

REPORT ON CORPORATE GOVERNANCE

The corporate governance is a tool through which an organisation directs and controls itself and the people associated with it by established standards and codes of conduct. Through good Corporate Governance it is ensured fair and ethical business decisions are carried out by taking various stakeholder's interest into account. Corporate Governance is the key to integrity of corporations, financial institutions and capital market.

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's Corporate Governance is a large spectrum of systems and practices that ensures commitment to values - fairness, transparency, responsibility and ethical behaviour in doing business. The Company transforms these core values in to business policies and practices aim of sustainable growth for all stakeholders.

The Company endeavours to achieve operational excellence and customer delight in every sphere of business operation through constant awareness about its responsibility in relation to stakeholders, customers, government, employees and society at large. Being a responsible organisation your Company honestly and effectively discharges its obligations to government and strives to empower the employees.

The Company has strong legacy of transparency and ethical governance practices. The Company has adopted code of conduct for its Directors and employees which is hosted on its website. The Company complies with all requirements stipulated under Security Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015). ("SEBI LODR REGULATIONS") and shortened version of Listing Agreement entered into with the Stock Exchanges with regard to Corporate Governance. The Company also complies with the applicable provisions of the Housing Finance Companies - Corporate Governance (National Housing Bank) Directions, 2016.

The average tenure of Board members in years as on 31st March, 2020 is as follows:

Name of the Director	Original date of appointment	Tenure (in years) as on 31 st March, 2020	Earlier of retirement date/ term ending date	Average tenure (in years)
Non-executive Non independent Directors including Chairman				
M. R. Kumar	25.03.2019	1.07	NA	1.02
Vipin Anand	11.11.2019	0.4	NA	
P Koteswara Rao	11.06.2018	1.80	10.06.2023	
Sanjay Kumar Khemani	01.07.2019	0.80	NA	
Executive - Whole-time Director				
Siddhartha Mohanty	01.08.2019	0.7	NA	0.7
Independent Directors				
Jagdish Capoor*	25.05.2012	7.85	23.05.2022	5.25
Dr. Dharmendra Bhandari**	19.08.2014	5.62	18.08.2024	
Ameet N Patel	19.08.2015	4.62	18.08.2020	
V. K. Kukreja	30.06.2015	4.75	30.06.2020	
Ms. Savita Singh*	25.05.2012	7.85	24.05.2023	
Kashi Prasad Khandelwal	01.07.2019	0.80	30.06.2024	

*reappointed for a second term w.e.f 24.05.2017 ** reappointed w.e.f 19.08.2019

BOARD OF DIRECTORS

Composition

It is our belief that the Board of Directors of the Company needs to have an appropriate mix of executive, non-executive and independent directors to maintain its independence and clearly carve out functions of governance and management. The Listing Regulations mandate that for a company with a non-executive chairman, who is a promoter, at least half of the Board should consist of independent directors. As on 31st March, 2020, the Board of the Company comprised of Eleven members consisting of two Non-Executive Non-Independent Promoter Directors including Chairman, Shri M. R. Kumar, Non-Executive Nominee Director and Shri Vipin Anand, one Executive Nominee Director, Shri Siddhartha Mohanty, who is Managing Director & CEO, two Non-Executive Non Independent Directors and Six Non-Executive Independent Directors include one women Independent Director Smt. Savita Singh, thereby fulfilling the requirement of the Companies Act, 2013 and the Listing Regulations. The Executive and Non-Executive Directors are competent and knowledgeable personalities in their respective fields. None of the Directors on the Board hold Directorship in more than 10 public companies and none of them is a member of more than 10 committees or chairman of more than 5 committees in Companies in which they are Directors. Necessary disclosures in this regard as on 31st March, 2020 have been made by the Directors. The Directors are not related to each other.

The average tenure of members on our Board is 3.3 years as of 31st March, 2020. The average tenure of executive director (whole-time director) is 0.7 years, independent directors is 5.25 years and that of the non-executive non-independent directors including chairman is 1.02 years.

