NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF LIC HOUSING FINANCE LIMITED WILL BE HELD AT "M. C. GHIA HALL", BHOGILAL HARGOVINDAS BUILDING, 4TH FLOOR, 18 / 20 KAIKHUSHRU DUBASH MARG, BEHIND PRINCE OF WALES MUSEUM, MUMBAI – 400 001 ON TUESDAY, 19TH AUGUST, 2014 AT 3.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS : -

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2014, and the Statement of Profit and Loss Account for the financial year ended on that date together with the Directors' Report and Auditors' Report thereon.
2. To declare Dividend on Equity Shares for the financial year 2013-14.
3. To appoint a Director in place of Ms. Savita Singh, (DIN-01585328) who retires by rotation and being eligible, offers herself for re-appointment.
4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution :**

   "RESOLVED THAT pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification, or re-enactment thereof, Messrs Chokshi & Chokshi, Chartered Accountants, Mumbai (Registration No.: 101872W) and Messrs Shah Gupta & Co., Chartered Accountants, Mumbai (Registration No.:109574W), be and are hereby appointed as Joint Statutory Auditors of the Company to hold the office from the conclusion of this Twenty Fifth Annual General Meeting until the conclusion of the Twenty Sixth Annual General Meeting on a remuneration to be determined by the Board of Directors in consultation with them (plus applicable service tax), for the purpose of audit of the Company's accounts at the Corporate Office as well as at 10 Back Offices to be selected in consultation with the Joint Statutory Auditors."

   "RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to appoint in consultation with the Company's Joint Statutory Auditors any person – individual or firm qualified for appointment as Auditor or Auditors of the Company under Section 141(1) of the Companies Act, 2013, to conduct audit of the accounts at other Back Offices in India on such terms and conditions as may be mutually agreed depending upon the nature and scope of their work."

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution** for approving the limits of borrowing by the Company:-

   "RESOLVED THAT in supersession of the earlier resolution passed at the Twenty Third Annual General Meeting held on 24th July, 2012, consent of the Members of the Company be and is hereby accorded pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, including any amendment, modification, variation or re-enactment thereof and the Articles of Association of the Company, to the Board of Directors to borrow from time to time, all such sums of money as they may deem requisite, necessary or expedient, for the purpose of business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose; provided that the total amount upto which monies may be borrowed by the Board of Directors of the Company and which shall remain outstanding at any given point of time shall not exceed the sum of ₹ 2,00,000/- crore (Rupees Two Lakh Crore only) in aggregate or the limit set out by the National Housing Bank from time to time, whichever is lower".

   "RESOLVED FURTHER THAT the Board of Directors and / or Managing Director & CEO be and is hereby authorised to constitute a committee consisting of Directors or Officials of the Company and delegate the authority to the said committee to arrange or fix the terms and conditions of all such borrowings, from time to time, viz. terms as to interest, repayment, security or otherwise as it may deem fit and to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto to give effect to the aforesaid Resolution."

6. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution** for issuance of Redeemable Non-Convertible Debentures and / or other hybrid instruments on a private placement basis:

   "RESOLVED THAT in terms of the provision of Section 42 and other applicable provisions, if any, of the Companies Act, 2013, the Housing Finance Companies issuance of Non-Convertible Debentures on a private placement basis (NHB) Directions, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Simplified Listing Agreement for Debt Securities, including any amendment, modification, variation or re-enactment to any of the forgoing and other applicable guidelines, directions or laws, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee duly constituted by the Board, from time to time, to exercise its powers conferred by this resolution), to issue Redeemable Non-Convertible Debentures (NCDs) secured or unsecured (including any NCDs that may have been issued by the Company from 1st April, 2014 till the date of this Meeting), and / or any other hybrid instruments which can be classified as being Tier II capital under the provisions of the Housing Finance Companies (NHB) Directions, 2010, for cash either at par, premium or discount to the face value, upto an aggregate amount not exceeding ₹38,000/- crore (Rupees Thirty Eight Thousand Crore only) under one or more shelf disclosure document (including any shelf disclosure document as may have already been approved and issued by the Company) and / or under one or more letters of offer as may be issued by the Company, and in one or more series / tranches, during a period of one year commencing from the date of this Meeting, on a private placement basis and on such terms and conditions as the Board may deem fit and appropriate for each series / tranche, as the case may be."

