LIC HFL
LIC HOUSING FINANCE LTD

30th May, 2023

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: Submission of Annual Secretarial Compliance Report under regulation 24A of SEBI (LODR) Regulations, 2015 for the year ended March 31, 2023

Pursuant to regulation 24A of SEBI (LODR) Regulation, 2015 herewith submitting Annual Secretarial Compliance Report for the year ended 31st March, 2023.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,
For LIC Housing Finance Limited

Company Secretary &
Compliance Officer

LIC HOUSING FINANCE LTD. CORPORATE OFFICE MUMBAI

VARSHA CHANDAR HARDASANI
Digitally signed by VARSHA CHANDAR HARDASANI
Date: 2023.05.30 14:47:57 +05'30'

C.C.:
(1) The Luxembourg Stock Exchange, 11, Avenue de la Porte-Neuve, L-2011 Luxembourg, G. D. LUXEMBOURG.

N L BHATIA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

Tel. : 91-022-2510 0718
Tel. : 91-022-2510 0698
E-mail : navnitlb@hotmail.com
brupadhyay@hotmail.com
Website : www.nlba.in

To,
The Board of Directors,
LIC Housing Finance Limited
Bombay Life Building, 2nd Floor,
45/47, Veer Nariman Road,
Mumbai- 400001

Dear Sir/ Madam,

Sub: Annual Secretarial Compliance Report for the financial year 2022-23

We have been engaged by **LIC Housing Finance Limited**, (hereinafter referred to as the Company') bearing CIN: L65922MH1989PLC052257, whose equity shares were listed on National Stock Exchange of India Limited, BSE Limited and Luxembourg Stock Exchange (on Multilateral Trading Facility Platform) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 along with BSE & NSE vide Notice no. 20230315-41 and Circular Reference No. NSE/CML/ 2023/21 dated March 16, 2023, respectively, and to issue Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all applicable regulations, circulars and guidelines issued by the Securities and Exchange Board of India (SEBI) from time to time, and to ensure that the systems are adequate and effective.

Our responsibility is to verify compliances by the Company with provisions of all applicable regulations, circulars and guidelines issued by SEBI from time to time and issue a report thereon.

Our audit was conducted in accordance with guidance note on "Annual Secretarial Compliance Report" and the auditing standards issued by the Institute of Company Secretaries of India (ICSI) and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. The Annual Secretarial Compliance Report is enclosed as Annexure.

Date: May 29, 2023
Place: Mumbai

For N. L. Bhatia & Associates
Company Secretaries
UIN: P1996MH055800
P/R No.: 700/2020

Bharat Upadhyay
Partner
FCS: 5436
CP. No. 4457
UDIN: F005436E000409906

Address : 507, Skyline Wealth Space, 5th Floor, C2 Wing, Skyline Oasis Complex, Premier Road, Near Vidyavihar Station, Ghatkopar (W), Mumbai - 400 086.

N L BHATIA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

Tel. : 91-022-2510 0718
Tel. : 91-022-2510 0698
E-mail : navnitlb@hotmail.com
brupadhyay@hotmail.com
Website : www.nlba.in

Secretarial Compliance Report of LIC HOUSING FINANCE LIMITED
For the year ended March 31, 2023

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **LIC Housing Finance Limited,**(hereinafter referred as 'the listed entity'), having its Registered Office at "Bombay Life Building, 2nd Floor, 45/47, Veer Nariman Road, Mumbai- 400001. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon. Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter

We, M/s. N L Bhatia & Associates, Practising Company Secretaries have examined:

a) all the documents and records made available to us and explanation provided by **LIC Housing Finance Limited ("the Listed Entity")**;

b) the filings/ submissions made by the Company to the stock exchanges;

c) website (https://www.lichousing.com/) of the Company;

d) any other document/ filing, as may be relevant, which has been relied upon to make this certification

For the year ended March 31, 2023, in respect of compliance with the provisions of:

a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars and guidelines issued thereunder; and

b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars and guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, includes: -

- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;

Address : 507, Skyline Wealth Space, 5th Floor, C2 Wing, Skyline Oasis Complex, Premier Road, Near Vidyavihar Station, Ghatkopar (W), Mumbai - 400 086.

- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended;
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; to the extent applicable on the Company
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable**

and Circulars/ Guidelines Issued thereunder

and based on the above examination, I/ We hereby report that, during the review period :

a) The Company has complied with the provisions of the above regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory/Clarification/Fine/ Show Cause Notice/ Warning, etc.)	Details of violation	Fine Amount	Observations/ remarks of the Practising Company Secretary, if any.	Management Response	Remarks
1	SEBI (LODR) Regulations, 2015	Regulation 57(1)	Non-submission	National Stock Exchange of India	Show Cause Notice	Non-Submission of certificate to the stock exchange	83,780	The Company has duly replied to such SCN and has paid the	Application of Waiver is filed with the Nation	