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The Independent Directors actively take part in the proceedings of the Board and Committee meetings which enables qualitative decision-making. They receive sitting fees for attending the Board and Committee meetings, other than Corporate Social Responsibility Committee meetings and do not have any other material or pecuniary relationship or transactions with the Company, its Promoters, its Directors, Management, Subsidiaries or Associates. In 2018-19, the composition of the Board was in conformity with ("SEBI LODR REGULATIONS") Details of Board Meetings and the last Annual General Meeting attended by Directors, number of other Directorships / Committee membership and chairmanship (viz. Audit Committee and Stakeholders Relationship Committee as per ("SEBI LODR REGULATIONS") held by them as on 31st March, 2020 are tabulated below:

Sr. No.	Directors	Category of Directorship	Attendance at 30 th Annual General Meeting	Attendance at the Board meetings (No. of meetings held - 7)	No. of Directorships of other Companies (other than LIC Housing Finance Ltd.)	No. of Committees Membership / Chairmanship (other than LIC Housing Finance Ltd.)		Directorships in other Listed entities and category
						Member	Chairman	
1.	Shri M. R. Kumar (DIN- 03628755)	Chairman	Present	7	1	-	-	IDBI BANK LIMITED-(Non-Executive Non- Whole time Chairman)
2.	Shri Vipin Anand* (DIN- 05190124)	Non Executive Non Independent	Not Applicable	2	-	-	-	-
3.	Shri Jagdish Capoor (DIN- 00002516)	Independent and Non-Executive	Present	7	2	2	-	i. SPANDANA SPHOORTY FINANCIAL LIMITED- Independent Director ii. Manappuram Finance Limited- Independent and Non-Executive Chairman
4.	Smt. Savita Singh (DIN-01585328)	Independent and Non Executive	Absent	5	-	-	-	-
5.	Dr. Dharmendra Bhandari (DIN- 00041829)	Independent and Non-Executive	Present	7	-	-	-	-
6.	Shri V. K. Kukreja (DIN- 01185834)	Independent and Non Executive	Present	7	-	-	-	-
7.	Shri Ameet N. Patel (DIN- 00726197)	Independent and Non Executive	Present	7	-	-	-	-
8.	Shri Siddhartha Mohanty (DIN- 08058830)	Executive	Present	5	1	1	-	Kesoram Industries Ltd- Non Executive Nominee Director
9.	Shri P Koteswara Rao (DIN- 06389741)	Non-Executive Non Independent	Present	5	-	-	-	-

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						Member	Chairman	
10.	Shri Kashi Prasad Khandelwal (DIN -00748523)	Independent and Non-Executive	Present	5	4	4	4	i. Kesoram Industries Ltd- Independent Director ii. GPT Infraprojects Limited- Independent Director iii. Balasore Alloys Limited iv. Birla Tyres Ltd- Independent Director
11	Shri Sanjay Kumar Khemani (DIN -00072812)	Non-Executive Non Independent	Present	5			-	
12	Shri Hemant Bhargava* (DIN- 01922717)	Non Executive Non Independent	Not Applicable	2	4	1		i. Voltas Limited- Non-Executive Director ii. The Tata Power Company Limited- LIC Nominee Director iii. Larsen and Toubro Limited- Non-Executive Director iv. ITC Limited- Non-Executive Director
13	Shri Vinay Sah** (DIN- 02425847)	Executive	Not Applicable	2	-	-	-	-

*Shri Hemant Bhargava Resigned on 01.08.2019. ** Shri Vinay Sah Resigned on 31.07.2019 on account of repatriation to LIC of India.

^ Shri Vipin Anand was appointed through resolution by circulation on 11th November, 2019

Note:

- 1) Excludes Foreign Companies, Private Limited Companies and Companies under Section 8 of Companies Act, 2013, Trusts and Alternate Directorships as per Regulation 26 of the Listing Regulations.
- 2) Includes only chairmanship / membership of Audit Committee and Stakeholders' Relationship Committee in public companies.
- 3) None of the Directors are related inter-se.

Role of the Board of Directors:

The primary role of the Board of Directors is that of trusteeship to protect and enhance shareholders' value through strategic direction to the Company. The Board has fiduciary responsibility to ensure that the Company has clear goals aligned to shareholder value and its growth. The Board carries out its duties with care, skill and diligence and exercises independent judgement. It sets strategic goals and seeks accountability from the management and employees.

Certificate from Company Secretary in practice:

Shri N. L. Bhatia (FCS:1176, CP No.:422), Managing Partner of N. L. Bhatia & Associates, Practicing Company Secretaries (UIN: P1996MH055800) has issued a certificate as required under the Listing Regulations, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of companies by the ("SEBI LODR REGULATIONS") / Ministry of Corporate Affairs or any such statutory authority.

