

Ref: LICHFL/ CS/ Postal Ballot FY 2023-24/ 02

25th September, 2023

<p>The Manager, Listing Department, National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai -400 051</p> <p>Scrip ID: LICHSGFIN EQ Email: cmlist@nse.co.in</p>	<p>The General Manager, Department of Corporate Services- Listing Dept., BSE Limited, 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001.</p> <p>Scrip Code : 500253 Email: corp.relations@bseindia.com</p>
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Dear Sir/ Madam,

Re: Notice of Postal Ballot for seeking approval of the Members for consideration of Appointment of Shri Ramesh Lakshman Adige (DIN 00101276) as an Independent Director of the Company

Notice for Postal Ballot in respect of the above captioned subject is being sent today i.e. on Monday September 25, 2023, over e-mail to shareholders / Members of the Company whose name appear in the Register of Members / Beneficial Owners received from the Registrar and Share Transfer Agent /through the depository records as on Friday, September 15, 2023 to their registered email ID, if any. The Company has engaged Link Intime India Private Limited ("LIPL" or "RTA"), its Registrar and Transfer Agent, for the purpose of providing remote e-voting facility to its members. The remote e-voting instructions are mentioned in the Notice.

The remote e-voting shall commence on **Wednesday, September 27, 2023 at 9.00 a.m. (IST)** and shall end on **Friday, October 27, 2023 5:00 PM (IST)**. The Scrutinizer will submit his/Report to the Chairman/ the person(s) authorised by the Chairman of the Company after completion of scrutiny of the e-voting.

The results shall be declared on or before Sunday, October 29, 2023 and communicated to Bombay Stock Exchange Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and Luxemburg Stock Exchange (together the "Stock Exchanges"), National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories"), Link Intime India Private Limited" or "Registrar and Share Transfer Agent" or "RTA" or "Link Intime") and will also be displayed on the

CIN No. : L65922MH1989PLC052257

Corporate Office : LIC Housing Finance Ltd., 131 Maker Tower "F" Premises, 13th Floor, Cuffe Parade, Mumbai 400 005
Tel :+ 91 22 2217 8600 Fax:+91 22 2217 8777, Email: lichousing@lichousing.com, Website : www.lichousing.com

Registered Office: LIC Housing Finance Ltd. Bombay Life Bldg., 2nd flr., 45/47, Veer Nariman Rd, Fort, Mumbai - 400 001.
Tel: +91 22 2204 9682 /9799 /0006 Fax: +91 22 2204 9682, E-mail: lichousing@lichousing.com, Website : www.lichousing.com

Company's website www.lichousing.com.

The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting **Friday, October 27, 2023**. Copy of the Notice of Postal Ballot is attached herewith.

This is for your information and records.

Thanking you,
Yours faithfully,
For LIC Housing Finance Limited



Ms. Varsha Hardasani
Company Secretary & Compliance Officer
Encl.: a/a.

CC: The Luxembourg Stock Exchange, 11, Avenue de la Porte-Neuve, L-2011
Luxembourg, G.D. LUXEMBOURG.

CIN No. : L65922MH1989PLC052257

Corporate Office : LIC Housing Finance Ltd., 131 Maker Tower "F" Premises, 13th Floor, Cuffe Parade, Mumbai 400 005
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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

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)]

VOTING STARTS ON	VOTING ENDS ON
Wednesday, September 27, 2023 at 9:00 AM (IST)	Friday, October 27, 2023 at 5:00 PM (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'Act'**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs, Government of India (**'MCA'**) for holding General Meetings/ conducting Postal Ballot process through e-Voting, vide **General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, Circular No. 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 read with other relevant circulars including General Circular No. 11/2022 dated December 28, 2022, (collectively the 'MCA Circulars')**, which are applicable as on the date of this notice Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable provisions, of the Act, Rules, Regulations, Circulars and Notifications (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force), for seeking approval of the shareholders by way of special resolution for matter as considered in the Resolution appended below through postal ballot ("Postal Ballot") by way of remote e-voting only.

In terms of the MCA Circulars and in compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, the manner of voting on the proposed resolution is restricted only to e-voting, i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for E-voting are appended to this Notice.

