LIC HOUSING FINANCE LIMITED

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

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 to the Members of LIC Housing Finance Limited to accord through Postal Ballot their approval to the following resolution:

The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the company for receipt of duly completed postal ballot forms or e-voting.

Special Business:

ITEM NO.1 - ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION:

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

"RESOLVED THAT, pursuant to provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules prescribed thereunder (including any statutory modification or re-enactment thereof for the time being in force), the new set of Articles of Association of the Company which are available for public inspection at the Registered Office of the Company and on the Company's website; as refereed to in the Explanatory Statement annexed hereto be and is hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company."

RESOLVED FURTHER THAT Mr. Nitin K. Jage, General Manager (Taxation) & Company Secretary be and is hereby authorised to do all such acts, deeds and things as may be required to give effect to the above resolution."

By Order of the Board
For LIC Housing Finance Limited

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

Place: Mumbai
Date : 16th January, 2016

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rules made thereunder setting out material facts concerning the Resolution is annexed hereto.
2. The Board of Directors at its meeting held on 16th January, 2016 has appointed Shri P. S. Gupchup, Practicing Company Secretary, Mumbai (ACS 4631 and CP 9900), to act as Scrutinizer for conducting Postal Ballot in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / list of beneficial ownership maintained by the Depositories namely, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Friday, 22nd January, 2016.
4. In accordance with Regulation 44 of the Listing Regulations, Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.
5. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those members who have registered their email address with the Company, in respect of shares held in physical form or with their Depository Participant(s) (DP) in respect of shares held in electronic form and made available to the Company by the Depositories. Members who have not registered their email address will receive this Postal Ballot Notice alongwith the Postal Ballot Form through Post.
6. Kindly note that the Members can opt for only one mode of voting i.e., either by physical postal ballot or e-voting. If the Members opt for e-voting, then they should not vote by physical postal ballot and vice versa. However, in case Members

cast their vote both by physical postal ballot and e-voting, then voting done through e-voting shall prevail and voting done by physical postal ballot will be treated as invalid.

7. In case a Member is desirous of obtaining Postal Ballot in printed form or duplicate one, then Member may write to the Registrar and Transfer Agent (R&T) or send an e-mail to **investor@sharexindia.com**. R&T shall forward the same alongwith self addressed pre-paid postage Business Reply Envelope to the Member.

8. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection to the Members at the Registered Office of the Company between 10.00 a. m. to 12.00 noon on all working days except Saturdays, Sundays and National Holidays from the date hereof upto Thursday, 3rd March, 2016.

9. The Postal Ballot Notice is also being published in Business Standard and Sakal, Mumbai publication and the same has been uploaded on the Company's website viz., www.lichousing.com and www.cdsliindia.com.

10. Voting rights of the Members shall be in proportion to their shares in the total paid up equity capital of the Company as on 22nd January, 2016. A person who is not a Member as on the cut-off date should treat this notice for information purposes only.

11. In terms of clause 16.6.3 of Secretarial Standard-2, the Resolution, shall be deemed to have been passed on the last date specified by the company for receipt of duly completed postal ballot forms or e-voting i.e. Thursday, 3rd March, 2016, in the event, the draft Resolution is assented to by the requisite majority of shareholders.

12. The duly completed Postal Ballot form should reach the Scrutinizer not later than 5.00 p.m. on 3rd March, 2016 to be eligible for being considered, failing with it will be treated as it no reply has been received from the member.

13. The Scrutinizer will submit his report to the Chairman or Company Secretary after completion of the scrutiny and the result of the Postal Ballot will be announced on or before Tuesday, 8th March, 2016 at 3.00 p.m. at the Corporate Office of the Company. The result of the Postal Ballot alongwith the Scrutinizer's Report will also be displayed on the Company's website www.lichousing.com and shall be communicated to the Stock Exchanges where the Company's equity shares are the listed.

14. Incomplete, unsigned or incorrect Postal Ballot form will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot form will be final and binding.

15. Instructions for voting

Voting Through Electronic Means

In compliance with the provisions of Regulation 44 of the Listing Regulations, Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility as an option to all its Members to enable them to exercise the right to vote on all matters listed in this Notice by electronic means.

For this purpose, the company has entered into an agreement with CDSL for facilitating e-voting.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on Wednesday, 3rd February, 2016 (10.00 a.m.) and ends on Thursday, 3rd March, 2016 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 22nd January, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next, enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in CAPITAL and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in DD/MM/YYYY format) as recorded in your demat account or in the Company's records in order to login. • If both the details are not recorded with Depository or Company, please enter the Member ID / Folio No. in the Dividend Bank details field as mentioned in instructions (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu where in they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat account holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

(xi) Click on the EVSN for the relevant LIC Housing Finance Limited on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Note for Non–Individual Shareholders and Custodians**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log into www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of Members receiving the Notice by Post (physical copy):

(A) Please follow all steps from sl. no.(i) to sl. no. (xvii) above to cast e-vote.

(B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instructions:

- The e-voting period will commence on Wednesday, 3rd February, 2016 (10.00 a.m.) and ends on Thursday, 3rd March, 2016 (5.00 p.m.) (both days inclusive). During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 22nd January, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Please note that once the vote on a resolution has been casted, the Members cannot change it subsequently.
- The Scrutinizer will submit his report to the Chairman or Company Secretary after completion of the scrutiny and the results shall be declared by the Chairman of the Company on or before Tuesday, 8th March, 2016 at the Corporate office of the Company at 131 Maker Tower, "F" Premises, 13th Floor, Cuffe Parade, Mumbai – 400 005. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website viz., www.lichousing.com, on the website of Stock Exchanges and on the website of CDSL.