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Board appointments / membership criteria:

The Company inducts eminent personalities from diverse fields as Directors on its Board. The Nomination and Remuneration Committee (NRC) works with the entire Board to determine the appropriate characteristics, skills and experience required for the Board as a whole and for individual members. Board members are expected to possess required qualifications, integrity, expertise and experience for the position and relevant to the Company and also ability to contribute to its growth.

Based on the disclosures received from all the Independent Directors and also in the opinion of the Board, the Independent Directors fulfil the conditions specified in the Companies Act, 2013 and Listing Regulations and are independent of the Management.

The table below, summarizes the key qualifications, skills and attributes which are taken into consideration while nominating individuals as Board members:

Definitions of director qualification, skills and attributes	
Corporate Governance	Need to have the knowledge to steer the organisation towards achieving its objectives while operating effectively, responsibly, legally and sustainably, adopts best practices in corporate governance, including relevant governance codes, , practices, roles, duties, responsibilities and accountabilities of individual directors and of the Board as a whole.
Leadership and stakeholder relations	Need to understand how to deliver effective leadership, build good stakeholder relations and develop a strategically aligned and value based organisational performance.
Strategy	Demonstrate an understanding of market demands including retail customer needs as well as the importance of customer centric service, good commercial judgement, understanding of the relationship between risk and reward, Company's relative position and challenges and understanding of alternative / disruptive business models.
Finance / Technical	Need to understand how to assess the organisation's financial position and steer its financial performance in order to stay solvent and develop sustainable plans, demonstrate an understanding of how to interpret financial statements and accounts in order to assess the financial health of an organisation, understating of finance in all its facets including housing finance, knowledge of relevant products / schemes, housing, banking, funding through debt and equity, capital markets, regulatory framework and knowledge of relevant legislative issues.
Strategic thinking	Ability to identify opportunities and threats to the organisation, taking account of the internal and external business environment, propose alternative options, present creative and innovative solutions. Identify the potential impact of decisions and offer contingency plans and risk mitigation.
Analysis and use of information	Ability to actively seek reliable, sufficiently detailed and timely information from wide range of sources, assimilate and synthesise financial, technical and qualitative information, simplify complex information.
Decision making	Ability to evaluate proposals using a range of criteria, SOP, existing schemes, etc., identify their advantages and disadvantages, take decisions even in the face of uncertainty, take calculated risks in the context of the organisation's strategy and protecting its commercial interests.
Communication	Ability to communicate effectively , listen dispassionately, carefully, and attentively. Communicate articulately, clearly and concisely.

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Definitions of director qualification, skills and attributes

Leadership	Strong leadership skills enable Directors to solve problems, cope with crisis and change and inspire others to follow them in pursuit of the values and goals of the organisation, display confidence, self-assurance and conviction. Inspire, support and motivate others.
Influencing	Ability to build good network and relationships within and beyond the organisation, persuade and influence others including those of equal, greater or subordinate status and power. Identify the needs, interests and influence of internal and external stakeholders and build appropriate and effective relationships as well as demonstrate shrewdness and political astuteness.
Ethical	Demonstrate behaviour which conforms to high standards of public conduct, place interest of the organisation above self in all business matters, identify and disclose conflicts of interest relating to self and others when these become apparent.
Professional	Need to have professional attitude and outlook towards their role, maintain high standards of skill, care and diligence in professional activities, take responsibility for one's performance and behaviour and that of the organisation, act as an advocate for the organisation, both internally and externally.
Performance oriented	Focus on the goals of the organisation and the priorities agreed by the Board, identify and take opportunities to enhance the organisation's business advantage, set challenging but achievable goals and standards of performance for themselves and others. Encourage a culture of learning in the organisation.
Independent	Should be willing to disagree and take an independent stance in the face of dissenting views and to potential detriment, encourage rigorous discussion and diverse views, adopt an inquisitive approach and actively question assumptions and test propositions. Willing to challenge the status quo and historical ways of doing things.

In the table below, the specific areas of focus or expertise of individual Board members have been highlighted.

