LIC HOUSING FINANCE LIMITED

Registered Office: Bombay Life Building, 2nd Floor, 45/47,
Veer Nariman Road, Fort, Mumbai-400 001.
CIN: L65922MH1989PLC052257

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF LIC HOUSING FINANCE LIMITED (" THE COMPANY") WILL BE HELD THROUGH VIDEO CONFERENCE ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM') ON 19TH DAY OF JULY, 2021 AT 11:30 A.M. TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

SPECIAL BUSINESS:

ITEM NO.01

To approve the issuance of equity shares on preferential basis:

To approve the offer or invitation to subscribe to equity shares by way of preferential allotment on a private placement basis, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to (i) the provisions of Sections 23, Section 42, 62 (1) (c), and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rule 13 of the Companies (Share Capital and Debentures) Rule, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rule, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [SEBI (ICDR) Regulations, 2018]; (iii) Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 including statutory amendment(s) or modification(s) thereto or re-enactment(s) or substitution(s) made thereunder, if any, for the time being in force; and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereunder, from time to time; (iv) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015]; (v) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [SEBI (SAST) Regulations, 2011]; (vi) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India, the National Housing Bank, 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 term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot 4,54,00,000 equity shares of Re.2/- (Indian Rupees Two only) face value ("Shares") at an issue price of Rs. 514.25/- (Rupees Five hundred and fourteen and twenty five paisa only) [Rounded off to two decimal places] for a consideration not exceeding an aggregate amount of Rs.23,34,69,50,000/- (Rupees Two Thousand three hundred and thirty four crore sixty nine lakh fifty thousand only) to the following investor(the "Allottee") by way of preferential allotment on a private placement basis ("Preferential Allotment"), in accordance with the SEBI (ICDR) Regulations, 2018, the Companies Act, 2013 and other applicable laws and, on such terms and conditions as mentioned hereunder:

Name of Allottee	Category	No. of Shares	Subscription Amount (in Rs.)
Life Insurance Corporation of India	Promoter	4,54,00,000	23,34,69,50,000/-

RESOLVED FURTHER THAT the relevant date for the determination for the issue price for the Shares as per Regulation 161 of the SEBI (ICDR) Regulations, 2018 is 18thJune, 2021.

RESOLVED FURTHER THAT the Preferential Allotment shall be made on the following terms and conditions: (i) The Allottee shall be required to bring in 100% of the consideration for the relevant Shares on or before the date of allotment hereof. (ii) The consideration for allotment of the relevant Shares shall be paid to the Company from the bank account of the Allottee (iii) Allotment of Shares shall only be made in dematerialized form. (iv) The Shares allotted to the Allottee shall rank paripassu inter-se with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company and any applicable lock-in requirements in accordance with Regulation

167 of the SEBI (ICDR) Regulations, 2018. (v) The Shares shall be allotted within a period of 15 (fifteen) days from the date of this resolution. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

RESOLVED FURTHER THAT subject to SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Shares.

RESOLVED FURTHER THAT the Directors, Company Secretary and the Chief Financial Officer of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the subscription and listing of the Shares; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, Reserve Bank of India, National Housing Bank, SEBI, Stock Exchanges and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required."

By Order of the Board of Directors
Nitin K. Jage
General Manager (Taxation) &
Company Secretary
Membership No.: 8084

Date: 24th June, 2021
Registered Office:
Bombay Life Building, 2nd Floor,
45/47, Veer Nariman Road,
Fort Mumbai 400 001.
CIN :L65922MH1989PLC052257
Website: www.lichousing.com
Phone No.:+91 22 22178600/700
Fax No.: +91 22 22178777
Email: nitin_jage@lichousing.com

NOTES:

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

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

(3) An Explanatory Statement required under Section 102(1) of the Companies Act, 2013 in respect of the Special Business is annexed herewith and forms part of the Notice.

(4) This EGM Notice is being sent, through electronic mode in pursuance to the Applicable Circulars to all the Members whose name appears in the Register of Members as on 18th June, 2021.