Accordingly, in compliance with the requirements of MCA Circulars, **LIC Housing Finance Limited ('the Company')** is sending this Notice ONLY in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ('RTA')/ Depositories. Accordingly, physical copies of the Notice along with Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

Pursuant to section 102 and the other applicable provision of the Act, an explanatory statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof is annexed hereto as Annexure I to this Postal Ballot Notice ("Notice") for your consideration and forms part of this notice. The Board of Directors of the Company (the Board) has appointed Shri P. S. Gupchup (Membership No. ACS 4631; CP No. 9900) Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot through the e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rule 20

and 22 of Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically (“remote e-voting”) instead of submitting the Postal Ballot Form physically. The Members holding equity shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.

The Company has engaged the services of Link Intime India Private Limited (“**LI IPL**” or “**RTA**”), its Registrar and Transfer Agent, for the purpose of providing remote e-voting facility to its members. The remote e-voting instructions are mentioned in the Notice. The remote e-voting shall commence on **Wednesday, September 27, 2023 at 9.00 A.M. (IST)** and shall end on **Friday, October 27, 2023 at 5:00 P.M. (IST)**. The Members are requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting” to cast their vote electronically. The Members are requested to cast their vote through the e-voting process not later than on **Friday, October 27, 2023 at 5:00 P.M. (IST)**, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Shareholder. The e-voting facility will be disabled by the LI IPL immediately thereafter and will not be allowed beyond the said date and time.

Pursuant to the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by accessing the link https://web.linkintime.co.in/EmailReg/Email_Register.html

The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person(s) authorized by the Chairman after completion of scrutiny of the e-voting. The results shall be declared on or before **Sunday, October 29, 2023** and will be communicated to BSE Limited (“**BSE**”), National Stock Exchange of India Limited (“**NSE**”) and Luxemburg Stock Exchange (together the “**Stock Exchanges**”), National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) (together the “**Depositories**”), Link Intime India Private Limited” or “**Registrar and Share Transfer Agent**” or “**RTA**” or “**Link Intime**”) and will also be displayed on the Company’s website www.lichousing.com.

The last date of voting i.e. Friday, October 27, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

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

Appointment of Shri Ramesh Lakshman Adige (DIN 00101276) as an Independent Director of the Company.

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152,161 and other applicable provisions of the Companies Act, 2013(hereinafter “The Act”) and the Rules made thereunder, (including any amendment, modification, variation or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013,and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) thereof, as amended from time to time, and the appropriate article(s) of the Articles of Association of the Company, approval of Members be and is hereby accorded for the appointment of Shri Ramesh Lakshman Adige, (DIN 00101276) , who has been appointed by the Board of the Company as an Additional Director in the category of an Independent Director with effect from September 01, 2023 and who fulfills the criteria of Independence as prescribed under Section 149(6) of the Act, and the Rules made thereunder, relevant provisions of the LODR Regulations, 2015 and whose candidature has been recommended by the Nomination and Remuneration Committee (NRC) and considered to be suitable and eligible based on ‘Fit and Proper’ criteria framed by the Board on 10th March, 2017 and last reviewed on 02nd March, 2023, in line with the requirements of the RBI Master Directions for Housing Finance Company wide Notification No. DOR.FIN.HFC.CC.No.120/03.10.136/2020-21 dated 17th February, 2021, be and is hereby appointed as an Independent Director of the company not liable to retire by rotation for a period of 5 years until August 31, 2028 with effect from September 01, 2023 upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits under the Act.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the LODR Regulations, 2015, approval of the members be and is hereby accorded for the continuation of Shri Ramesh Lakshman Adige (DIN: 00101276), as an Independent Director upon his reaching the age of seventy-five (75) years on June 18, 2025.

RESOLVED FURTHER THAT any Director, Company Secretary & Compliance Officer and/or the Chief Financial Officer of the Company, be and are hereby authorized, jointly or severally, to do all such acts, deeds and things and execute all such documents, instruments and writings, obtain necessary approvals from Shareholders, Regulators or Other Authorities as may be required under the Act or any other Regulations for the time in force, to carry out the aforesaid Resolution.

RESOLVED FURTHER THAT any Director, Company Secretary & Compliance Officer and/or the Chief Financial Officer, be and is hereby authorized severally to file necessary Forms / Returns with the Registrar of Companies/MCA and to make necessary entries in the statutory registers to that effect and to do all act(s), deed(s) or thing(s) as may be required in this regard.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197(5) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, approval of the Shareholders of the Company be and is hereby accorded to the Board, to decide and pay from time to time the sitting fees to the Non-Executive Directors of the Company up to the limit specified under Companies act 2013, including any amendment thereto in addition to reimbursement of actual expenses incurred for attending the meetings.”