Name of Director	Area of expertise													
	Corporate Governance	Leadership and stakeholder	Strategy	Finance / Technical	Strategic	Analysis and use of information	Decision making	Communication	Leadership	Influencing	Ethical	Professional	Performance oriented	Independent
M R Kumar, Chairman	√	√	√	√	√	√	√	√	√	√	√	√	√	√
Vipin Anand	√	√	√	√	√	√	√	√	√	√	√	√	√	√
Siddhartha Mohanty, MD & CEO	√	√	√	√	√	√	√	√	√	√	√	√	√	√
Jagdish Capoor	√	√	√	√	√	√	√	√	√	√	√	√	√	√
Savita Singh	√	√	√	√	√	√	√	√	√	√	√	√	√	√
Dr. Dharmendra Bhandari	√	√	√	√	√	√	√	√	√	√	√	√	√	√
Ameet N Patel	√	√	√	√	√	√	√	√	√	√	√	√	√	√
V. K Kukreja	√	√	√	√	√	√	√	√	√	√	√	√	√	√
P Koteswara Rao	√	√	√	√	√	√	√	√	√	√	√	√	√	√
Kashi Prasad Khandelwal	√	√	√	√	√	√	√	√	√	√	√	√	√	√
Sanjay Kumar Khemani	√	√	√	√	√	√	√	√	√	√	√	√	√	√

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EVENTS AFTER BALANCE SHEET DATE:

The Nomination and Remuneration Committee which had considered the report of performance evaluation of Shri V K Kukreja (DIN-01185834), 'Fit and Proper' criteria adopted by the Board on 10th March, 2017 as per NHB notification No.NHB.HFC.CG-DIR.1/MD&CEO/2016 dated 9th February, 2017, and had undertaken process of due diligence in the case of Shri V K Kukreja (DIN-01185834), found Shri V K Kukreja (DIN-01185834), to be suitable and eligible based on evaluation, qualification, expertise, track record, integrity and 'fit and proper' criteria, to continue as Independent Director of LIC Housing Finance Limited (the Company) for a further period of five consecutive years with effect from 01st July, 2020 and not liable to retire by rotation. Based on such recommendation, the Board considered and after having thought fit, pursuant to the provisions of the Sections 149, 152, 161 and the Rules made thereunder, read with Schedule IV, approved appointment of Shri V K Kukreja (DIN-01185834) as Additional Director (Independent) of the Company to hold office for a period of five (5) consecutive years, not liable to retire by rotation.

The NRC which had considered the report of performance evaluation of Shri Ameet N Patel (DIN-00726197), 'Fit and Proper' criteria adopted by the Board on 10th March, 2017 as per NHB notification No.NHB.HFC.CG-DIR.1/MD&CEO/2016 dated 9th February, 2017, and had undertaken process of due diligence in the case of Shri Ameet N Patel (DIN-00726197), found Shri Ameet N Patel (DIN-00726197), to be suitable and eligible based on evaluation, qualification, expertise, track record, integrity and 'fit and proper' criteria, to continue as Independent Director of the Company, for a further period of five consecutive years with effect from 19th August, 2020 and not liable to retire by rotation. Based on such recommendation, the Board considered and after having thought fit, pursuant to the provisions of the Sections 149, 152, 161 and the Rules made thereunder, read with Schedule IV approved appointment of Shri Ameet N Patel (DIN-00726197) as Additional Director (Independent) of the Company to hold office for a period of five (5) consecutive years, not liable to retire by rotation.

BOARD MEETINGS

The meetings of the Board of Directors are scheduled in advance. The Company Secretary prepares the agenda for the meetings in consultation with the Managing Director & CEO. The detailed agenda and other relevant notes are circulated to the Directors well in advance. The Directors can suggest additional items for deliberation. Members of the Senior Management team are invited in the meetings to provide additional information and clarification, if required. During FY 2019-2020, seven Board meetings were held as listed below:

Sr. no.	Dates on which the Board Meetings were held	Total strength of the Board	No. of Directors present
1	04 th May 2019	9	8
2	01 st July 2019	9	9
3	03 rd August 2019	10	9
4	28 th August 2019	10	9
5	19 th October 2019	10	9
6	30 th January 2020	11	11
7.	06 th March 2020	11	11

Directorship term:

The Board constantly evaluates the contribution of members and as and when reappointments are made, the same are updated / hosted on the Company's website. As per the Act / Regulations, two-third of the non-independent directors are liable to retire by rotation and one-third of them should mandatorily retire by rotation every year. Executive Director is appointed by the shareholders for a maximum term of five years or up to the term of superannuation whichever is earlier. An Independent Director shall hold the term of office for five (5) consecutive years on the Board of the Company and would be eligible for reappointment on the passing of a special resolution by the shareholders.