   "RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with

power to settle all questions, difficulties or doubts that may arise with regard to the said matter as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee of Directors and / or Director(s) and / or Officer(s) of the Company, to give effect to this resolution."

7. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution** for alteration of Articles of Association:

   "RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any modification or re-enactment thereof), the Articles of Association of the Company be and are hereby altered in the following manner:

   i) By substituting the following new Article No.112(b) in place of the existing Article No.112(b) :

      In Article 112(b) the sentence "The Director or Directors so appointed shall be permanent non-retiring Directors, and shall not be required to hold any qualification shares" shall be substituted by the sentence "The Director or Directors so appointed shall not be required to hold any qualification shares".

   ii) By substituting the following new Article No.112(c) in place of the existing Article No.112(c) :

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

   iii) By substituting the following new Article No.113(1) in place of the existing Article No.113(1) :

      "Not less than two thirds of the total number of directors (excluding independent directors) shall be liable to retire by rotation. One third of the number of directors liable to retire by rotation will retire by rotation every year and shall be appointed by the Company in General Meeting as hereinafter stated".

   iv) By substituting the following new Article No.113(2) in place of the existing Article No.113(2) :

      In Article 113(2) the sentence "The Debenture Directors and the LIC Directors shall not be subject to retirement under this clause and shall not be taken into account in determining the rotation or retirement of the number of Directors retiring by rotation" shall be substituted by "One of the LIC Directors shall not be liable to retire by rotation".

8. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution** for Related Party Transactions :

   "RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company / Committee of Board / Managing Director & CEO be and is hereby authorised to enter into agreement / transaction with Related Party namely, LIC of India and its associates for the purpose of raising fund through loans / NCDs / Bonds / similar such instrument including securitisation, to take property on lease / rent, avail / render any services or any other transaction which construe to be related party transactions with the related party / parties upto ₹ 3,000/- crore (Rupees Three Thousand Crore only) for one year from the date of this meeting including the transaction(s) already entered into with such party / parties from 1st April, 2014 till the date of this meeting."

   "RESOLVED FURTHER THAT the Board of Directors / Committee of Board / Managing Director & CEO be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to the Officials of the Company, to give effect to the aforesaid Resolution."

9. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** for appointment of Ms. Sunita Sharma (DIN-02949529) as the Managing Director & CEO of the Company:

   "RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013, Ms. Sunita Sharma (DIN-02949529) who was appointed as Additional Director and Managing Director & CEO of the Company by the Board of Directors w.e.f. 5th November, 2013, be and is hereby appointed as Director and in respect of whom the Company has received a Notice in writing from a Member pursuant to Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director."

   "RESOLVED FURTHER THAT pursuant to the provisions of Sections 2(78), 2(94), 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other Rules framed thereunder read with Schedule V to the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof and the Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the appointment of Ms. Sunita Sharma (DIN-02949529), as Managing Director & CEO of the Company for a period of three years or as decided by LIC of India from time to time.

   "RESOLVED FURTHER THAT the terms and conditions of her service shall be determined from time to time by LIC of India and the Board of LIC Housing Finance Limited and that, the remuneration payable to her shall be within the limit as per the Companies Act, 2013. Her appointment as Managing Director & CEO shall be without prejudice to her continuing service in LIC of India as set out in the Explanatory Statement attached to this notice."

   "RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid Resolution".

10. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** for appointment of Independant Director of the Company :

    "RESOLVED THAT Shri T. V. Rao (DIN-05273533) who has been appointed as an Additional Director of the Company by the Board of Directors w.e.f. 1st August, 2013 and holds office upto the date of this meeting under Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, not liable to retire by rotation."