**By Order of the Board
For LIC Housing Finance Limited**

**Sd/-
Varsha Hardasani
Company Secretary & Compliance Officer**

Place: Mumbai

Date: September 1, 2023

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: varsha.hardasani@lichousing.com

Notes and General Instructions:

1. The Postal Ballot Notice is being sent to the Members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories and whose e-mail address is registered with the company/depository participants as on **Friday, September 15, 2023 (“Cut-off date”)**. Please note, however, that those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories, are also entitled to vote in relation to the resolution as set out in this **Postal Ballot Notice(‘Notice’)**.
2. In line with the Circulars issued by the Ministry of Corporate Affairs vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2021 dated December 08, 2021 and 03/2022 dated May 5, 2022, **read with other relevant circulars including General Circular No. 11/2022 dated December 28, 2022, (collectively the ‘MCA Circulars’)**. The Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.lichousing.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Link Intime at <https://instavote.linkintime.co.in/>.

3. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the **Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd. C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, Phone : 8108116767, Email: rnt.helpdesk@linkintime.co.in, website: www.linkintime.co.in**
4. In accordance with the provisions of the MCA Circular, Members can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are **NOT** being sent to shareholders for this Postal Ballot.
5. Resolution passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.
6. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on **Friday, September 15, 2023**. A person who is not a member on the relevant date should treat this notice for information purpose only.
7. The resolution, if passed by the requisite majority, shall be deemed to have been passed on **Friday, October 27, 2023**, i.e., the last date specified for receipt of votes through the e-voting process.
8. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to enotices@linkintime.co.in with subject line '**Inspection of Postal Ballot Documents**' along with the self-attested copy of the PAN card of the Member.
9. Members holding shares in physical form are requested to note that in terms of Regulation 40 of SEBI Listing Regulations, as amended, securities of Listed Companies can be transferred **ONLY IN DEMATERIALIZED** form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of the above and in order to eliminate risks associated with physical transfer of securities, Members holding Equity Shares of the Company in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's RTA for assistance in this regard.
10. SEBI, vide its Circulars dated November 3, 2021 and December 14, 2021, has mandated the furnishing of PAN, Address with PIN code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities. Effective **January 1, 2022**, Grievance Redressal/ Service request can be availed with the RTA only after the required documents/complete data as mandated are furnished for physical folios. Further, the Members are requested to ensure that at least one of the cited documents/ details as enunciated in the said circular are registered with the Company/ RTA **within March 31, 2023**, if the same has not yet been done failing which such folios may be frozen by the Company/Registrar and Share Transfer Agents of the Company (RTA).
11. Members may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has **mandated** listed companies to issue securities in **dematerialized form** only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed **Form ISR-4**. The said form can be downloaded from the website of the RTA from the following link namely https://web.linkintime.co.in/admin/DownloadFiles/Form_ISR-4.pdf as well as on the Company's website www.lichousing.com
12. The formats for Nomination and Updation of KYC details in accordance with the SEBI Circular are available on the website of the RTA in the following link namely <https://web.linkintime.co.in/KYC-downloads.html>.
13. Instructions for voting are as given below:

Remote e-Voting Instructions for shareholders:

- In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 relating to 'e-voting

Facility Provided by Listed Entities' ("SEBI e-voting Circular"), the Company is providing the facility to the shareholders to exercise their right to vote on the proposed resolution electronically ("remote e-voting"). Link Intime will provide the remote e-voting facility to enable the shareholders to exercise their right to vote on resolution proposed to be considered through this Postal Ballot Notice by electronic means.

- Members are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.
- Login method for Individual Members holding securities in demat mode/ physical mode is given below:

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsd.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period. • If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
Individual Members holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. • After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
Individual Members holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. • Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of Members	Login Method
Individual Members (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period
Individual Members holding securities in Physical mode & e-Voting service Provider is LINKINTIME.	<p>Individual Members of the company, holding shares in physical form / Non-Individual Members holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under: Open the internet browser and launch the URL: https://instavote.linkintime.co.in Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:</p> <p>-</p> <p>A. User ID: Members holding shares in physical form shall provide Event No + Folio Number registered with the Company. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</p> <p>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. *Members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above *Members holding shares in NSDL form, shall provide 'D' above</p> <p>➤ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).</p> <p>➤ Click "confirm" (Your password is now generated). Click on 'Login' under 'SHARE HOLDER' tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.</p>

Cast your vote electronically:

- After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
- E-voting page will appear.
- Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.