VOTING THROUGH PHYSICAL POSTAL BALLOT FORM

- Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Postal Ballot Form. A Member desiring to exercise his/her vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed pre-paid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot Form by courier or registered post or delivers it in person at his expense, such Postal Ballot Forms will also be accepted.
- The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self- addressed pre-paid postage Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on Thursday, 3rd March, 2016. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted / accepted.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The existing Articles of Association were based on the Companies Act, 1956 and several clauses / regulations in the existing Articles contain references to specific sections of the Companies Act, 1956 and which are no longer in force. The Existing regulations of the Articles of Association are being replaced by the new set of regulations and be adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013.

While some of the Articles of existing Articles of Association of the Company require alteration or deletions, certain provisions of existing Articles of Association have been simplified by providing reference to relevant Sections to the Companies Act, 2013 and the Rules made there under.

Consent of the shareholders by way of passing a Special Resolution is required in this regard. The entire set of proposed Articles of Association is available on the website of the Company i.e. www.lichousing.com.

The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the Corporate Office of the Company during working hours.

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

The Directors recommend the aforesaid resolution for approval by the members as a Special Resolution.

All documents referred to in the accompanying Notice and Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection at the Registered Office of the company during working hours on all working days from date of dispatch of the Notice, up to the last date of voting.

By Order of the Board
For LIC Housing Finance Limited

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

Place: Mumbai
Date : 16th January, 2016

Registered Office:
Bombay Life Building, 2nd Floor,
45/47, Veer Nariman Road, Mumbai - 400 001.
CIN : L65922MH1989PLC052257
Website: www.lichousing.com
Phone No.: +91 22 22178600/700
Fax No.: +91 22 22178777
E-mail: nitin_jage@lichousing.com

LIC HOUSING FINANCE LIMITED

CIN: L65922MH1989PLC052257
Registered Office: Bombay Life Building, 2nd Floor, 45/47, Veer Nariman Road, Mumbai–400 001.
Corporate Office: 131 Maker Tower, 'F' Premises, 13th Floor, Cuffe Parade, Mumbai–400 005.
Website: www.lichousing.com Email: lichousing@lichousing.com

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company) 004031

1. Name and Address of the Members : NATIONAL SECURITIES CLEARING C
EXCHANGE PLAZA,
BANDRA KURLA COMPLEX,
BANDRA - EAST
MUMBAI 400051

2. Name(s) of Joint Members :

3. Registered Folio No. / DPID /Client ID* (*applicable only to Members holding shares in demat form) : LH-IN300079-10007637

4. Number of equity share(s) held : (*********3000)

5. I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot in respect of the business stated in the Postal Ballot Notice of the Company dated 16th January, 2016 by conveying my / our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate box below:

Sr. No.	Description of the business set out in the Postal Ballot Notice dated 16th January, 2016	No. of Equity Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To consider and adopt new set of Articles of Association in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.			

Place :
Date :

(Signature of the Members)

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	PAN/Sequence Number
160125003	IN300079 10007637	AAACN2642L

E-mail address:_____
(To be provided by the Members holding equity shares in physical form.)

Note: Please read the instructions given overleaf and in the Notes to the Postal Ballot Notice dated 16th January, 2016, carefully before exercising your vote.

Instructions for filling Postal Ballot Form:

I) A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the self-addressed pre-paid postage Business Reply Envelope send herewith. Postage charges will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.

ii) This Form should be completed and signed by the Members (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Members and in his / her absence, by the next named Member.

iii) Duly completed and signed Postal Ballot Form should reach the Scrutinizer on or before the close of working hours on Thursday, 3rd March, 2016. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Members has not been received.

iv) There will be only one Postal Ballot Form for every folio irrespective of the number of joint holder(s). Postal Ballot cannot be exercised by a proxy.

v) In case of shares held by companies, trusts, societies etc. the duly completed Ballot Form should be accompanied by a relevant Board Resolution / Authority Letter duly certified / attested by authorized signatory/ (ies).

vi) A Member may request for a duplicate Postal ballot form, if so required. However, the duly filed in duplicate Postal Ballot Form should reach the Scrutinizer on or before the close of working hours on Thursday, 3rd March, 2016.

vii) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self–addressed pre-paid postage Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be liable to acknowledge or act on the same.

viii) A Members need not cast all the votes in the same way. The voting rights of the Members shall be in proportion to their shares in the total paid up equity share capital of the Company as on 22nd January, 2016.

ix) Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding on the concerned Member and the Company.

x) The company is also offering e-voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-voting has been enumerated in the Notes to the Postal Ballot Notice dated 16th January, 2016 of the company.

xi) This Postal Ballot Form is provided for the benefit of Members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.

xii) A Member can opt for only one mode of voting, i.e. either by physical Postal Ballot or through e-voting. If a Member casts votes by both modes, then voting done through e-voting shall prevail and voting done by physical Postal Ballot will treated as invalid.

xiii) The result of the Postal Ballot shall be declared on or before Tuesday, 8th March, 2016. The result would be declared and displayed at the Corporate Office of the Company, intimated to CDSL & Stock Exchanges where the Company's equity shares are listed and displayed alongwith the Scrutinizer's Report on the Company's website www.lichousing.com.