    "RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any of the Companies Act, 2013, and the Rules made thereunder, including any amendment, modification, variation or re-enactment thereof

read with Schedule IV to the Companies Act, 2013, for the time being in force, Shri T. V. Rao (DIN-05273533) be and is hereby appointed as an Independent Director of the Company, to hold office as such for a period of five consecutive years, with effect from the date of this Meeting."

11. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for appointment of Director of the Company:

"RESOLVED THAT Shri S. B. Mainak (DIN-2531129) who has been appointed as an Additional Director of the Company by the Board of Directors w.e.f. 3rd July, 2014 and holds office upto the date of this meeting under Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid Resolution".

By Order and on behalf of the Board
NITIN K. JAGE
General Manager (Taxation) &
Company Secretary

Date : 3rd July, 2014
Registered Office:
Bombay Life Building, 2nd Floor,
45/47, Veer Nariman Road,
Mumbai 400 001.
CIN : L65922MH1989PLC052257
Website: www.lichousing.com

NOTES:

(1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE PROXY FORM TO BE VALID AND EFFECTIVE SHOULD BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

(2) The Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of item Nos. 4 to 11 of the Notice convening the Meeting is annexed hereto.

(3) Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 9th August, 2014 to Tuesday, 19th August, 2014 (both days inclusive) for the purpose of payment of dividend.

(4) The dividend on equity shares, if declared at the meeting, will be paid on or after 20th August, 2014:

(i) to those members holding shares in physical form, whose names would appear on the Register of Members of the Company, at the close of business hours on Tuesday, 19th August, 2014 after giving effect to all valid transfers in physical form lodged with the Company on or before Friday, 8th August, 2014 and

(ii) in respect of the shares held in electronic form, on the basis of the details furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) at the close of business hours on Friday, 8th August, 2014.

(5) A Proxy shall not have a right to speak at the Meeting and shall not be entitled to vote except on a poll.

(6) A person appointed as Proxy shall act on behalf of not more than 50 Members and holding not more than 10 percent of the total share capital of the Company carrying voting rights. However, a Member holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or Member.

(7) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

(8) In accordance with the provisions of the clause 49 of the Equity Listing Agreements, a brief profile of the Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of committees of directors is set out in this Notice.

(9) 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 and the Annual Report of the Company for the financial year 2013-14 are being sent by e-mail to those Members who have registered their e-mail address with the Company in respect of shares held in physical form or with their Depository Participant (DP) in respect of shares held in electronic form and made available to the Company by the Depositories.

(10) The Annual Report for F.Y. 2013-14 of the Company circulated to the Members of the Company, will be made available on the Company's website at www.lichousing.com and also on the website of the respective Stock Exchanges at www.bseindia.com and www.nseindia.com.

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

(12) Corporate members intending to send 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.

(13) Members holding shares in electronic form may please note that dividend in respect of the shares held by them will be credited to their bank account as per the details furnished by the respective Depositories to the Company as per the applicable regulations of the Depositories. The Company will not be in a position to entertain any direct request from such Members for change / deletion in their bank details. Further, instructions, if any, already given by members in respect of shares held in physical form will not be automatically applicable to the dividend payable on shares held in electronic form. Members may therefore give

instructions regarding bank accounts in which they wish to receive dividend, to their DP directly.

(14) The Company proposes the payment of dividend, if declared, through National Electronic Fund Transfer (NEFT), National Electronic Clearing Services (NECS) or by way of dispatch of physical dividend warrants with Bank Details as furnished by the Members. Members holding shares in physical mode are advised to immediately submit the NEFT / Bank Details alongwith IFSC to the Company's Registrar and Transfer Agent – Sharex Dynamic (India) Private Limited (SDIL) or notify the changes, if any, to SDIL and Members holding the shares in dematerialization mode are advised to submit the Bank Details alongwith IFSC or notify the changes, if any, in their Bank Details to their respective DP. NECS mandate form is being sent alongwith the Annual Report so as to enable the shareholders to update their address and bank particulars and ensure timely and faster credit of dividend to their bank account.

