Ref. LICHFL/CS/29AGM Proc

20th August, 2018

National Stock Exchange of India Ltd.,
ExchangePlaza, 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051.

Dear Sir,

Ref: (1) Regulation 30 read with Part A of Schedule III.
(2)Regulation 44(3) of the SEBI (LODR) Regulations, 2015.

In terms of Regulation 30 of the SEBI (LODR) Regulations, 2015, we furnish herewith the summary of the proceedings of the AGM held on 20.08.2018 for your information and record.

Further, we furnish herewith the details regarding the voting result in respect of all resolutions mentioned in the Notice dated 11.06.2018 convening the 29th Annual General Meeting of the Members of the Company held on 20.08.2018 at M. C. Ghia Hall, Bhogilal Hargovindas Bldg., Kaikhushru Dubash Marg, Mumbai – 400001 in the prescribed format required as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,
For LIC Housing Finance Ltd.

General Manager (Taxation) &
Company Secretary

Encl. : a/a.

LIC HFL
LIC HOUSING FINANCE LTD

LIC HOUSING FINANCE LIMITED

SUMMARY OF THE PROCEEDINGS OF THE TWENTY NINTH ANNUAL GENERAL MEETING OF LIC HOUSING FINANCE LIMITED HELD ON 20TH AUGUST, 2018

The Twenty Ninth Annual General Meeting of LIC Housing Finance Limited was held on Monday, 20th day of August, 2018 at 3.00 p.m. at the 'M. C. Ghia Hall', Bhogilal Hargovindas Building, 4th Floor, 18 / 20 Kaikhushru Dubash Marg, Behind Prince of Wales Museum, Mumbai – 400 001.

MEMBERS PRESENT:

In Person:

72 Shareholders, including 2 Authorised representative, and 1 proxy were present.

DIRECTORS Present:

1.	Ms. Usha Sangwan	: Chairperson
2.	Dr. Dharmendra Bhandari	: Director
3.	Shri Jagdish Capoor	: Director
4.	Shri P Koteswara Rao	: Director
5.	Shri Debabrata Sarkar	: Director
6.	Shri V. K. Kukreja	: Director
7.	Shri Ameet Patel	: Director
8.	Ms. Savita Singh	: Director
9.	Shri Vinay Sah	: Managing Director & Chief Executive Officer

In attendance:

COMPANY SECRETARY

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

SENIOR EXECUTIVES

1.	Shri Praveen Kumar	: General Manager (Credit Monitoring – Core & Credit Appraisal - Retail and Risk Management
2.	Shri S. K. Thakur	: General Manager (PF, Credit Appraisal - Project & CRM)
3.	Shri P Samal	: General Manager (Marketing – Retail & Corporate, Online Marketing, Portfolio Management)
4.	Shri Dipal Kumar Bardoloi	: General Manager (Legal & Audit)
5.	Shri Jaspal Singh	: General Manager (HR, OS & Estates)

CIN No. : L65922MH1989PLC052257

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

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

6. Ms. Kiron Singh : General Manager (IT & Accounts)

7. Shri Sudipto Sil : Deputy Chief Financial Officer & Investor Relations Manager

8) Ms. Purti Y Samant : Chief Manager (Compliance, Knowledge Management & Project Monitoring)

9) Shri N. Mahesh : Chief Manager (Credit Monitoring, Non-Core Monitoring, PR & Publicity, Marketing- Retail & Project)

BY INVITATION

JOINT STATUTORY AUDITORS:

M/s. Chokshi & Chokshi LLP

1. Shri Mitil Chokshi : Partner
2. Shri Vineet Saxena : Partner

M/s. Shah Gupta & Co.

1. Shri Vipul K. Choksi : Partner

SECRETARIAL AUDITOR:

M/s. N. L. Bhatia & Associates

1. Shri N. L. Bhatia : Managing Partner

Ms. Usha Sangwan, Chairperson in accordance with the provisions of Section 104 of the Companies Act, 2013 and Article 103 of Articles of Association of the Company presided over the Meeting.

The Chairperson welcomed the Members to the 29th Annual General Meeting and introduced all Directors on the dais to the shareholders.

The Chairperson informed at the meeting the following:

- The Company had engaged Shri. P. S. Gupchup, Practicing Company Secretary, Mumbai (Membership No.: ACS 4631 and Certificate of Practice No.:9900) as the Scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner.
- In terms of the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, Shri Debabrata Sarkar, Chairman of both the Audit Committee and Stakeholders Relationship Committee, and Shri Jagdish Capoor, Chairman of the Nomination and Remuneration Committee were present at the Annual General Meeting.