Guidelines for Institutional Members:

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

Helpdesk for Individual Members holding securities in physical mode/ Institutional Members:

Members facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Members holding securities in demat mode:

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

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : <u>022 - 4886 7000 and 022 - 2499 7000</u>
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. <u>1800 22 55 33</u>

Individual Members holding securities in Physical mode has forgotten the password:

If an Individual Members holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the member can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case Members is having valid email address, Password will be sent to his / her registered e-mail address. Members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Members holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Members holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

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

Insta Vote Support Desk

Link Intime India Private Limited

ANNEXURE I TO POSTAL BALLOT NOTICE

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item No. 1: Appointment of Shri Ramesh Lakshman Adige (DIN: 00101276) as an Independent Director of the Company

Pursuant to Section 161 of the Companies Act, 2013 (hereinafter “The Act”), the Board through Circular Resolution appointed Mr. Ramesh Lakshman Adige (DIN: 00101276) as an Additional Director in the capacity of Independent Director of the Company based on the recommendation of the Nomination and Remuneration Committee after assessing that the candidate satisfied the “fit and proper criteria” based on the extant circulars issued by the Reserve Bank of India for a term of five (5) years **with effect from September 01, 2023 to August 31, 2028, subject to the approval of the Shareholders through Special Resolution.**

The Company has received:

- (i) consent in writing from Mr. Ramesh Lakshman Adige to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (**‘Appointment Rules’**),
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Ramesh Lakshman Adige to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and the SEBI(Listing Obligations and Disclosure Requirements)Regulations 2015 as amended from time to time (hereinafter referred to as ” LODR Regulations”).
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

The Board of Directors have while approving the appointment of Shri Ramesh Lakshman Adige as an Additional Director in the capacity of an Independent Director, considered his candidature based on the evaluation, qualification, expertise, track record, integrity, due diligence, and the satisfaction of the ‘fit and proper criteria. In the opinion of the Board, Shri Ramesh Lakshman Adige fulfils the conditions for independence as specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force.

The Board has noted that Shri Ramesh Lakshman Adige’s skills, background and experience are aligned to the role and capabilities identified for the Independent Directors and that Shri Ramesh Lakshman Adige is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Shri Ramesh Lakshman Adige is justified due to his profound knowledge and expertise in business management, strategy, governance, marketing, international trade policies and public policies & public affairs. Shri Ramesh Lakshman Adige has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In terms of Regulation 17(1A) of SEBI Listing Regulations, effective from 1st April, 2019 consent of members by way of special resolution is required for appointment or continuation of directorship of Independent Non-Executive Director, beyond the age of 75 years.

Further, Shri Ramesh Lakshman Adige will attain the age of 75 years with effect from June 18, 2025 and approval of members is requested for his continuation on the Board of the Company on his attaining age of 75 years till the expiry of term of his office as an Independent Director of the Company i.e. : August 31, 2028.

The resolution seeks the approval of members for the appointment of Shri Ramesh Lakshman Adige as an Independent Director of the Company from September 01, 2023, to August 31, 2028, pursuant to Sections 149 read with Schedule IV, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and Regulation 17 of the LODR Regulations and he shall not be liable to retire by rotation.

The profile and specific areas of expertise of Shri Ramesh Lakshman Adige and other relevant information as required under LODR Regulations and SS-2 are provided as annexure.

No director, key managerial personnel or their relatives except Shri Ramesh Lakshman Adige to whom the resolution relates is deemed to be interested in or concerned with the resolution in any manner financially or otherwise.

Details of Director seeking appointment as an Independent Director

(In pursuance of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2, issued by the Institute of Company Secretaries of India)

Name of the Director	Shri Ramesh Lakshman Adige
Age	73 Years
DIN	00101276
Date of birth	June 18, 1950
Date of first appointment on the Board	He was appointed as Additional Director (independent Category) of the Company vide Circular Resolution No.: CR/2023-24/Board/07 dated September, 01, 2023 by the Board of Directors for tenure of five years
Qualifications	BE (Hons), MBA
Expertise	Finance, banking, corporate strategy, branding, sales and marketing, public affairs and public policies, corporate governance.
Other Directorships-(Unlisted Companies)	UBI SERVICES LIMITED
Listed companies (other than LIC Housing Finance Limited) in which directorship is held and committee membership* *includes only Audit Committee & Stakeholders' Relationship Committee	- Fortis Malar Hospitals Limited - Premier Limited* <i>(* The Company is under Corporate Insolvency Resolution Process (CIRP) and Board of Directors of the Company is suspended wide the Insolvency Commencement Order)</i>
Details of Remuneration sought to be paid	Sitting fees shall be paid for every Board and Committee Meetings, attended by the Director within the limits prescribed under the Act. Apart from sitting fees, no other remuneration / commission shall be paid to the Director.
Shareholding in LIC Housing Finance Limited	Nil
Relationship with Directors / KMP inter-se	None
Terms and conditions of appointment	As displayed on the company's website: https://www.lichousing.com/static-assets/pdf/TermsAndConditions%20of%20appointment%20of%20Independent%20Directors-2021.pdf?crafterSite=lichfl-corporate-website-cms&embedded=true