Succession planning:

As part of succession planning and in order to ensure stability and effective implementation of long term business strategies and for smooth transition at MD & CEO level, the Board considered and approved that senior official from LIC of India may be deputed to LIC Housing Finance Limited, at least 4 to 6 months in advance before the retirement / elevation / transfer of MD & CEO, by creating a new position of Chief Operating Officer (COO) who would subsequently take over as MD & CEO on retirement / elevation / transfer of the MD & CEO with a view to ensuring stability and effective implementation of long term business strategies.

NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY DIRECTORS:

Except Shri M R Kumar, and Dr. Dharmendra Bhandari, who hold 300 and 500 equity shares respectively, none of the Directors of the Company are holding any equity shares of the Company. The Company has not issued any convertible instruments till date.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

During the year under review, the Company had provided suitable training to Independent Directors, familiarizing them with the company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates and business model of the company. The details of such familiarisation programme are disclosed on the Company's website https://www.lichousing.com/downloads/Familiarization_Program_05_03_2020.pdf.

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SITTING FEE:

Sitting fee is paid to the Directors (other than Shri M. R. Kumar, Chairman, Shri Vipin Anand, Director, Shri Siddhartha Mohanty, Managing Director & CEO), for every Board and Committee meeting; other than Corporate Social Responsibility Committee meetings; attended by them. Remuneration is paid to Shri Siddhartha Mohanty, as applicable to an officer in the cadre of Executive Director of LIC of India and Productivity Linked Incentive as approved by the NRC.

BOARD COMMITTEES:

The Board has constituted various committees to facilitate a more focused attention on important issues. The Committees deliberate and decide on the issues falling within their terms of reference and make recommendations to the Board wherever necessary.

AUDIT COMMITTEE:

The Committee comprises of Four Non-Executive Independent Directors with expertise in finance, accounts, treasury and law. During the year, eight (8) Audit Committee meetings were held. The composition of Audit Committee, the dates on which the Audit Committee meetings were held and the attendance of the members at the said meetings are as under:

Composition

Shri Jagdish Capoor	Chairman	Independent Director
Dr. Dharmendra Bhandari	Member	Independent Director
Shri Ameet Patel	Member	Independent Director
Shri Kashi Prasad Khandelwal*	Member	Independent Director

Dates of Audit Committee Meetings & Attendance of Members:

Sr. no.	Dates on which Audit Committee meetings were held	Shri Jagdish Capoor	Dr.Dharmendra Bhandari	Shri Ameet N. Patel	Shri Kashi Prasad Khandelwal*
1	03 rd May 2019	Attended	Attended	Attended	Not Applicable
2	04 th June 2019	Attended	Attended	Attended	Not Applicable
3	26 th June 2019	Attended	Attended	Attended	Not Applicable
4	03 rd August 2019	Attended	Attended	Attended	Not Applicable
5	18 th October 2019	Attended	Attended	Attended	Attended
6	19 th December 2019	Attended	Attended	Attended	Attended
7	29 th January 2020	Attended	Attended	Attended	Attended
8	5 th March 2020	Attended	Attended	Attended	Attended

* Inducted on Committee on 03rd August, 2019.

Shri Nitin K. Jage, General Manager (Taxation) and Company Secretary, acts as Secretary to the Committee.

The Audit Committee possesses adequate powers and its terms of reference enable it to play an effective role as mentioned in ("SEBI LODR REGULATIONS").

Role and Powers of Audit Committee

The terms of reference of the Audit Committee comprise:

Role

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, adequate and credible;
- Recommendation for appointment, remuneration, and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause(c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgement by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions;

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- g. Modified opinion(s) in the draft audit report;
 - v. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 - vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency on utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 - vii. Reviewing and monitoring the Auditor's independence and performance and effectiveness of audit process;
 - viii. Approval or any subsequent modification of transactions of the company with related parties;
 - ix. Scrutiny of inter-corporate loans and investments;
 - x. Valuations of undertakings or assets of the company wherever it is necessary;
 - xi. Evaluation of Internal Financial Controls and Risk Management systems;
 - xii. Reviewing, with the management, performance of Statutory and Internal auditors, adequacy of the Internal Control Systems;
 - xiii. Reviewing the adequacy of Internal Audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - xiv. Discussion with the Internal Auditors of any significant findings and follow up thereon;
 - xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 - xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - xviii. To review the functioning of the Whistle Blower Mechanism;
 - xix. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc of the candidate;
 - xx. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
 - xxi. reviewing the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- (The term related party transactions shall have the same meaning as provided in ("SEBI LODR REGULATIONS").*