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- Register of Directors & Key Managerial Personnel and their Shareholding and Register of Contracts or Arrangements in which Directors are interested were available and open for inspection by any Member.

The Chairperson after ascertaining the adequacy of quorum, called the meeting to `order' and commenced the proceedings.

With the permission of the Members present, the Notice convening the meeting was taken as read. The Chairperson informed the Members that the Auditors Report does not contain any qualification, observation or comment on financial transactions or matters, which have any adverse effect on the functioning of the Company, and therefore in accordance with the Section 145 of the Companies Act, 2013 the Auditors Report was not required to be read at the meeting.

The Chairperson stated that as per Sections 107 and 108 of the Companies Act, 2013, the shareholders who have not casted their votes through e-voting facility can cast their votes through Ballot Form. The Chairperson advised Shri. P. S. Gupchup, Practicing Company Secretary, Scrutinizer to take ballot proceedings immediately upon the closure of the meeting and requested him to submit the report within 48 hours.

The Chairperson in her speech to the Members dwelled upon the housing scenario, achievements and performance of the Company for the year 2017-2018 and highlighted the growth in Income, Profit, outstanding loan portfolio and concluded her speech by placing on record her appreciation to all the shareholders, stakeholders, customers, lenders, depositors and regulators for having reposed their confidence in the Company and to the employees of the Company for their hard work and dedication.

The Chairperson then invited Members to offer their comments in respect of Audited Financial Statement of the Company as well as Audited Consolidated Financial Statement for the Financial Year ended 31.03.2018 and Board's Report on the performance of the Company for the Financial Year 2017-2018 and other agenda of the Meeting. After listening to all the queries, Shri Vinay Sah, Managing Director & CEO responded to the questions raised / clarifications sought by the Members.

The following items of business as set out in the Notice dated 11th June, 2018 convening this meeting were transacted through remote e-voting and on the request of the Chairperson, the shareholders who had not voted either electronically or through ballot earlier, could cast their votes on resolutions through ballot paper at the meeting:

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Ordinary Business:

1. Adoption of the audited financial statement of the Company for the financial year ended 31st March, 2018, together with the reports of the Board of Directors and Auditors thereon; and adoption of the audited consolidated financial statement for the financial year ended 31st March, 2018 together with the report of the Auditors thereon.
2. Declaration of dividend on equity shares of the Company for the financial year 31st March, 2018.
3. Appointment of Ms. Savita Singh, (DIN-01585328) who retires by rotation and being eligible, offers herself for re-appointment.
4. Ratification of continuation of M/s. Chokshi & Chokshi, LLP, Chartered Accountants, Mumbai (Registration No.:101872W / W100045) and M/s. Shah Gupta & Co., Chartered Accountants, Mumbai (Registration No.:109574W), as Joint Statutory Auditors of the Company on a remuneration to be determined by the Board of Directors in consultation with them and applicable taxes / cess on the said remuneration, for the purpose of audit of the Company's accounts at the Corporate Office as well as at all Back Offices.

Special Business:

5. Issuance of Redeemable Non-Convertible Debentures and / or other hybrid instruments on a private placement basis upto an amount not exceeding Rs.48,000/- crore (Rupees Forty Eight Thousand crore only) under one or more shelf disclosure document and / or under one or more letters of offer as may be issued by the Company, and in one or more series / tranches, during a period of one year commencing from the date of this Meeting.
6. Increase in limits of borrowing for purpose of business by the Company to Rs. 3,00,00,000/- (Rupees Three Lakh Crore only).
7. Appointment of Shri P Koteswara Rao (DIN-06389741) as Independent Director of the Company for a period of five consecutive years with effect from 11th June, 2018 not liable to retire by rotation.

The Chairperson authorized General Manager (Taxation) & Company Secretary on behalf of the Board to declare the results of voting. The Chairperson then thanked the members for their participation and announced formal closure of the 29th Annual General Meeting of the Company.

Based on the Scrutinizer's Report of Shri. P. S. Gupchup, Practicing Company Secretary, all the aforementioned business as set out in the Notice of the 29th Annual General Meeting were declared as passed by the Members with requisite majority.

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P. S. GUPCHUP
M.Com., LL.B., ACS
Practising Company Secretary

REPORT OF SCRUTINIZER

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairperson,

Of the Twenty Ninth Annual General Meeting of the Equity Shareholders of "LIC HOUSING FINANCE LIMITED" held on Monday, August 20, 2018 at 3.00 p.m. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20 Kaikhushru Dubash Marg, Behind Prince of Wales Museum, Mumbai - 400001.