(5) Pursuant to the provisions of Section 105 of the Companies Act, a Member entitled to attend and vote at the EGM is permitted to appoint a Proxy to attend and vote on his / her behalf and the Proxy need not be a Member of the Company. Members attending the EGM electronically in compliance with applicable Circulars shall not be entitled to appoint proxies on their behalf. Attendance of the members participating in the EGM through electronic means shall be counted for the purpose of quorum under Section 103 of the Companies Act.

(6) The attendance through VC/OAVM is restricted (by number – maximum 1000; and by time – before 30 minutes and 15 minutes after the scheduled time of the meeting) and hence members will be allowed on first come first serve basis. However, attendance of Members holding more than 2% of the shares of the Company, Institutional Investors as on 18th June, 2021 and Directors and Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, the Stakeholders Relationship Committee and Auditors will not be restricted on first come first serve basis.

(7) Pursuant to the provisions of Section 113 of the Companies Act, Institutional / Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on enotices@linkintime.co.in, with a copy marked to instameet@linkintime.co.in from their registered Email ID, a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.

(8) In line with the MCA Circulars and the SEBI Circular, the Notice calling the EGM has been uploaded on the website of the Company at www.lichousing.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of Link Intime i.e. https://instavote.linkintime.co.in

(9) Members who are shareholders as on 18th June, 2021 can join the EGM 30 minutes before the commencement of the EGM i.e at 11:00 A.M. and 15 minutes after the scheduled time of the meeting by following the procedure mentioned in this Notice.

(10) In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice of the Company is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participant (DP) in respect of shares held in electronic form and made available to the Company by the Depositories. Considering the difficulties caused due to the Covid-19 pandemic, MCA and SEBI have dispensed with the requirement of printing and sending physical copies of the Notice of this Meeting and the notice will be sent via email, to all those members who have registered their email ids with the Company or the Registrar and Transfer Agent or the Depositories or the Depository Participants as on 18th June, 2021.However, as matter of a good corporate governance practice, the Company would be dispatching the physical notice of this meeting to the registered addresses of all those members whose e-mail IDs are not updated with the Company on 18th June, 2021. Although, as per the provisions of Section 101 (4) of the Companies Act, 2013, any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

(11) The Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of Item No. 1 of the Notice being a special business convening the Meeting is annexed hereto.

(12) Members who have not registered their E-mail address so far, are requested to register their e-mail for receiving all communication including Notices etc. from the Company electronically. Members can do this by updating their email addresses with their depository participants.

Registration of E-mail ID:

(a) In case, the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent / Depositories, log in details for e-voting are being sent on the registered email address.

(b) In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate, the following instructions to be followed:

(i) Kindly log in to the website of the RTA, namely, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. OR

(ii) In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

(iii) Alternatively, Members may send an e-mail request to the email id: enotices@linkintime.co.in along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in the case of physical folio.

(13) In terms of the provisions of Section 107 of the Companies Act, 2013, since the voting on resolutions as set out in this Notice, are being conducted through e-voting, the said resolutions will not be decided on a show of hands at the Meeting.

(14) Corporate Members intending to nominate their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the Meeting to enotices@linkintime.co.in with the subject line "Corporate Nomination for EGM".

(15) As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's RTA on enotices@linkintime.co.in.

(16) 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.

(17) Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form shall submit their PAN details to the Company or to the Registrar and Share Transfer Agent. 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.

(18) Instructions for e-voting and joining the Extraordinary General Meeting are as follows:

A. VOTING THROUGH ELECTRONIC MEANS

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements), 2015 ("Listing Regulations"), the Company is pleased to provide Members, the facility to exercise their vote at the EGM 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 EGM ("remote e-voting") will be provided by Link Intime India Private Limited [hereinafter referred to as the 'Registrar & Share Transfer Agent ("RTA")]. The remote-e-voting period commences on at 16th July, 2021, 10:00 a.m (IST) and ends on 18th July, 2021,05:00 p.m (IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form as on 18th June, 2021(hereinafter called as "Cut-off Date"), may cast their vote electronically.

