LIC HFL
LIC HOUSING FINANCE LTD

Ref:LICHFL/CS./PostalBallot-AOA-2018

01/02/2018

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

Dear Sir,

Re: Postal Ballot Notice in respect of amendment to Articles of Association in terms of SEBI Circular No.CIR/IMD/DF-1/67/2017 dated 30.06.2017.

Postal Ballot Notice in respect amendment to Articles of Association in terms of SEBI Circular No.CIR/IMD/DF-1/67/2017 dated 30.06.2017 is being sent to Members of the Company whose name appear in the Register of Members / Beneficial Owners received from the Registrar and Share Transfer Agent as on 27th January, 2018. The Company has engaged the services of CDSL for the purpose of providing e-Voting facility to all its members. The voting through Postal Ballot and through e-Voting will commence on Wednesday, 7th February, 2018 at 10.00 a.m and shall end on Friday, 9th March, 2018 at 5.00 p.m. both days inclusive.

Copy of the Postal Ballot Notice is attached herewith.

This is for your information and record.

Thanking you,

Yours faithfully
For LIC Housing Finance Ltd.

LIC HOUSING FINANCE LTD. CORPORATE OFFICE MUMBAI

GENERAL MANAGER (TAXATION) &
COMPANY SECRETARY

Encl. : a/a.

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

Dear Member(s),

POSTAL BALLOT NOTICE

Notice is hereby given, pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Rules"), and other applicable provisions, if any, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the Members of LIC Housing Finance Limited to accord through Postal Ballot/e-voting their approval to the following Special 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: AMENDMENT IN THE ARTICLES OF ASSOCIATION OF THE COMPANY AS REQUIRED BY SEBI CIRCULAR NO.CIR/IMD/DF-1/67/2017 DATED 30TH JUNE, 2017:

To consider and, if thought fit, to pass the following Resolution as a Special Resolution for amendment in the Articles of Association of the Company:

"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 modifications or re-enactments thereof for the time being in force),consent of the members of the Company be and is hereby accorded to amend the Articles of Association of the Company by inserting new Article No.9A after Article No.9 under the heading **"Sub division, consolidation and cancellation of securities".**

"New Art: The Company may have power to consolidate or reissue securities including debentures, bonds or any debt instrument issued and /or to be issued from time to time, upon such terms and conditions and in such manner and for such consideration as the Company may find beneficial, pursuant to and in terms of the provisions of Regulations 20A of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as may be amended from time to time".

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 : 25th January, 2018

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 25th January, 2018 has appointed Shri N. L. Bhatia (FCS.1176, CoP.422), Managing Partner, M/s. N. L. Bhatia & Associates, Practicing Company Secretaries (UIN:P1996MH055800), 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 Saturday, 27th January, 2018.
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 e-mail 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 e-mail address will receive this Postal Ballot Notice along with 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.** The R&T shall forward the same along with 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 Friday, 9th March, 2018.

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.cdslindia.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 27th January, 2018. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

11. A shareholder cannot exercise his / her vote by proxy on / through Postal Ballot.

12. The duly completed Postal Ballot forms should reach the Scrutinizer not later than 5.00 p.m. on 9th March, 2018 to be eligible for being considered, failing which it will be treated as if 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 11th March, 2018 at 3.00 p.m. at the Corporate Office of the Company. The result of the Postal Ballot along with 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 listed.

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

15. 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. Friday, 9th March, 2018, in the event, the draft resolution is assented to by the requisite majority of shareholders.

16. Instructions for voting

Voting Through Electronic Means

In compliance with the provisions of Regulation 44 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, 7th February, 2018 (10.00 a.m.) and ends on Friday, 9th March, 2018 (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) 27th January, 2018, 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 / Members.

(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 the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (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 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 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 same 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) 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 form at in the system for the scrutinizer to verify the same.

(xx) 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, 7th February, 2018 (10.00 a.m.) and ends on Friday, 9th March, 2018 (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 Saturday, 27th January, 2018 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, 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 or Company Secretary of the Company on or before 11th March, 2018 at the Corporate office of the Company at 131 Maker Tower, "F" Premises, 13th Floor, Cuffe Parade, Mumbai – 400 005. The results declared along with the Scrutinizer's Report shall be placed on the Company's website viz., www.lichousing.com, on the website of Stock Exchanges where the Company's equity shares are listed 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 at LIC Housing Finance Limited, Corporate Office, 131 Maker Towers, 'F' Premises, 13th Floor, Cuffe Parade, Mumbai – 400 005., so as to reach the Scrutinizer before the close of working hours on Friday, 9th March, 2018. 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

Item No. 1: Special Resolution for amendment in the Articles of Association of the Company as required by SEBI circular no. CIR/IMD/DF-1/67/2017 dated June 30, 2017

To comply with the provisions of SEBI circular bearing no. CIR/IMD/DF-1/67/2017 dated June 30, 2017, the Company is required to capture enabling provisions in its Articles of Association, to carry out any consolidation and re-issuance of debt securities, pursuant to and in terms of the provisions of Regulation 20A of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as may be amended, from time to time.

The SEBI circular can be accessed at http://www.sebi.gov.in/legal/circulars/jun-2017/specifications-related-to-international-securitiesidentification-number-isins-for-debt-securities-issued-under-the-sebi-issue-and-listing-of-debt-securities-regulations-2008_35215.html.

The SEBI circular allows corporates a maximum of 17 International Securities Identification Numbers (ISINs) maturing in any financial year – a maximum of 12 ISINs for plain vanilla debt securities and a maximum of 5 ISINs for structured products/ market linked debt securities. If fresh issuances maturing in a financial year need to be made in excess of the 17 ISINs permitted in that year then prior issue(s) under one or more of the existing ISINs need to be reissued. However, to carry out such consolidation and re-issuance of debt securities, clause (a) of Regulation 20A of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 requires an enabling provision in the Articles of Association.

SEBI's purpose of limiting the ISINs is to increase float against each ISIN thereby enhancing liquidity, which is essential for development of the secondary market in bonds. This is in keeping with the recommendations of a Working Group set up by the Government of India's Financial Stability and Development Council Sub-committee (FSDC-SC) to suggest measures to develop India's corporate debt market.

Pursuant to and in terms of the provisions of Section 14 of the Companies Act, 2013, any alteration in the Articles of Association of the company requires shareholders' approval, by way of a Special Resolution.

Accordingly, the approval of Members is being sought by way of a Special Resolution as set out at Item No. 1 of this Notice, authorizing for alteration in the Articles of Association of the Company and consequential insertion of a new Article no. 9A after the Article no. 9, in the Articles of Association of the Company.

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.

The Board accordingly recommends, passing of the Special Resolution, as set out at Item No. 1 of this Notice, for the approval of the Members of the Company.

None of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters,Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extend of their equity holding in the Company.

By Order and on behalf of the Board

NITIN K. JAGE
General Manager (Taxation) &
Company Secretary

Date: 25th January, 2018
Registered Office:
Bombay Life Building, 2nd Floor,
45/47, Veer Nariman Road, Mumbai - 400 001.
CIN : L65922MH1989PLC052257
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E-mail: nitin_jage@lichousing.com