(15) Re-appointment of Directors:

Ms. Savita Singh

Ms. Savita Singh, who was appointed as Director of the Company on 25th May, 2012 retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment.

Ms. Savita Singh, M.A. LLB., Mumbai University (2001) is a partner with the Real Estate team of the Firm namely, Messrs Khaitan & Co. and is experienced in all kinds of property transactions, litigations arising out of property transactions and allied matters. Her experience includes drafting real estate transactional documents of all kind of general Real Estate advisory work; due diligence of properties.

She has advised various owners, buyers, developers, corporate houses, individuals, domestic investors and foreign investors' regarding transactions related to immovable properties and various issues related thereto including structuring. In addition to drafting the documents, she is also experienced in negotiating the same. She has also advised on Real Estate transactions in respect of commercial/retail complexes, multiplexes, hotel premises, redevelopment projects, service apartments, Special Economic Zones, Information Technology / Information Technology Enabled Services Parks and also Integrated Township Projects. She is experienced in Foreign Direct Investments in immovable property and has also advised as to Indian Law during the offer for subscription of units representing a Business Trust by way of an Initial Public Offering (IPO) in Singapore.

The details of other Directorships / committee memberships of Ms. Savita Singh are as follows:

Names of Companies	Nature of Interest	Chairmanship / Membership of Board Committee as per Clause 49 of Equity Listing Agreement
Indiabulls Asset Reconstruction Company Limited	Director	-
Shreyas Home Management Private Limited	Director	-
Khaitan & Co. LLP	Partner	-

(16) Members are requested to bring Attendance Slip to the meeting. Members who hold shares in dematerialized form are requested to provide their DP Id and Client Id for verification / identification.

(17) As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is now available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrar and Transfer Agent – SDIL.

(18) 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 & Transfer Agent- SDIL.

(19) Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 (corresponding Section 124 of the Companies Act, 2013 not yet notified), the Company has transferred the unclaimed / unpaid dividend for the financial years upto 2005-06 and Interim dividend for F.Y. 2006-07, to the Investor Education and Protection Fund of the Central Government on expiry of seven years from the date of declaration in terms of the provisions of Section 205A of the Companies Act, 1956. The unpaid dividend for the financial year 2006-07 (Final) will become due for transfer to the Fund, on 17th August, 2014. Members who have not yet encashed the dividend warrants for any of the financial years from 2006-07 (Final) to 2012-13 are once again requested to make their claims immediately to the Company or the Company's Registrar & Transfer Agent - SDIL for issuance of duplicate / revalidated dividend warrant/s.

(20) Members who have not registered their e-mail addresses so far are requested to register their e-mail address with their DP in case shares are held in electronic form or with the Company's Registrar & Transfer Agent - SDIL in case shares are held in physical form so that they can receive the Annual Report and other communication from the Company electronically.

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

(22) As a measure of economy, copies of Annual Report will not be distributed at the Meeting. Members are therefore requested to bring their copy of the Annual Report to the Meeting.

Voting through electronic means

In compliance with the provisions of clause 35B of the Equity Listing Agreements, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members to enable them to exercise their 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 members for voting electronically are as under:-

In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com during the voting period.

(ii) Click on "Shareholders" tab.

(iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT".