Madam,

1. I, P.S. Gupchup, Practising Company Secretary, Mumbai, was appointed as Scrutinizer pursuant to Sections 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the e-voting process (remote e-voting) and voting by use of ballot forms at the Twenty Ninth Annual General Meeting of the Equity Shareholders of "LIC HOUSING FINANCE LIMITED" held on Monday, August 20, 2018 at 3.00 p.m. at M.C.Ghia Hall, Bhogilal Hargovindas Building, 4th Floor, 18/20 Kaikhushru Dubash Marg, Behind Prince of Wales Museum, Mumbai – 400001.

2. The Management of the Company is responsible to ensure the compliance with requirements of the Companies Act, 2013 and Rules relating to e-voting and voting by use of ballot forms. My responsibility as Scrutinizer is restricted to ensure that voting process both through e-voting and by use of ballot forms at



B-105, Garden Love, Off Eksar Road, Near Laxmi Narayan Temple, Devidas Lane, Van Udyan Marg,
Near Cross Roads 92 Restaurant, Borivali (West), Mumbai – 400091.
Mob.: 9820034288 Email : pgupchup@yahoo.in

the meeting is conducted in a fair and transparent manner and to make a consolidated report to the Chairperson on votes cast "For (assent)" or "Against (dissent)" the resolutions stated in the notice.

3. The Company has extended e-voting facility to the shareholders who have registered their e-mail address with the Depositories, through Central Depository Services (India) Limited (CDSL).

4. The Company has completed the dispatch of Notice convening the AGM on 25th July, 2018 to the members whose names appeared in the Register of Members/List of beneficial ownership maintained by the depositories as on 20th July, 2018 by speed post and through email.

5. The Company has published an advertisement on 27th July, 2018 in Free Press (English) and Navshakti (Marathi), Mumbai which provided the required information as specified in the rules.

6. The equity shareholders holding shares as on 13th August, 2018, "the Cut Off date", were entitled to vote on the resolutions stated in the notice of the 29th Annual General Meeting of the Company through remote e-voting and at the Annual General Meeting.

7. The remote e-voting period began on Friday, 17th August, 2018 (10.00 a.m.) and ended on Sunday, 19th August, 2018 (05.00 p.m.).

8. A Ballot box was placed before the meeting for the purpose of casting of votes by the members present at the meeting but who have not cast their votes by availing remote e-voting facility, which was locked in my presence with identification mark placed by me.

9. After the conclusion of voting at the AGM the locked Ballot box was opened in my presence and in the presence of two witnesses who are not the employees of the Company. All the Ballot forms received up to the closing of working hours on Friday, 17th August, 2018 as well as at the Annual General Meeting (AGM) & e-votes received up to 05.00 p.m. on 19th August, 2018 were considered for scrutiny.

10. Thereafter votes cast through remote e-voting process were unblocked on 20th August, 2018 at 05.20 p.m. by using the Scrutinizer's log in on CDSL e-voting website in the presence of two witnesses who are not in the employment of the Company namely Mr. Rahul Jain and Ms. Clemie Coelho.

P. S. GUPCHUP
CP 9900
MUMBAI
ACS 4631
Company Secretary

The said witnesses have signed below in confirmation of the votes cast through remote e-voting having been unblocked in their presence:

(Rahul Jain) (Clemie Coelho)

11. All the ballot forms so received were duly scrutinized, numbered and initialled by the Scrutinizer and the share holding were matched/confirmed with the register of members of the Company/list of beneficiaries as on 13th August, 2018 maintained by Registrar and Transfer Agent of the Company viz. Sharex Dynamic (India) Pvt. Ltd. and the authorizations /proxies lodged with the Company.

12. Ballot forms which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

Particulars of all the ballot forms & e-votes received from the members have been entered in the register separately maintained for the purpose.

13. The consolidated result of voting is as under:-

a) RESOLUTION 1 :

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Reports of the Board of Directors and Auditors thereon; and the audited consolidated financial statement for the financial year ended 31st March, 2018 together with the report of the Auditors thereon.

(i) Voted in favour of Resolution

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	518	36	554
Number of votes cast by them	385205082	5612	385210694
% of Total Number of valid votes cast	99.99	Negligible	99.99

P.S GUPCHUP MUMBAI ACS 4631 Company Secretary

(ii) Voted against the Resolution

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	4	-	4
Number of votes cast by them	24517	-	24517
% of Total Number of valid votes cast	0.01	-	0.01

(iii) Invalid Votes

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	-	7	7
Number of votes cast by them	-	6660	6660

b) **RESOLUTION 2:**

To declare Dividend on Equity Shares for the financial year 2017 - 18.