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

E-Voting procedure/Instructions:

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in demat mode with CDSL	• Existing user of who have opted for EASI/ EASIEST, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to EASI / EASIEST are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of EASI/ EASIEST the user will also be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for EASI / EASIEST, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing DEMAT Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in Physical mode &evoting service Provider is LINKINTIME.	1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in ➢ Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: **A. User ID:** Shareholders/ Members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company. **B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. **C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) **D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company. • Shareholders/ Members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above ➢ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@ ! # $ &*), at least one numeral, at least one alphabet and at least one capital letter). ➢ Click "confirm" (Your password is now generated). 2. Click on 'Login' under **'SHARE HOLDER'** tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'.** 4. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link). 7. After selecting the desired option i.e. Favour / Against, click on **'Submit'.** A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes',** else to change your vote, click on 'No' and accordingly modify your vote.

Institutional shareholders:

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

Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME, have forgotten the password:

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- Enter **User ID,** select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **'Submit'.**
  - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
  - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
  - The password should contain minimum 8 characters, at least one special character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Shareholders/ Members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, Shareholders/ Members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case Shareholders/ Members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders &e-voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at https://instavote.linkintime.co.in, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

B. **INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO ATTEND THE EXTRAORDINARY GENERAL MEETING THROUGH INSTAMEET:**

Instructions for Shareholders/Members to attend the Extraordinary General Meeting through InstaMeet (VC/OAVM) are as under:

1) Shareholders/Members are entitled to attend the EGM through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Extraordinary General Meeting through VC/OAVM shall open 30 minutes before the time scheduled for the EGM Meeting and 15 minutes after the scheduled time of the meeting, will be available to the Members on first come first serve basis.

2) Shareholders/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 EGM Meeting. Shareholders/ Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of firstcome-first serve basis. Members can log in and join 30 minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1000 members only.

3) Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Extraordinary General Meeting as under:

i. Open the internet browser and launch the URL for InstaMeet<> and register with your following details:
   a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
   b. PAN: Enter your 10 digit Permanent Account Number (PAN)
   c. Mobile No.
   d. Email ID

ii. Click “Go to Meeting”

Note:

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ 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 Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

In case the Shareholders/Members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call on: - Tel : 011 – 49411000 InstaMeet Support Desk, Link Intime India Private Limited

C. **INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO REGISTER THEMSELVES AS SPEAKERS DURING EXTRAORDINARY GENERAL MEETING:**

Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at enotices@linkintime.co.in from 15th July, 2021,10.00 A.M to 18th July, 2021, 4.00 P.M (preferably one day or 24 hrs. prior to the date of EGM). The caption/subject of the email may please be mentioned as *“Speaker for EGM_<DP ID>_<Client ID>”.*The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM. Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name, DEMAT account number/folio number, email id, mobile number at instavote.linkintime.co.in.The same will be replied by the company suitably.

Note: Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Extraordinary General Meeting. Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

D. INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO VOTE DURING THE EXTRAORDINARY GENERAL MEETING 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 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: Shareholders/ Members, who will be present in the EGM 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. Shareholders/ Members who have voted through Remote e-Voting prior to the Extraordinary General Meeting will be eligible to attend/participate in the Extraordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting. In case the Shareholders/Members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or call on: - Tel : 022 – 22178600/ 22178700 InstaMeet Support Desk, Link Intime India Private Limited. All other information and content as set out in the EGM Notice dated 24th June, 2021 including the resolutions to be considered thereat remain unchanged. Members may note that the Notice will also be available on the Company's website www.lichousing.com, Link Intime India Private Limited's website https://instavote.linkintime.co.in; websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at www.nseindia.com and www.bseindia.com respectively.

Appeal to Shareholders:

(i) DEMAT

Pursuant to SEBI notification dated June 8, 2018, transfer of shares in physical mode is prohibited and mandated holding of shares in DEMAT, except in case of transmission or transposition. Accordingly, Members are requested to convert 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 16th July, 2021 10.00 AM ISTand ends on 18th July, 2021 05.00 Pm IST (both days inclusive). During this period, Members holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited thereafter. Please note that once the vote on a resolution has been 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 as on 18th June, 2021.