(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 / DP are requested to use the first two letters of their name and the last 8 digits of the demat account / folio number in the PAN field.
	• In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	# Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the DP or Company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

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

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein 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 holders for voting for resolutions of any other company on which they are eligible to vote, provided that the 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 resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> 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 "RESOLUTIONS 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 changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) 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.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

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 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instructions:

- The e-voting period will commence on Tuesday, 12th August, 2014 (10.00 a.m.) and ends on Thursday, 14th August, 2014 (5.00 p.m.) (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 CDSL thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.
- The voting rights of Members shall be in proportion of their shares in the total paid-up equity share capital of the Company as on 11th July, 2014.
- Mr. N. L. Bhatia, Partner, Messrs N. L. Bhatia & Associates, Practising Company Secretaries has been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- The Scrutinizer shall within a period of three working days from the conclusion of the e-voting period submit his report in respect of the votes cast in favour or against each of the resolutions as set out in this Notice, to the Chairman of the Company.
- The Results shall be declared by the Chairman of the Company on or before Thursday, 21st August, 2014. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website viz., www.lichousing.com and on the website of CDSL within three days of the Meeting.
- In terms of clause 35B of the Equity Listing Agreements, the Company in order to enable its Members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, is enclosing a Ballot Form alongwith this Notice.
- A Member desiring to exercise his/her vote by Postal Ballot shall complete the enclosed 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 Ballot Form by courier or registered post or delivers it in person at his expense, such Ballot Forms will also be accepted.
- The 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 Monday, 18th August, 2014. Any Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received.
- All documents referred to in this Notice and Statement setting out material facts and other statutory registers are open for inspection by 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 Monday, 18th August, 2014.
- For security reasons and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, which is annexed to the Proxy Form. Members / Proxies are requested to bring their Attendance Slip complete in all respects and signed at the place provided there at and hand it over at the entrance of the Meeting venue.

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

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

Item No. 4

Messrs Chokshi & Chokshi, Chartered Accountants, Mumbai (Registration No.:101872W) and Messrs Shah Gupta & Co., Chartered Accountants, Mumbai (Registration No.:109574W), were appointed as Joint Statutory Auditors of the Company for the financial year 2013-14. Their term as Joint Statutory Auditors expires at the conclusion of this Meeting. Pursuant to the recommendation of the Audit Committee of Directors, the Board of Directors of the Company proposes to appoint Messrs Chokshi & Chokshi, Chartered Accountants, Mumbai (Registration No.:101872W) and Messrs Shah Gupta & Co., Chartered Accountants, Mumbai (Registration No.:109574W) as the Joint Statutory Auditors of the Company for one year and to hold office as such from conclusion of this Twenty Fifth Annual General Meeting until the conclusion of the Twenty Sixth Annual General Meeting of the Company for the purpose of audit of the Company's accounts at the Corporate Office, Mumbai as well as accounts at 10 Back Offices in India to be selected in consultation with the Joint Statutory Auditors. Messrs Chokshi & Chokshi, Chartered Accountants, Mumbai (Registration No.:101872W) and Messrs Shah Gupta & Co., Chartered Accountants, Mumbai (Registration No.:109574W) has consented to the said appointment and issued a certificate to the effect that the appointment, if made, shall be in accordance with the conditions as prescribed in Sections 139 and 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

The Board accordingly, recommends the appointment of Messrs Chokshi & Chokshi, Chartered Accountants, Mumbai (Registration No.:101872W) and Messrs Shah Gupta & Co., Chartered Accountants, Mumbai (Registration No.:109574W) as Joint Statutory Auditors of the Company as set out at Item No.4 for approval of the Members.

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

Item No.5

In terms of the provisions of Section 293(1)(d) of the Companies Act, 1956, the Members of the Company at the Twenty Third Annual General Meeting held on 24th July, 2012 had granted its approval by way of an ordinary resolution to the Board of Directors of the Company to borrow, from time to time, such sums of money as they may deem necessary for the purpose of the business of the Company upto limit of ₹1,50,000/- crore (Rupees One Lakh Fifty Thousand Crore only).