Powers

- i. To investigate any activity within its terms of reference.
- ii. To seek information from any employee.
- iii. To obtain external legal or other professional advice.
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

The Audit Committee mandatorily reviews the following:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions submitted by management;
3. Management letters / letters of internal control weakness issued by the statutory auditors;
4. Internal audit reports relating to internal control weakness;
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit committee.
6. Statement of deviations :
 - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable.
 - b) Annual statement of funds utilized for purposes other than those stated in the offer document / prospectus/ notice.

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Meetings are scheduled well in advance. The Audit Committee considers and recommends quarterly and yearly financial results for approval by the Board. The Joint Statutory Auditors and Internal Auditor of the Corporate Office are invited to attend the meeting. The head of the Internal Audit function attends the Audit Committee meetings; the Committee also invites other Heads of the Departments (HODs) to be present as may be necessary.

EXECUTIVE COMMITTEE

The Executive Committee formed by the Board has been empowered with the following:

- 1) To frame the norms, policies, guidelines, conditions, parameters for all housing loan schemes including Project Finance schemes.
- 2) To relax / waive / alter the norms/ guidelines/ conditions of the housing loan schemes including Project Finance schemes on case to case basis.
- 3) To sanction loans to Builders and Developers under Project Loans beyond the limits delegated to Managing Director & CEO as per Financial Power Standing Order, 1990 (as amended up to 4th May, 2019 (FPSO) on recommendation of the HODs Committee as constituted by the Managing Director & CEO from time to time.
- 4) To sanction loans under Rental Securitization of the loan amount more than the amount delegated to General Managers' Committee as per FPSO.
- 5) To sanction loans under Individual loan schemes beyond the loan amount delegated to General Managers' Committee as per FPSO.
- 6) To approve any new loan scheme that the Company may launch.
- 7) To revise the interest rate in the existing schemes & new schemes of Individual/ Project loans/ Apna Hospital / Unsold Inventory.
- 8) To modify/ restructure existing and new schemes for Individual / Project loans.
- 9) To revise terms and conditions of the existing & new Individual/ Project loans.
- 10) To take over the portfolio of the Housing Loans, subject to the limits as specified by the Board from time to time.
- 11) To waive Interest, Additional Interest, and other charges beyond the limits delegated to Managing Director & CEO in respect of the One Time Settlement under FPSO.
- 12) To waive principal amount irrespective of the waiver amount involved in respect of One Time Settlement beyond the limits delegated to Managing Director & CEO under FPSO.
- 13) To approve the Reserve price under SARFAESI Act, 2002 beyond the limits delegated to Managing Director & CEO under FPSO.
- 14) To approve LICHFL- PLR and to review & revise the same from time to time.
- 15) To approve the purchase / construction of the property for office building / staff quarters beyond the limits delegated to Managing Director & CEO, generally on such terms and conditions as it may think fit and in any such purchase or other acquisition to accept such title, as it may believe or may advise to be reasonably satisfactory.
- 16) To borrow money for the purpose of the business of the Company subject to the limit specified by the Board from time to time.
- 17) To approve the payment to arrangers for fund mobilization.
- 18) To approve the payment of processing or any other fees payable to Banks/FIs.
- 19) To approve the availing of re-finance from National Housing Bank.
- 20) To delegate to Managing Director & CEO any or all of the powers listed above for a specific period.
- 21) To approve / ratify relaxation/ waiver/ refund of processing fees, administrative fee, prepayment charges in respect of project finance (including at the time of revalidation).
- 22) To approve / ratify restructuring / reschedulement of project loan.
- 23) To approve revision of rate of interest in respect of project loans on case to case basis.
- 24) To approve/ ratify issue of NOC, release of charge in respect of project loan.
- 25) To approve the cases under consortium/ Joint financing.
- 26) To approve takeover of existing project loan/ term loan of other institution/s.
- 27) To approve loan against unsold inventory.
- 28) To approve loan against Apna Hospital Scheme.
- 29) To modify existing schemes.