(iii) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or of voting at the EGM.

(iv) Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of this Notice of the Extraordinary General Meeting and holds shares as on the cut-off date i.e. 18th June, 2021, may obtain the login id and password by sending a request at insta.vote@linkintime.co.in or call on 022-49186000.

(v) Shri P. S. Gupchup, Practicing Company Secretary, Mumbai (Membership No.: ACS 4631and Certificate of Practice No.:9900) has been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process, in a fair and transparent manner.

(vi) The Scrutinizer shall immediately after the conclusion of voting at the Extraordinary General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through e-voting in the presence of atleast 2 (two) witnesses not in the employment of the Company.

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

(viii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website viz., www.lichousing.com and shall be communicated to the Stock Exchanges where the Company's equity shares are listed and on the website of LIIPL.

(ix) The resolutions shall be deemed to be passed as at the date of the Extraordinary General Meeting 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 EGM for viewing the documents.

(xi) All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to enotices@linkintime.co.in with subject line 'Inspection of EGM 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 EGM on the website of the service provider https://instameet.linkintime.co.in Shareholder would be able to view documents under the "Inspection of Documents" section of the Service providers portal after entering their login credentials. This notice will also be available on the Company's website www.lichousing.com for download.

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

THIS EXPLANATORY STATEMENT MAY ALSO BE REGARDED AS A DISCLOSURE UNDER REGULATION 27 OF THE SEBI (LODR) REGULATIONS, 2015, REGULATION 163 OF THE SEBI (ICDR) REGULATIONS, 2018 AND THE SECRETARIAL STANDARD - 2.

Item No. 1 - Issuance of Equity Shares through Preferential allotment on Private Placement Basis to the Promoters

The present authorized capital of the Company is Rs.150.00 crore and the Issued and Paid-up Capital of the Company as on the date of this notice is Rs. 100.99 crore divided in to 50,46,63,000 Equity shares of Re.2/- each. A housing finance company requires adequate capital not only to meet the needs of growing business, but also to meet the applicable regulatory requirements. As business grows, capital requires to be augmented. The objective of every commercial enterprise is to grow. Added to the economic and regulatory factors, innovative, technological, new digitized business methods are to be introduced and such methods to be not only updated, but also have to be upgraded from time to time. The Company expects to continue its growth trajectory in medium to long-term. Availability of adequate capital is one of the key requirements for achieving this feat. Apart from augmenting lending capabilities for the Company, higher capital requirement is also necessitated to comply with the capital requirements prescribed by its Regulator namely the Reserve Bank of India (RBI), funding investments in Infrastructure and Technology to expand reach, enhance customer experience and augmenting processes and controls. Members may note that the Company is undertaking an issue and allotment of certain equity shares, the proceeds of which will be primarily used to meet the needs of the growing business of the Company, including long term capital requirements for pursuing growth plans, to increase the capacity of the Company to lend, and for general corporate purposes. Accordingly, the Board of Directors of the Company (the "Board") had pursuant to its resolution passed on 15thJune, 2021, subject to the consent of the members, approved the issue and allotment of up to 4,54,00,000 equity shares of Re.2/- (Rupees Two only) face value ("Shares") at an issue price of Rs. 514.25/- (Rupees Five hundred and fourteen and twenty five paisa only) [Rounded off to two decimal places] for a consideration not exceeding an aggregate amount of Rs.23,34,69,50,000/- (Rupees Two Thousand three hundred and thirty four crore sixty nine lakh fifty thousand only) each (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations")) as on the relevant date to investor i.e. 18th June, 2021 in terms of ICDR Regulations ("Investors") in the manner as recorded by the Board ("Preferential Allotment"). In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 and Regulation 160 of the ICDR Regulations, approval of the members by way of a special resolution is required to issue the Shares on preferential basis.

The relevant details and other material facts in connection thereto are provided hereunder:

1. Objects of the preferential issue:

   The Company is undertaking an issue and allotment of certain equity shares, the proceeds of which will be primarily used to meet the needs of the growing business of the Company, including long term capital requirements for pursuing growth plans, to increase the capacity of the Company to lend, and for general corporate purposes.