Keeping in view the increasing activities of the Company, and the need to augment the resources, the Company will be required to borrow monies in excess of the paid up capital and free reserves as well as limits fixed earlier of ₹1,50,000/- crore (Rupees One Lakh Fifty Thousand Crore only). Accordingly, your Directors propose to increase the limit from ₹1,50,000/- crore (Rupees One Lakh Fifty Thousand Crore only) as approved at the Twenty Third Annual General Meeting held on 24th July, 2012 to ₹2,00,000/- crore (Rupees Two Lakh Crore only). Further, in the light of the provisions of Section 180(1)(c) of the Companies Act, 2013 having come into force with effect from 1st April, 2014 requiring approval of the Members by means of a Special Resolution, the Company seeks to obtain approval from its Members by means of a Special Resolution.

Your Directors therefore recommend passing of Special Resolution as set out in the resolution at Item No.5.

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

Item No. 6

In accordance with the authority granted by the Members of the Company under Section 293(1)(d) of the Companies Act, 1956 at the Twenty Third Annual General Meeting held on 24th July, 2012, the Board of Directors of the Company has been raising funds through various sources and modes including by issuance of Redeemable Non-Convertible Debentures (NCDs), secured or unsecured. The said NCDs are issued in accordance with the provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Simplified Listing Agreements for Debt Securities, as amended, from time to time.

As on 31st March, 2014, the outstanding secured NCDs issued by the Company was ₹54,004/- crore (Rupees Fifty Four Thousand Four Crore only) and unsecured NCDs was Nil.

However, in terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities including NCDs under the Companies Act, 2013 only after the prior approval of its shareholders by way of a special resolution. The Companies (Prospectus and Allotment of Securities) Rules, 2014, further provides that the said special resolution must be passed in respect of all offers / invitations for the NCDs to be issued during a year.

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

Accordingly, the approval of the Members is being sought by way of special resolution as set out at Item No.6 of this Notice authorising the Board to issue NCDs (including any NCDs that may have been issued from 1st April, 2014 till the date of this Meeting) and / or any other hybrid instruments which can be classified as being Tier II capital under the provisions of the Housing Finance Companies (NHB) Directions, 2010, upto an aggregate amount not exceeding ₹38,000/- crore (Rupees Thirty Eight Thousand Crore only) on a private placement basis during a period of one year from the date of this Meeting.

Your Directors therefore recommend passing of Special Resolution as set out in the resolution at Item No.6.

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

Item No. 7

Pursuant to changes in the Companies Act, 2013 and to align it in compliance with the clause 49 of the Equity Listing Agreement (Corporate Governance in listed entities), the Articles of Association of the Company needs to be altered. Therefore it is proposed to amend the Articles of Association of the Company by substituting the existing Articles 112(b), 112(c), 113(1) and 113(2) with new Articles 112(b), 112(c), 113(1) and 113(2) as mentioned in resolution under item No.7.

Your Directors recommends passing of Special Resolution as set out at Item No.7.

None of the Directors / Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise in the Resolution. A copy of Articles of Association including the proposed alterations shall be available for inspection at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on all working days upto Monday, 18th August, 2014.

Item No.8

Pursuant to changes in the Companies Act, 2013 and to align it in compliance with the clause 49 of the Equity Listing Agreement (Corporate Governance in listed entities), the transactions in the nature of raising fund through loan / NCDs/ Bonds / similar such instruments including securitisation / to take property on lease / rent, availing / rendering of any services or any other transaction entered into by the Company upto ₹ 3,000/- crore (Rupees Three Thousnad Crore only) during the financial year 2014-15, which though in the ordinary course of business may be construed to be related party transaction with conflict of interest, it is therefore proposed to members to approve as a special resolution.

Your Directors therefore recommends your approval to the above resolution.

None of the Directors / Key Managerial Personnel and their relatives is concerned or interested in the Resolution.

Item No. 9

Ms. Sunita Sharma was appointed as Additional Director and Managing Director & CEO of the Company by the Board of Directors w.e.f. 5th November, 2013 under Sections 260 and 269 read with Schedule XIII and other applicable provisions if any of the Companies Act, 2013, and holds Office upto the date of the Twenty Fifth Annual General Meeting of the Company. The Company has received from Ms. Sunita Sharma her consent to act as Director. As required under Section 160 of the Companies Act, 2013, a Notice has been received from a Member proposing the name of Ms. Sunita Sharma for the office of a Director.