Consent and Declarations	Shri Ramesh Lakshman Adige has given his consent to act as director of the Company and declarations as per the provisions of the NHB and the Company Act, 2013.
Notice from a Member	The Company has received a notice to appoint Shri Ramesh Lakshman Adige as Independent Director under Section 160 (1) of the Companies Act, 2013
Fulfilment of criteria	In the opinion of the Board, Shri Ramesh Lakshman Adige (DIN-00101276) fulfills the conditions specified in the Act and the Rules made thereunder for such appointment.
Inspection of terms and conditions of appointment	The copy of the draft letter for appointment setting out the terms and conditions would be available for inspection by the members electronically as per the procedure prescribed in point 8 of Notes and General Instructions of this Notice.
Non-Disqualification u/s 164 of the Companies Act, 2013	Shri Ramesh Lakshman Adige is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013. He has also given his consent and declarations as per the provisions of the RBI Master Directions and the Company Act, 2013.
Nature of Interest	None of the other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.
Recommendation of the Board	The Board, recommends the resolution of this Notice for approval of the Members.
Justification to continue the Directorship beyond the age of 75 years	Shri Ramesh Lakshman Adige with a remarkable reservoir of professional experience and having traversed various economic cycles, industry trends, and corporate challenges, brings a depth and breadth of expertise that can be invaluable in guiding the Company.

Brief profile of Shri Ramesh Lakshman Adige

Mr. Ramesh Lakshman Adige, Non-Executive Independent Director is a B.E (Hons) from BITS Pilani & has a Post Graduate degree from the Faculty of Management Studies, University of Delhi. He has almost five decades of wide & in-depth experience, in the areas of Banking & Insurance, Marketing, Branding, Consumer durables, Automotive industry, Pharma, and Healthcare. In addition, Ramesh is adept at EHS and MDG/ESG administration, CSR, Sustainability reporting, Intellectual property policy, public affairs, Public Policy, & Higher Education. He was Independent Director on the Board of Syndicate Bank, SUD Life and Fortis Healthcare. Ramesh was member of the Board of Governance of the Indian Institute of Corporate Affairs. He was an Executive Director on the Board of Fiat India, and Ranbaxy. He was Chairman of the PHD Rural Development Foundation. He was President of the Governing Council of ARAI, Pune, the premier institute for validation, homologation & certification of all automotive and allied industries. He was a Member of the National Pharmacopeia Commission & National Formulary of India. After finishing his terms on various boards, he continuous to be on the Board of Fortis Malar Hospital, and a G.C member of the T.A. Pai Management Institute (TAPMI) Manipal. He is also Founder Member of the Bio-Diversity Foundation of NCT of Delhi chaired by the *Lt Governor of Delhi*. Ramesh has worked, in leadership roles in highly regulated & complex industries, and in challenging geographies such as India, USA, Europe and Africa, with a successful track record of building and managing the Brand and company reputation. The focus always being on value creation and positive outcome for stakeholders. Other Interests- Natural history, Ornithology & Tree Planting.

In the opinion of the Board, Shri Ramesh Lakshman Adige fulfills the conditions specified in the Act and the Rules made thereunder, for such an appointment.

All the material documents referred to in the explanatory statement will be available for inspection electronically from date of dispatch of the Notice through electronic mode and up to the last date of e-voting **i.e. October 27, 2023**. Members seeking to inspect such documents can send an email to enotices@linkintime.co.in with subject line 'Inspection of Postal Ballot Documents' along with the self-attested copy of the PAN Card of the member.

By Order and on behalf of the Board

Sd/-

Varsha Hardasani

Company Secretary & Compliance Officer

Place: Mumbai

Date: September 1, 2023

Registered Office:

Bombay Life Building, 2nd Floor,

45/47, Veer Nariman Road, Mumbai - 400 001.

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