and the Board vide resolution dated June 13, 2025 inducted Shri Ratnakar Patnaik on the Board of the Company, as the Additional Non-Executive Director subject to the approval from the Shareholders as required vide Regulation 17 (1c) of the SEBI (LODR), 2015.

Details of Director seeking appointment by the Shareholders, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standards-2 on General Meetings are given in the table at the end of the Notice.

None of the Directors and the Key Managerial Personnel and their relatives other than Shri Patnaik is deemed to be concerned or interested in the resolution.

The Board commends based on the recommendation of the NRC, the confirmation for the appointment of Shri Patnaik as a Nominee director of LICI on the Board.

Item No. – 9:

The Company had granted certain special rights to Life Insurance Corporation of India (LIC), a statutory body and the Promoter of the Company holding 45.24% of the paid-up equity share capital of the Company, under the Articles of Association.

These rights are as stated under:

1. Article 138

(a) So long as LIC holds more than half in nominal value of issued equity share capital of the Company, LIC shall have the right to appoint or remove majority of the Directors of the Company

(b) So long as LIC holds at least 33% of the issued equity share capital of the Company, LIC shall be entitled to appoint/ nominate to the Board one third of the total number of Directors and to remove the Directors so appointed and to appoint/ nominate another or others in his or their place or in the place of any such Director who resigns or otherwise vacates his office. Such appointment/nomination or removal shall be effected in writing, or by telex, telefax addressed to the Board of Directors of the Company by the Chief Executive Officer or Secretary of LIC and the same shall take effect forthwith upon being received by the Company. The Director or Directors so appointed shall not be required to hold any qualification shares.

(c) The right to nominate Directors conferred on LIC shall not be determined by reason of any change in the name or style of LIC.

2. Article 139

(2) Subject to the provisions of these Articles at every Annual General Meeting of the Company, one third of such of the Directors for the time being as are liable to retire by rotation or if their number is not three (3) or a multiple of three (3), the number nearest to three (3) shall retire from office. One of the LIC Directors shall not be liable to retire by rotation.

In the following Articles, "Retiring Director" means a Director retiring by rotation.

(4) A retiring Director shall be eligible for re-election. It is hereby expressly provided that, the LIC Directors retiring by rotation shall be re-appointed at every Annual General Meeting.

3. Article 140

The Board may appoint an Alternate Director to act for a Director (hereinafter called "the original Directors") during his absence for a period of not less than three (3) months from the State in which meetings of the Board are ordinarily held. PROVIDED that in the case of a Director or Directors appointed by LIC under Article 139 the alternate Director to be appointed for such original Director shall be a person recommended or approved by LIC. An alternate Director so appointed shall not hold office as such for a period longer than that permissible to the original Director in whose place he has been appointed and shall vacate office if and when the original director returns to the State in which meetings of the Board are ordinarily held.

4. Article 161

Subject to the provisions of the Act, LIC may from time to time appoint one of the LIC Directors as Managing Director of the Company for such period as it shall think fit, and LIC may also, from time to time (subject to any agreement between such Director and LIC) remove him from office and appoint another in his place.

5. Article 176

(a) The Board of Directors shall appoint a Chairman.

(b) The Chairman shall be the LIC Director to be nominated by LIC. Such nomination shall be effected

by writing and/or telex or telefax addressed to the Board of Directors of the Company by the Chief Executive Officer or Secretary of LIC.

(c) The Chairman shall preside at all the meetings. If at any time the Chairman is not present at the time appointed for holding the meeting, the Directors present shall choose one of their number to be the Chairman of that meeting.

6. Article 179

Subject to the provisions of Section 179 of the Act, the Directors may delegate any of their powers, other than powers which by reason of the provisions of the Act cannot be delegated, to committees consisting of such Member or Members of their body as they may think fit, consisting of at least one of the LIC Directors subject to the provisions of the Act and discretion of the Board, and they may from time to time revoke and discharge any such Committee either wholly or in part, and either as to persons or purposes. Every Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Directors, and all acts done by any such Committee in conformity with such regulations and in fulfillment of the purpose of their appointment, but not otherwise, shall have the like force and effect as if done by the Board.