The terms and conditions of her appointment are,

a. Tenure : From 5th November, 2013 for a period of three years or as decided by LIC of India from time to time.

b. Other Terms : The terms and conditions of her service shall be determined from time to time by LIC of India and the Board of LIC Housing Finance Limited which will be within the limit as per the Companies Act, 2013.

Brief profile is as follows:

Ms. Sunita Sharma is the first woman to head LIC Housing Finance Ltd., the country's second-largest mortgage lender in its Twenty Fifth year, Sunita Sharma has the responsibility of guiding the organization to its next level of growth.

A Masters Degree in Science from Delhi University, she joined the Life Insurance Corporation as Direct Recruit Officer of Eleventh batch in 1981. A person who always enjoys taking on challenging assignments, her career with LIC of India spans across various functions like Investments, Marketing, Personnel etc. She prides herself a Team Player and believes in the power of human potential that is required to scale up any business. She has shown initiative, courage and conviction when it comes to decision making and taking things to a logical end while always leading from the front. Her intellect, energy and integrity are integral to her personality counted by her colleagues. Her dynamic personality is her main strength and she does not hesitate when it comes to reaching out and convincing people within the organization and outside. These qualities foster loyalty with many in her team volunteering to work with her.

In her illustrious career of over three decades with LIC of India,

- She headed its Investment Department in the rank of Executive Director looking after equity research and risk management in 2013
- As Head of Pension & Group Schemes in the rank of Executive Director of LIC of India, during her span of four years, premium income more than trebled to ₹ 46,000/- crore (Rupees Forty Six Thousand Crore only) from ₹ 10,549/- crore (Rupees Ten Thousand Five Hundred Forty Nine Crore only) between 2008 & 2012
- As Chief (Personnel) in LIC of India, she was responsible for conceptualizing and designing HR strategies for LIC of India.
- As Regional Manager (Estates & Office Services) she played a key role in LIC acquiring property worth more than ₹ 2,000/- crore (Rupees Two Thousand Crore only).
- As Regional Manager (Northern Region) of LIC Housing Finance Ltd. covering the states of Delhi NCR, Rajasthan, Chandigarh, Punjab and Himachal Pradesh, she played a pivotal role in establishing new business model of separating sales and credit functions. In December, 2013 the Institute of Economic Studies (IES), New Delhi conferred her with "UDYOG RATTAN AWARD" for excellence. Besides her present role as Managing Director & CEO of LIC Housing Finance Ltd., she is also the Managing

Director of LICHFL Care Homes Ltd. and is on the Boards of LICHFL Financial Services Ltd., LICHFL Asset Management Company Ltd., LIC Nomura Mutual Fund Asset Management Company Ltd. & Bhushan Steel Ltd.

The Board of Directors recommends the passing of the Ordinary Resolution as per Item No.9 of the Notice.

None of the Directors, except Ms. Sunita Sharma or Key Managerial Personnel and their relatives is concerned or interested in the Resolution.

Item No. 10

Shri T. V. Rao was appointed as Additional Director of the Company by the Board of Directors under Section 260 of the Companies Act, 1956, and holds Office upto the date of the Twenty Fifth Annual General Meeting of the Company.

Shri T. V. Rao, Non Executive Director of the Company has furnished a declaration to the Company under Section 149(7) of the Companies Act, 2013 confirming that he meets the criteria prescribed for Independent Directors under Section 149(6) of the said Act. The Company has received from Shri T. V. Rao his consent to act as Director. As required under Section 160 of the Companies Act, 2013, a Notice has been received from a Member proposing the name of Shri T. V. Rao for the office of a Director.