REPORT ON CORPORATE GOVERNANCE

The Executive Committee meets as and when required for considering and approving loan proposals / offers within the power delegated to it. During the year, twenty six (26) Executive Committee meetings were held. The composition of Executive Committee, the dates of the meetings held and the attendance of the members at the said meetings are as under:

Composition of the Executive Committee:

Shri V.K. Kukreja	Chairman	Independent Director
Shri P. Koteswara Rao	Member	Non-Independent Non- Executive Director
Shri Siddhartha Mohanty **	Member	Managing Director & CEO
Shri Sanjay Kumar Khemani^	Member	Non-Independent Non- Executive Director

Dates of Executive Committee Meetings & Attendance of Members:

Sr. no.	Dates on which Executive Committee meetings were held	Shri V. K. Kukreja	Shri P Koteswara Rao	Shri Vinay Sah*	Shri Siddhartha Mohanty**	Shri Sanjay Kumar Khemani^
1	02 nd May 2019	Attended	Attended	Attended	Not Applicable	Not Applicable
2	14 th May 2019	Attended	Attended	Attended	Not Applicable	Not Applicable
3	30 th May 2019	Attended	Attended	Not Attended	Not Applicable	Not Applicable
4	24 th June 2019	Attended	Attended	Attended	Not Applicable	Not Applicable
5	28 th June 2019	Attended	Not Attended	Attended	Not Applicable	Not Applicable
6	22 nd July 2019	Attended	Attended	Attended	Not Applicable	Not Applicable
7	14 th August 2019	Attended	Attended	Not Applicable	Attended	Attended
8	11 th September 2019	Attended	Attended	Not Applicable	Attended	Attended
9	17 th September 2019	Attended	Not Attended	Not Applicable	Attended	Attended
10	24 th September 2019	Attended	Not Attended	Not Applicable	Attended	Attended
11	15 th October 2019	Attended	Attended	Not Applicable	Attended	Attended
12	30 th October 2019	Attended	Attended	Not Applicable	Attended	Not Attended
13	20 th November 2019	Attended	Attended	Not Applicable	Attended	Attended
14	29 th November 2019	Attended	Attended	Not Applicable	Attended	Attended
15	10 th December 2019	Attended	Attended	Not Applicable	Attended	Not Attended
16	19 th December 2019	Attended	Attended	Not Applicable	Attended	Attended
17	27 th December 2019	Attended	Attended	Not Applicable	Attended	Attended
18	02 nd January 2020	Attended	Attended	Not Applicable	Attended	Attended
19	13 th January 2020	Attended	Not Attended	Not Applicable	Attended	Attended
20	23 rd January 2020	Attended	Attended	Not Applicable	Attended	Attended
21	31 st January 2020	Attended	Attended	Not Applicable	Attended	Attended
22	20 th February 2020	Attended	Attended	Not Applicable	Attended	Not Attended
23	28 th February 2020	Attended	Attended	Not Applicable	Attended	Attended
24	02 nd March 2020	Not Attended	Attended	Not Applicable	Attended	Attended
25	13 th March 2020	Attended	Attended	Not Applicable	Attended	Attended
26	17 th March 2020	Attended	Attended	Not Applicable	Not Attended	Not Attended

^ Inducted on Committee on 3rd August, 2019.

* Member of the committee upto 31st July, 2019

** inducted on committee on 3rd August, 2019 in place of Shri Vinay Sah.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee (SRC) looks into issues related to shareholders, like transfer / transmission of shares, issue of duplicate share certificate/s, non-receipt of dividend, annual report and other related matters. The Committee also advises to improve investor services and to provide prompt and sufficient information. Further, to expedite share transfers in physical form, the Board has delegated power for approving the share transfers to the Committee of Officers of the Company.

REPORT ON CORPORATE GOVERNANCE

SEBI (LODR) (Amendment) Regulations, 2018, Para 3(g) and Para 3(u)(b)(ii), has modified and extended the roles and responsibilities of SRC to include the following:

The Amendments modify and widen the role and responsibilities of SRC to include the following:

- i. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.
- ii. Review of measures taken for effective exercise of voting rights by the shareholders.
- iii. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- iv. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ Annual Reports / statutory notices by the shareholders of the company.

Further, the Chairman of the SRC is required to be present at the AGMs to answer queries of the security holders.