2. Size of the preferential issue

   The Company proposes to offer, issue and allot, by way of a preferential issue, up to 4,54,00,000 equity shares of Rs. 2/- (Rupees Two only) face value ("Shares") at an issue price of Rs. 514.25/- (Rupees Five hundred and fourteen and twenty five paisa only) [Rounded off to two decimal places] for a consideration not exceeding an aggregate amount of Rs.23,34,69,50,000/- (Rupees Two Thousand three hundred and thirty four crore sixty nine lakh fifty thousand only).

3. Price of the preferential issue

   The Company proposes to offer, issue and allot Shares each at an issue price of Rs. 514.25/- (Rupees Five hundred and fourteen and twenty five paisa only) [Rounded off to two decimal places] each (as determined by the Board in accordance with the pricing guidelines prescribed under the SEBI (ICDR) Regulations, 2018).

4. Basis on which the price of the preferential issue has been arrived at

The equity shares of the Company are listed on the BSE Limited ("BSE") , the National Stock Exchange of India Limited ("NSE") (NSE together with BSE shall hereinafter be referred to as the "Stock Exchanges") and at the Luxembourg Stock Exchange (MTF Platform). The equity shares are frequently traded and the share prices on National Stock Exchange (NSE) being the stock exchange with higher trading volumes for the said period, have been considered for arriving at floor price of the shares to be allotted under the Preferential Allotment to the Investors in accordance with the SEBI (ICDR) Regulations, 2018. The price per Share has been arrived at in accordance with the pricing guidelines prescribed under Regulation164(1) of Chapter V of the ICDR Regulations.

Re-computation of Issue Price:

Since the Company's equity shares are frequently traded and have been listed on a recognised Stock Exchange for more than 26 weeks prior to the Relevant Date, there is no need for the Company to re-compute the price of equity shares to be issued and therefore, the Company is not required to submit the undertakings specified under the relevant provisions of the SEBI ICDR Regulations.

5. Relevant date with reference to which the price has been arrived at

The relevant date as per the relevant provisions of Chapter V of the ICDR Regulations, for the determination of the said issue price for the Shares is 18th June, 2021.

6. The class or classes of persons to whom the allotment is proposed to be made

The Shares pursuant to the preferential issue shall be allotted to the following Investor in the manner as recorded below:

Name of Allottee	Permanent Account Number (PAN)	No. of Shares	Subscription Amount (in Rs.)
Life Insurance Corporation of India	AAACL0582H	4,54,00,000	Rs.23,34,69,50,000/-

7. Intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the preferential issue.

Life Insurance Corporation of India, promoter, would be subscribing to the proposed issue. None of the key management personnel intend to subscribe to this offer.

8. Proposed time for completion of Preferential Allotment

The Company will complete the allotment pursuant to this preferential issue within a period of 15 (fifteen) days from the date when the shareholders' resolution approving this Preferential Allotment is passed. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

9. Names of the proposed allottee and the percentage of post preferential issue capital that may be held by them

The names of the Investor together with their post issue capital held with them will be as set out below:

Name of Investor	Permanent Account Number (PAN)	Post-issue capital held (in %)
Life Insurance Corporation of India	AAACL0582H	45.24%

10. Change in control if any, in the Company that would occur consequent to the preferential issue

There will be no change in control of the Company pursuant to the Preferential Allotment.

11. The number of persons to whom allotment on a preferential basis has been made during the year, in terms of number of securities as well as the price

During the Current Financial Year 2021-22, no allotment of securities on preferential basis has been made by the Company.