Brief profile is as follows:

Shri T. V. Rao is an Associate Member of Indian Institute of Bankers and is a career Banker with specialisation in corporate finance, treasury management and mortgage backed securitisation.

In his career spanning over three decades, he has experience in general banking, corporate finance and treasury management. He has headed the Treasuries of National Housing Bank, SIDBI and Exim Bank. His term with Exim Bank ended in March, 2014.

In his last assignment with Exim Bank, he spearheaded Exim Bank's activities related to capacity building and value addition in international trade through focussed seminars/ programmes on a gamut of issues; net working with National and International agencies connected with foreign trade.

Mr. Rao has widely travelled representing the institutions he was working from time to time and participated in various international seminars on topics like mortgage backed securitisation, derivative products, structured finance etc. He is the EXIM Bank's nominee on the Board of NATCO Pharma Ltd., Indus Medicare Ltd., Hyderabad and also Independent Director on the Boards of Electronica Finance Ltd., Pune, Canfin Homes Ltd., Bangalore and Public Representative Director on the Board of BgSE Financial Services Ltd., Bangalore.

In the opinion of the Board Shri T. V. Rao fulfills the conditions specified in the Act and the Rules made thereunder, for such appointment.

In terms of Section 149(13) of the said Act, independent director is not liable to retire by rotation.

Upon the confirmation of the appointment of Shri T. V. Rao as Independent Director by the Members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the Company to the said Director.

The Board accordingly, recommends the resolution at Item No.10 of this Notice for approval of the Members.

None of the Directors, except Shri T. V. Rao or Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the Resolution.

Item No. 11

Shri S. B. Mainak was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 3rd July, 2014 and holds office upto the date of this Meeting, in accordance with Articles 112 and 115 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013.

The Company has received from Shri S. B. Mainak his consent to act as Director. As required under Section 160 of the Companies Act, 2013, a Notice has been received from a Member proposing the name of Shri S. B. Mainak for the office of a Director.

Brief profile is as follows:

Shri S. B. Mainak, Managing Director of Life Insurance Corporation of India, is a Chartered Accountant. Prior to his joining as Managing Director, he was Executive Director (Investment Operations) managing LIC's funds of more than 14 lakh crore. He joined LIC as a Direct Recruit Officer (CA batch) in the year 1983.

During his stint in LIC he has acquired a wide range of experience working not only in Finance and Accounts, but also in Marketing assignment as Senior Branch Manager, Divisional Manager of Pension & Group Superannuation and in various capacities in Investment department and in Academics during a stint in National Insurance Academy (NIA), Pune as Professor (Life Insurance) and Head of Finance Department of NIA where he has been instrumental in creating new teaching programs relating to finance and investment for officials of Insurance Companies.

He was instrumental in setting up LIC Pension Fund Ltd. During his recent stint in Investment department as Executive Director (Investment Operations) there has been an appreciable increase in profits generated by churning of Securities, including Debt and Equities and niftier investment of funds generating improved investment yields.

Currently he is the Chairman of LIC Nomura Mutual Fund Trustee Co.Pvt.Ltd. Also he is on the Board of National Stock Exchange of India Limited, Mahindra & Mahindra Limited, ITC Limited, LIC Cards Services Limited, LIC (Nepal) Limited. Further, he is Deputy President of Insurance Institute of India and Member of Governing Board of National Insurance Academy, Pune. He was also appointed by the Government of India on the Board of Satyam Computer Services Ltd. as Independent Director for restructuring the company. He was on the Board of Stock Holding Corporation of India Limited.

He has been earlier conferred with "NDTV Profit Business Leadership Award" 2009, "CNN-IBN Indian of the Year Award" 2009 and "Dataquest IT Persons of the Year" 2009.

The Board accordingly, recommends the resolution at Item No.11 of this Notice for approval of the Members.

None of the Directors, except Shri S. B. Mainak or Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the Resolution.

By Order and on behalf of the Board
NITIN K. JAGE
General Manager (Taxation) &
Company Secretary

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