Pursuant to the introduction of Regulation 31B of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from 15.7.2023 which mandates that all special rights granted to shareholders be subject to shareholder approval once in every five years from the date of grant or continuation of such rights, the approval of shareholders is now being sought for the continuation of the rights enjoyed by LIC as set out above.

These rights were originally granted to LIC under the Articles of Association adopted upon incorporation of the Company and were continued upon subsequent amendments from time to time. This resolution, if passed, as a special resolution would serve as the approval required under Regulation 31B for the continuation of the special rights enjoyed by LICI in the Company .

Regulation 31 B of the Listing Regulations also provides that approval of the shareholders has to be obtained by way of special resolution within five years from the date of coming into force of Regulation 31 B as mentioned above.

The Board recommends the passing of this resolution as a Special Resolution.

Except Shri Ratnakar Patnaik, Non-Executive Director and Shri T Adhikari, Managing Director & Chief Executive Officer who were nominated on the Board by the LIC of India, none of the Directors, Key Managerial Personnel and their relatives are in any way, deemed to be concerned or interested, financially or otherwise, in the said Resolution.

Item No. – 10:

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 is obtained . The Companies (Prospectus and Allotment of Securities) Rules, 2014, further provides that the said special resolution must be passed in respect of all offers / invitations for subscribing the NCDs to be issued during a year and such a special resolution is required to be passed every year.

The NCDs proposed to be issued by the Company for cash may be either at par or premium or at a discount to face value depending upon the prevailing market conditions at the time of issues.

Accordingly, the approval of the Members is being sought by way of special resolution as set out at Item No. 12 of this Notice, authorising the Board to issue NCDs and / or any other instruments which can be classified as being Tier II capital under the provisions of the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, up to an aggregate amount not exceeding ₹ 54,000/- crore (Rupees Fifty- Four Thousand Crore Only) on private placement basis during a period commencing from the date of this approval by the shareholders to the date of the 37th Annual General Meeting for FY 2026-2027 or the date by which the above limit is exhausted, whichever is earlier.

Further existing borrowing powers of the Board under Section 180(1)(c) of the Act, out of the approval accorded by the Board and Shareholders of the Company for ₹ 4,00,000/- Crore (Rupees Four Lakh Crore Only) at the 30th Annual General Meeting held on August 28, 2019 is still subsisting approximately to the tune of ₹ 1,29,000 Crore as on 30th June 2025.

The Board, accordingly, recommends the passing of the special resolution as set out at Item No. 11 of this Notice, for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are in any way, deemed to be concerned or interested, financially or otherwise, in the said Resolution.

Item No. – 11:

Pursuant to Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board of Directors at its Meeting held on January 31, 2025 approved and recommended to the members for their approval, the appointment of M/s. BNP & Associates, Peer Reviewed Practicing Company Secretaries, having (Firm Registration No.: P2014MH037400) as the Secretarial Auditors of the Company for a term of 5 (Five) consecutive years (from F.Y. 2025-26 to F.Y. 2029-30) to hold office from the conclusion of the 36th Annual General Meeting until the conclusion of the 41st Annual General Meeting of the Company to be held in the calendar year 2030 based on the recommendation of the Audit Committee..

Brief profile of BNP & Associates, Practicing Company Secretaries

M/s BNP & Associates (BNP) is a firm of Company Secretaries in practice, established in October 2014. Mr. B. Narasimhan is a Founder Partner of the Firm. He is a Fellow Member and Past President of The Institute of Company Secretaries of India (ICSI) New Delhi. Mr. Kalidas Ramaswami, Mr. Avinash Bagul and Mr. K Venkataraman are the other partners of the firm. All partners have 40 plus years' experience, they have worked as Corporate Secretaries and after superannuation, they are now in practice. The firm is primarily engaged in areas of Secretarial Audit, Corporate Advisory Services, Transactional Services, Legal Due Diligence, Compliance Management. The firm is registered with the ICSI and holds the Peer Review Certificate no. 6316/2024 issued by the "Peer Review Board of ICSI". The firm has also One Associate Partner, and 15 Persons in the executive team which includes 8 qualified Company Secretaries. The firm has a well-equipped office in Borivali, Mumbai.