(i) Voted in favour of Resolution

	Remote e-voting	Voting by Ballot	Total
Number of Members present and voting (in) person or by proxy)	520	36	556
Number of votes cast by them	386227196	5612	386232808
% of Total Number of valid votes cast	100.00	Negligible	100.00

P. S. GUPCHUP CP 9900 MUMBAI ACS 4631 Company Secretary

(ii) Voted against the resolution:

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	2	-	2
Number of votes cast by them	405	-	405
% of Total Number of valid votes cast	Negligible	-	Negligible

(iii) Invalid Votes

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	-	7	7
Number of votes cast by them	-	6660	6660

c) RESOLUTION 3:

To appoint a Director in place of Ms. Savita Singh, (DIN 01585328) who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted in favour of Resolution :

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	194	35	229
Number of votes cast by them	272478943	5112	272484055
% of Total Number of valid votes cast	71.12	Negligible	71.12

P.S. GUPCHUP CP 9900 MUMBAI ACS 4631 Company Secretary

(ii) Voted against the resolution

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	319	-	319
Number of votes cast by them	110647173	-	110647173
% of Total Number of valid votes cast	28.88	-	28.88

(iii) Invalid Votes

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	-	7	7
Number of votes cast by them	-	6660	6660

d) RESOLUTION 4:

To consider and ratify appointment of Joint Statutory Auditors.

(i) Voted in favour of Resolution

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	510	36	546
Number of votes cast by them	384321064	5612	384326676
% of Total Number of valid votes cast	99.51	Negligible	99.51

P. S. GUPCHUP CP 9900 MUMBAI ACS 46511 Company Secretary

(ii) Voted against the resolution

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	12	-	12
Number of votes cast by them	1906352	-	1906352
% of Total Number of valid votes cast	0.49	-	0.49

(iii) Invalid Votes

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy	-	7	7
Number of votes cast by them	-	6660	6660

e) RESOLUTION 5:

Issuance of Redeemable Non-Convertible Debentures and/ or other hybrid instruments on a private placement basis.

(i) Voted in favour of Resolution

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	469	35	504
Number of votes cast by them	377247629	6006	377253635
% of Total Number of valid votes cast	97.67	Negligible	97.67

P. S. GUPCHUP CP 9900 MUMBAI ACS 4631 Company Secretary

(ii) Voted against the resolution

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	54	-	54
Number of votes cast by them	8979797	-	8979797
% of Total Number of valid votes cast	02.33	-	02.33

(iii) Invalid votes

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	-	7	7
Number of votes cast by them	-	6660	6660

f) RESOLUTION 6:

Increase in limits of Borrowings by the Company

(i) Voted in favour of Resolution

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	480	35	515
Number of votes cast by them	383097863	6006	383103869
% of Total Number of valid votes cast	99.19	Negligible	99.19

P.S GUPCHUP CP 9900 MUMBAI ACS 34634 Company Secretary

(ii) Voted against the resolution

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	43	-	43
Number of votes cast by them	3129563	-	3129563
% of Total Number of valid votes cast	0.81	-	0.81

(iii) Invalid Votes

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	-	7	7
Number of votes cast by them	-	6660	6660

g) RESOLUTION 7:

Appointment of Shri P Koteswara Rao (DIN-06389741) as an Independent Director for a period of five consecutive years.

(i) Voted in favour of Resolution

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	508	35	543
Number of votes cast by them	385232906	6006	385238912
% of Total Number of valid votes cast	99.74	Negligible	99.74

P.S GUPCHUP
CP 9810
MUMBAI
A 4631
Company Secretary

(ii) Voted against the resolution

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	13	-	13
Number of votes cast by them	994510	-	994510
% of Total Number of valid votes cast	0.26	-	0.26

(iii) Invalid Votes

	Remote e-voting	Voting by Ballot	Total
Number of Members voting (in person or by proxy)	-	7	7
Number of votes cast by them	-	6660	6660

14. All electronic data and relevant records for voting will remain in my custody until the Chairman considers, approves and sign the minutes of the 29th Annual General Meeting and the same shall be handed over to the Chairman/Company Secretary as authorized by the Board for safe keeping.

Thanking You,

Yours faithfully,

P.S.GUPCHUP

(ACS 4631; CP No. 9900)

Mumbai, August 20, 2018