						within one working day of the interest or dividend or principal becoming due regarding status of payment in case of non-convertible securities		fine and made an application for waiver of Penalty.	al Stock Exchange of India Limited.	
2	SEBI (LODR) Regulations, 2015	Regulation 60 (2)	Non-Compliance of giving notice in advance	National Stock Exchange of India	Show Cause Notices dated 30th August, 2023 and 27th September, 2022	Non-Compliance of intimation of record date to recognizer stock exchange as prescribed	11,800	The Company has duly replied to such SCN and has paid the fine and made an application for waiver of Penalty.	Application of Waiver is filed with the National Stock Exchange of India Limited.	
3	SEBI (LODR) Regulations, 2015	Regulation 52(7)/ (7A)	Non-Submission of Statement of Deviation	National Stock Exchange of India	Show Cause Notice	Non-submission of quarterly Statement of Deviation	12,980	The Company has duly replied to such SCN and has paid the fine and made an application for waiver of Penalty.	Application of Waiver is filed with the National Stock Exchange of India Limited.	
4	SEBI (LODR)	Regulation	Non-Complian	National	Show Cause	Non-Complianc	5,39,900 each	The Company	Application of	

	Regulations, 2015	17(1)	ce	Stock Exchange of India & BSE Limited	Notice	e with the provisions of composition of Board of Directors		has duly replied to such SCN and has paid the fines imposed by NSE and BSE and made an application for waiver of Penalty.	Waiver is filed with the National Stock Exchange of India Limited.	
5	SEBI (LODR) Regulations, 2015	Regulation 50 (1)	Non-Compliance	National Stock Exchange of India	Show Cause Notice	Non-Compliance with the provisions of prior intimation to Stock Exchange	2360	The Company has duly replied to such SCN and has paid the fine imposed by NSE and made an application for waiver of Penalty.	Application of Waiver is filed with the National Stock Exchange of India Limited.	

b) The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory/ Clarification/Fine/Show Cause Notice/ Warning, etc.)	Details of violation	Fine Amount	Observations/ remarks of the Practising Company Secretary, if any.	Management Response	Remarks
-	-	-	-	-	-	-	-	-	-	-

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr No.	Particulars	Compliance status (Yes/No/ NA)	Observation / Remarks by PCS
1.			
	i. if the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	There is no instance of resignation of statutory auditors from the Company. Hence, disclosures in such respect are not applicable to the Company. However, M/s. Gokhale & Sathe, Chartered Accountants, Mumbai (Firm Registration No.: 103264W) and M/s. M. P. Chitale & Co., Chartered Accountants, Mumbai (Firm Registration No.: 101851W), Joint Statutory Auditors of the Company demitted their office as Joint Statutory Auditor due to completion of the stipulated tenure of three years, pursuant to the Reserve Bank of India (RBI) guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated 27th April 2021
2.			
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and	NA	There is no instance of resignation of statutory auditors from the Company and its material subsidiaries. Hence, disclosures in such respect, are not applicable to the Company.

	immediately without specifically waiting for the quarterly Audit Committee meetings. **b.** In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable. **c.** The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. **ii.** Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	NA	There is no instance of resignation of statutory auditors from the Company and its material subsidiaries. Hence, disclosures in such respect are not applicable to the Company.

c) We hereby report that, during the review period the compliance status of the listed entity is appended as below

Sr No.	Particulars	Compliance status (Yes/ No/ NA)	Observation / Remarks by PCS

1.	**Secretarial Standard** The compliances of listed entities are in accordance with the Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	The Company has duly complied with the SS issued by ICSI.
2.	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the **approval** of board of directors of the listed entities • All the policies are in **conformity** with SEBI Regulations and has been **reviewed** & timely **updated** as per the regulations / circulars / guidelines issued by SEBI	Yes	The Company has updated all applicable policies under SEBI Regulations and the same are in conformity with SEBI Regulations and has been reviewed.
3.	**Maintenance and disclosures on Website:** •The Listed entity is maintaining a **functional** website •Timely **dissemination** of the **documents/ information** under a separate section on the website • **Web-links** provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s) / section of the website.	Yes	The Company have maintained fully functional website at https://www.lichousing.com.
4.	**Disqualification of Director:** None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.
5.	**To examine details related to Subsidiaries of listed entities:** (a) **Identification** of material subsidiary companies. (b)**Requirements** with respect to **disclosure** of material as well as other subsidiaries.	Yes	The Company has appropriately identified the material as well as other subsidiaries and proper disclosures were made with respect to disclosure of material as well as other subsidiaries.
6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR	Yes	The Company has complied with the SEBI Regulations for preserving and maintaining records

	Regulations, 2015		as prescribed and has duly in place the said policy.
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the **start** of every financial year as prescribed in SEBI Regulations.	Yes	The Company has duly conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year.
8.	**Related Party Transactions:** (a) The listed entity has obtained **prior approval** of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently **approved/ ratified/ rejected** by the Audit committee.	Yes	The Company has obtained prior approval of Audit Committee for all Related party transactions
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.	Yes	The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	The Company has duly complied with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.

11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under.	Yes	The National Stock Exchange of India Limited & BSE Limited has imposed fines for various non-compliances by the Company as stated under part 'a' of this report.
12.	**Additional Non-compliances, if any:** No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	NA

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: May 29, 2023
Place: Mumbai

For N. L. Bhatia & Associates
Company Secretaries
UIN: P1996MH055800
P/R No.: 700/2020

Bharat Upadhyay
Partner
FCS: 5436
CP. No. 4457
UDIN: F005436E000409906