BNP and Associates are the Secretarial Auditor for 20 Listed Companies and 1 NIFTY listed entity. In addition to this, it also conducts secretarial audit of many unlisted group companies of Reliance Industries, Godrej, Aditya Birla and the NSE.

BNP & Associates, does not attract any disqualification as per Annexure 2 of SEBI circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 in terms of regulation 24A(1A) of SEBI Listing Obligation and Disclosure Requirements, 2015.

Remuneration:

Annual remuneration of ₹ 3,00,000 (with a 10% annual increment) plus applicable taxes in form of Secretarial Audit Fees. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial auditor, which is in line with the industry benchmark. The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Audit Committee and/ or the Board of Directors.

Basis of recommendations:

The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment & expertise of the Partners in providing Secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors, Key Managerial Personnel and their relatives are in any way, deemed to be concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors recommends the passing of the above resolution as an ordinary resolution.

All the material documents referred to in the explanatory statement will be available for inspection electronically from date of dispatch of the Notice through electronic mode and up to the last date of e-voting i.e. Thursday August 28, 2025. Members seeking to inspect such documents can send an email to enotices@in.mpms.mufg.com with subject line 'Inspection of Postal Ballot Documents' along with the self-attested copy of the PAN Card of the member.

The Board accordingly recommends, passing of the above resolutions, as set out at Item No. 1, 2, 3, 4, 5, 8 & 11 of this Notice as Ordinary Resolution and Item No. 6 7, 9 & 10 as Special Resolution, for the approval of the Members of the Company.

Annexure 1

Brief profile of Directors 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 P. Masil Jeya Mohan (DIN: 08502007)**	**Shri T.C. Suseel Kumar (DIN: 06453310)**
Age	64	64
DIN	08502007	06453310
Date of birth	20/03/1961	01/02/1961
Date of first appointment on the Board	He was appointed as an Additional (Independent) Director by the Board on June 02, 2025 for a term of 5 years	He was appointed as an Additional (Independent) Director by the Board on June 02, 2025 for a term of 5 years
Qualifications	B.sc, MBA	MA (Economics)
Nature of Expertise in specific functional area	Insurance Operations, Marketing, Human Resource Management, Corporate Governance, Finance and Investments	Marketing, CRM, Human Resouce Management, Finance, Audit, IT, Corporate Governance and Investments
Other Directorships Other Directorship (Including Directorship in public, private, foreign companies and insurance corporation)	1) Central Depository Services India Limited 2) Centico Insurance Repository Services Limited	1) PCBL Chemical Limited 2) Manappuram Finance Limited 3) Aquapharm Chemical Limited 4) TVS Credit Services Limited 5) Firstsource Solutions Limited
Chairmanship/Membership of the committee of other companies in which position of Director is held	He is Member of Audit Committee and Stakeholder Relationship Committee at Central Depository Services India Limited	Refer Annexure I
Number of meetings of the Board attended during the year	Not Applicable	Not Applicable
Listed companies (other than LIC Housing Finance Limited) and committee membership*, along with the listed entities from which he has resigned in the past three years *includes only Audit Committee & Stakeholders' Relationship Committee	Central Depository Services (India) Limited	Mannapuram Finance Limited Firstsource Solutions Limited PCBL Chemical Limited
Remuneration last drawn	Not Applicable	
Details of Remuneration sought to be paid	Sitting fees shall be paid for every Board and Committee Meetings, attended by the Director within the limits prescribed under the Act. Apart from sitting fees, no other remuneration / commission shall be paid to the Director.	
Shareholding in LIC Housing Finance Limited	Nil	Nil
Relationship between directors inter-se	None	
Terms and conditions of appointment	As displayed on the company's website: https://cdn.lichousing.com/2025/01/Terms-And-Conditions-of-appointment-of-Independent-Directors.pdf	
Date of first appointment on the Board	2nd June, 2025	2nd June, 2025
Consent and Declarations	Shri P. Masil Jeya Mohan has given his consent to act as director of the Company and provided declarations as per the provisions of the NHB and the Companies Act, 2013.	Shri T.C. Suseel Kumar has given his consent to act as director of the Company and provided declarations as per the provisions of the NHB and the Companies Act, 2013.
Fulfilment of criteria	In the opinion of the Board, Shri P. Masil Jeya Mohan fulfills the conditions specified in the Act and the Rules made thereunder for such appointment.	In the opinion of the Board, Shri T.C. Suseel Kumar fulfills the conditions specified in the Act and the Rules made thereunder for such appointment.
Inspection of terms and conditions of appointment	The 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 (xi) of Notes and General Instructions of this Notice.	