12. Pre and Post-Issue Shareholding Pattern The Pre and Post-Issue Shareholding Pattern of the Company is set out below:

Sr. No.	Category	Pre-Issue (18.06.2021)		Post Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A.	**Promoter Holding**				
1.	Indian	203442495	40.31	248842495	45.24
	Individual	0	0.00	0	0.00
	Bodies Corporate	0	0.00	0	0.00
Sub-total (1)		**203442495**	**40.31**	**248842495**	**45.24**
2.	Foreign Promoters	0	0.00	0	0.00
Sub-total (2)		0	0.00	0	0.00
Total (A) (1 + 2)		**203442495**	**40.31**	**248842495**	**45.24**

B.	Non-Promoter Holding				
1.	Institutional Investors	151589395	30.04	151589395	27.56
2.	Non- Institutional Investors	50457944	10.00	50457944	9.17
(i)	Private Corporate Bodies	99172366	19.65	99172366	18.03
(ii)	Directors and relatives	800	0.00	800	0.00
(iii)	Others	0	0.00	0	0.00
Total (B)		**301220505**	**59.69**	**301220505**	**54.76**
Grand Total (A+B)		**504663000**	**100.00**	**550063000**	**100.00**

13. Identity of the natural persons who are the ultimate beneficial owners of the Shares proposed to be allotted and / or who ultimately control the Investors

In terms of Regulation 163(1)(f) of the SEBI (ICDR) Regulation, 2018, this disclosure is not applicable to the Investors subscribing to this preferential issue as the Investor is an insurance corporation registered with the Insurance Regulatory and Development Authority of India ("IRDAI").

14. Contribution being made by the promoters or directors either as part of the preferential issue or separately in furtherance of objects

The entire contribution is being made by promoters of the Company namely LIC of India, as part of the preferential issue. No director of the Company is making any contribution in their respective individual capacities.

15. Auditors' certificate

A certificate from the Joint Statutory Auditors of the Company namely M. P. Chitale & Co. Chartered Accountants (Firm Regn. No.101851W) and Gokhale & Sathe , Chartered Accountants (Firm Regn. No.103264W), as required under the SEBI (ICDR) Regulations, 2018, shall be made available on the day of the EGM on the website of the Company viz www.lichousing.com.

16. Lock-in requirements

The Shares allotted pursuant to the preferential issue will be subject to applicable lock-in and transfer restrictions in accordance with the SEBI (ICDR) Regulations, 2018.

17. Other disclosures

(a) Report of a Registered Valuer under provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, is not required for the allotment of Shares.

(b) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Shares is for a cash consideration.

(c) Principle terms of assets charged as securities : NA

18. Undertakings

(a) Neither the Company nor any of its Promoters or Directors is a wilful defaulter.

(b) Neither the Company nor any of its Promoters or Directors is a fugitive economic offender as defined under the SEBI (ICDR) Regulations, 2018.

(c) The equity shares of the Company have been listed for a period of more than twenty six weeks as on the relevant date, the provisions of Regulation 164(3) of the SEBI (ICDR) Regulations, 2018, governing re-computation of the price of shares shall not be applicable.

(d) The Company shall re-compute the price of the relevant shares to be allotted under the Preferential Allotment in terms of the provisions of the SEBI (ICDR) Regulations, 2018, where it is required to do so.

(e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the relevant shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottee.

(f) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the SEBI (LODR) Regulations, 2015, as amended and circulars and notifications issued by the SEBI thereunder.

The proposed offer is in the interests of the Company and the Board recommend the passing of the Special Resolution, as set forth in Item No.1 of this Notice for approval by the Members of the Company. Save as aforesaid, except for the Nominee Directors of the Company being persons in the employment with the Promoter entity namely LIC, of India being interested as such in this resolution, none of the other Directors and Key Managerial Personnel, except for the MD & CEO who being a nominee of the Promoter entity namely LIC of India is interested in this resolution, of the Company and their relatives in any way are concerned or interested, financially or otherwise, in passing the resolution set out at Item No. 1. A copy of the aforementioned documents are available for inspection by members during working hours at the registered office of the Company and electronically until the date of the EGM.

By Order of the Board of Directors
Sd/-
NITIN K. JAGE
General Manager (Taxation) &
Company Secretary
Membership No.: 8084

Date: 24th June, 2021
Registered Office:
Bombay Life Building, 2nd Floor,
45/47, Veer Nariman Road, Fort,
Mumbai - 400 001.
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