Name of the Director	Shri P. Masil Jeya Mohan (DIN: 08502007)	Shri T.C. Suseel Kumar (DIN: 06453310)
Non-Disqualification u/s 164 of the Companies Act, 2013	Shri P. Masil Jeya Mohan 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 Master Directions and the Company Act, 2013.	Shri T.C. Suseel Kumar 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 Master Directions and the Company Act, 2013.
Nature of Interest	None of the other Directors, 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 set out at Item No. 6 & 7 of this Notice for approval of the Members of the Company.	

Brief Profile of Shri P. Masil Jeya Mohan (DIN: 08502007)

Shri P. Masil Jeya Mohan has completed his B.sc in (Mathematics) in 1981 from Madurai Kamaraj University and MBA in the year 1983 from the same university. He has extensive experience in different assignments in LIC as Assistant Branch Manager (IT), Deputy Manager (LIC Housing Finance), Manager (NB & Actuarial), Regional Manager (HR), and Regional Manager (Estates). He had a seven- year stint in senior positions in the Investment department of LIC of India. He was Fund Manager of Pension & Group Scheme Fund, Chief (ULIP Funds) and Executive Director (Investment). He Has served as the Chief Investment Officer of LIC. After retiring in 2021, he served as Operational Advisor to LIC on IPO matters for a 1-year term. He has worked with Life Insurance Corporation of India (LIC) from 1986 – 1994 as an Administrative Officer and has set up the Coimbatore branch office of LIC HFL as Deputy Manager and has established processes and systems for LIC HFL. Thereafter he worked as Senior Divisional Manager fro the year 1994 – 2011. He then worked as Regional Manager/Chief of ULIP Funds from 2011 – 2018. From 2018 – 2021 he served as Executive Director (Investment) for LIC and was instrumental in formulating and implementing policies in the matter of NPA Management, Business Continuity Plan, IBC Policy and One Time Settlement policy for LIC. He is currently serving as a Director on the board of CDSL (as a Nominee of LIC). He is also serving as a Trustee in NPS Trust, Director in Centrico Insurance Repository, Financial Expert in Postal Life Insurance Investment Board and as an Investment Consultant for Tamil Nadu Power Finance Corporation.

Brief Profile of Shri T. C. Suseel Kumar (DIN: 06453310)

Mr. T.C. Suseel Kumar retired as the Managing Director of Life Insurance Corporation of India (LIC) in January 2021. During his career spanning Close to 4 decades, Mr. Kumar held various distinguished positions in LIC, in India and abroad. Other than holding senior positions of Managing Director, Executive Director, and Zonal Manager, Mr. Kumar has had the distinction of managing all major departments of LIC including Marketing, CRM, HR, Finance, Audit, Corporate Governance and Investments, besides heading the foreign operations of LIC in Mauritius. With a deep knowledge of analytics and interpretation of data, Mr. Kumar authored the business strategies of LIC, aligning the short- and long-term goals to regain market share. During his stewardship in Marketing, LIC crossed many a milestone with an all-time high First Year Premium Income and Consolidated its market leadership with appreciable growth. He also pioneered the market research program to target millennials for both new business and agency recruitment. LIC, after over a decade, could add more than 100,000 new Agents during the year 2020-21. He was also instrumental in rolling out automated business data compilation and analysis in real-time across LIC that enabled the managers to strategize and execute the business plans. With his rich experience and expertise in the field of insurance and finance, Mr. Kumar has held positions on the Board of many important companies including, Life Insurance Corporation of India and its various Indian and Overseas subsidiaries, Axis Bank Limited, Bombay Stock Exchange Limited, Lakshmi Machine Works and National Mutual Fund (Mauritius). Mr. Kumar continues to be an Independent Director on the board of Manappuram Finance Limited, Phillips Carbon Black Limited, First Source Solutions Limited and TVS Credit Services.

Annexure 1

Member / Chairman on the Committees of the Board of Directors for Shri T C Suseel Kumar:

Sr. No.	Name of the Company	Type of Committee	Member/Chairman
1	PCBL Chemical Limited	Audit Committee	Chairman
		Nomination & Remuneration Committee	Member
		Sustainability & Risk Management Committee	Member
2	Firstsource Solutions Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Chairman
3	Manappuram Finance Limited	Audit Committee	Member
		CSR Committee	Member
		Stakeholder Relationship Committee	Chairman
		Willful Defaulters Committee	Member
4	Aquapharm Chemical Limited	Audit Committee	Chairman
		Nomination & Remuneration Committee	Chairman
		Stakeholder Relationship Committee	Chairman
		Risk Management Committee	Chairman

Name of the Director	Shri Ratnakar Patnaik (DIN: 10283908)
Age	57
DIN	10283908
Date of birth	24/03/1968
Date of first appointment on the Board	He was appointed as an Additional (Non-Executive, Non-Independent) Nominee Director of L.I.C by the Board on June 13, 2025,
Qualifications	Post Graduation in Public Administration, B.sc (Hons) in Physics, Fellow of Insurance Institute of India, Diploma in Health Insurance
Nature of Expertise in specific functional area	Insurance Operation, Marketing, Finance and Investments
Other Directorships Other Directorship (Including Directorship in public, private, foreign companies and insurance corporation)	1) LICHFL Asset Management Company Limited 2)RMBS Development Company Limited
Chairmanship/Membership of the committee of other companies in which position of Director is held	None
Number of meetings of the Board attended during the year	Not Applicable
Listed companies (other than LIC Housing Finance Limited) and committee membership*, along with the listed entities from which he has resigned in the past three years *includes only Audit Committee & Stakeholders' Relationship Committee	Life Insurance Corporation of India
Remuneration last drawn	Not Applicable
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: https://www.lichousing.com/static-assets/pdf/TermsAndConditions%20of%20appointment%20of%20Independent%20Directors-2021.pdf?crafterSite=lichfl-corporate-website-cms&embedded=true
Date of first appointment on the Board	13th June, 2025
Consent and Declarations	Shri Ratnakar Patnaik has given his consent to act as director of the Company and provided declarations as per the provisions of the NHB and the Companies Act, 2013.

Fulfilment of criteria	In the opinion of the Board, Shri Ratnakar Patnaik fulfills the conditions specified in the Act and the Rules made thereunder for such appointment.
Inspection of terms and conditions of appointment	The 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 (xi) of Notes and General Instructions of this Notice.
Non-Disqualification u/s 164 of the Companies Act, 2013	Shri Ratnakar Patnaik 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 Master Directions and the Company Act, 2013.
Nature of Interest	None of the other Directors, 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 set out at Item No. 8 of this Notice for approval of the Members of the Company.

Brief Profile of Shri Ratnakar Patnaik (DIN: 10283908)

Shri Ratnakar Patnaik has taken charge as Managing Director of Life Insurance Corporation of India on 1st June 2025. Prior to taking charge as the Managing Director, he was Executive Director (Investment- Front Office) & Chief Investment Officer. Shri Patnaik joined LIC of India in September 1990 as an Assistant Administrative Officer. He has worked across four Zones of the Corporation in various capacities including 10 years as Branch-In-Charge. During his long stint of 22 years in conventional marketing, he was Marketing Manager of Asansol & KMDO-1 Divisions under EZ. He headed Indore and Jamshedpur Divisions as Senior Divisional Manager before taking charge of the Chief Life Insurance Advisor (CUA) Channel of Eastern Zone at Kolkata as Regional Manager (Marketing - CLIA). On promotion to the cadre of Zonal Manager, he started his tenure in Investment- Front Office in May 2021 as Chief (Investment), Central Office, Mumbai. Thereafter, on promotion to the cadre of Zonal Manager (Selection), he took charge as Executive Director (Investment- Front Office) & Chief Investment Officer of the Corporation in April 2023. Shri Patnaik is a postgraduate in Public Administration and has majors in Physics in graduation. He is a Fellow of Insurance Institute of India and holds a Diploma in Health insurance from the same institute. Shri Patnaik strongly believes in Teamwork and has empathetic people sense. He takes avid interest in sports, movies and meeting people.

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
LIC OF INDIA	Promoter/ Investing Company	Repayment of Non- Convertible Debentures	4,800.00	As per coupon of the instrument as on the date of the contract which was as per then prevailing market rate
		Interest expenses on NCD	570.00	
		Rent, Rates and Taxes	50.00	Payment of rent to LIC of India for various properties located across India.
		Payment of Electricity Expenses	5.00	The payment of electricity charges to LIC is at actuals. The Company makes the payment as per the invoice raised by LIC every month.
		Payment for Staff training, Conference, etc.	1.00	As per the card rate defined by LIC of India
		Reimbursement of Gratuity, Mediclaim, GSLI and Pension Fund for staff posted from LIC	10.00	5% of Basic & DA is paid to staff on deputation from LIC
		Contribution to LIC of India, P & GS, for Gratuity premium for employees, renewal of group insurance	200.00	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.
		Any other transactions as and when approved by the Audit Committee	364.00	-
TOTAL VALUE OF TRANSACTIONS			6,000.00	

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
Other Directorships Other Directorship (Including Directorship in public, private, foreign companies and insurance corporation)	NIL
Chairmanship/Membership of the committee of other companies in which position of Director is held	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 is paid for every Board and Committee Meetings, a director attends. Apart from sitting fees, no other remuneration / commission is paid to the Director.
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 distinguished professional with over 36 years of experience in the Indian Information Service (IIS), with expertise spanning development management, social mobilisation, public communication, institution building, training, and project implementation. He currently serves as Senior Fellow at NITI Aayog, supporting emerging national missions, and as Senior Adviser to key urban water and sanitation programmes of the Government of India. He also serves as Director on the Board of LIC Housing Finance Limited. Shri Rout is a member of the National Focus Group on Adult and Lifelong Education, an Advisor to the Union Public Service Commission, and regularly contributes to the electoral process as a Special Observer and Resource Person. In his illustrious civil service career, he held pivotal roles including Director General of the Swachh Bharat Mission, where he played a central role in shaping and executing one of the world's largest sanitation campaigns. He earlier served as Director General in the Election Commission of India, where he led key voter awareness initiatives such as SVEEP and established the India International Institute of Democracy and Election Management (IIIDEM). He has also served with UNICEF, UNOPS, IREDA, and as a visiting professor at the Central University of Odisha. In the media domain, he held senior leadership roles in Doordarshan News and represented AIR and DD in Southeast Asia and Bangladesh. An accomplished academic, Shri Rout holds three Master's degrees—in English Literature, Economics and Management, and Public Policy and Sustainable Development. He is a regular columnist, broadcaster, and mentor in areas including public policy, sanitation, elections, democratic governance, and communication.	

Name of the Director	Shri Akshay Kumar Rout
Contributions to the Company during the Directorship	Shri Akshay Kumar Rout has been associated with the Board of the Company for the past five years and has made significant contributions to the deliberations and decision-making processes of the Board. He is a member of five key Board Committees—namely, the Nomination and Remuneration Committee, IT Strategy Committee, CSR Committee, ESG Committee, and Settlement Committee. As Chairperson of the CSR Committee, he has provided exemplary leadership, under which the Company has received several awards and recognitions for its impactful Corporate Social Responsibility initiatives. In addition, his active engagement and thoughtful inputs across the other Committees have added substantial value, particularly in areas such as governance, technology oversight, sustainability, and policy formulation. His continued association is expected to further enhance the effectiveness of the Board and its Committees

By Order and on behalf of the Board

Varsha Hardasani
Company Secretary &
Compliance Officer
Membership No.: ACS50448

Date: 1st August, 2025
Registered Office: Bombay Life Building, 2nd Floor,
45/47, Veer Nariman Road,
Mumbai 400 001.
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Phone No.: +91 22 22178610
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Email: varsha.hardasani@lichousing.com