Composition of the SRC is as follows:

Shri Ameet N Patel	Chairman	Independent Director
Ms. Savita Singh	Member	Independent Director
Shri Siddhartha Mohanty*	Member	Managing Director & CEO
Shri Kashi Prasad Khandelwal*	Member	Independent Director

*Shri Siddhartha Mohanty was inducted in the committee, in place of Shri Vinay Sah; and Shri Kashi Prasad Khandelwal was inducted in the Committee on 3rd August, 2020

During the year, one SRC meeting was held on 5th March, 2020 which was attended by 3 members. Ms. Savita Singh had not attended the meeting. The Board has delegated power to issue duplicate share certificate/s to the Committee of Directors so as to expedite the process of issuing duplicate share certificate/s from time to time to the shareholders in case original share certificate/s is/are lost, upon receipt of necessary documents required for the purpose.

COMPLIANCE OFFICER

Shri Nitin K. Jage, General Manager (Taxation) and Company Secretary, acts as the Compliance Officer.

DETAILS OF SHAREHOLDERS' COMPLAINTS

The details of the shareholder complaints are as under:

Particulars	No. of Complaints
Number of Complaints at the beginning of the Year	3
Number of complaints / requests in respect of non-receipt of Annual Report, Address change, change in ECS details, non-receipt of Duplicate Share Certificate/s, Revalidation of Dividend Warrant etc. received during the year	46
Number of complaints / requests in respect of non-receipt of Annual Report, Address change, change in ECS details, non-receipt of Duplicate Share Certificate/s, Revalidation of Dividend Warrant etc. resolved during the year	48
Number of Complaints at the end of the Year	1

Requests pertaining to dematerialisation and transfer of shares:

Nature of request	Requests received	No. of Shares involved
Dematerialisation	661	3,57,105
Transfer of shares	92	53,500

The requests for dematerialisation and transfers were promptly attended and there were no requests pending for approval as on 31st March, 2020.

OTHER COMMITTEES:

Debenture Allotment Committee

The Debenture Allotment Committee is empowered to raise funds by allotting Non-Convertible Debentures (NCDs), to the successful applicants from time to time in different tranches. All tranches are listed on National Stock Exchange (NSE).

Composition of the Debenture Allotment Committee is as follows:

Shri Siddhartha Mohanty	Member	Managing Director & CEO
Shri Jagdish Capoor	Alternate Member	Independent Director
Dr. Dharmendra Bhandari	Alternate Member	Independent Director

REPORT ON CORPORATE GOVERNANCE

Dates of Debenture Allotment Committee Meetings & Attendance of Members:

Sr. no.	Dates on which Debenture Allotment Committee Meetings were held	Shri Siddhartha Mohanty**	Shri Jagdish Capoor (Alternate Member)	Dr. Dharmendra Bhandari (Alternate Member)	Shri Vinay Sah^
1	20 th May 2019	Not Applicable	Attended	Not Applicable *	Attended
2	31 st May 2019	Not Applicable	Not Applicable *	Attended	Attended
3	12 th July 2019	Not Applicable	Attended	Not Applicable *	Attended
4	23 rd July 2019	Not Applicable	Attended	Not Applicable *	Attended
5	22 nd August 2019	Attended	Attended	Attended	Not Applicable
6	29 th August 2019	Attended	Attended	Not Applicable *	Not Applicable
7	09 th September 2019	Attended	Attended	Not Applicable *	Not Applicable
8	23 rd September 2019	Not Attended	Attended	Attended	Not Applicable
9	18 th October 2019	Attended	Attended	Not Applicable *	Not Applicable
10	04 th November 2019	Not Applicable *	Attended	Attended	Not Applicable
11	28 th November 2019	Attended	Attended	Not Applicable *	Not Applicable
12	06 th December 2019	Attended	Attended	Not Applicable *	Not Applicable
13	20 th December 2019	Attended	Attended	Not Applicable *	Not Applicable
14	10 th January 2020	Attended	Attended	Not Applicable *	Not Applicable
15	28 th January 2020	Attended	Not Applicable *	Attended	Not Applicable
16	06 th February 2020	Attended	Attended	Not Applicable *	Not Applicable
17	12 th February 2020	Attended	Not Applicable *	Attended	Not Applicable

*being Alternate Member(s)

**Inducted in the Committee on 3rd August 2019 in place of Shri Vinay Sah

^ Member of the Committee upto 31st July, 2019.

Nomination & Remuneration Committee (NRC)

Nomination & Remuneration Committee comprises of three Non-Executive Directors and the Chairman of the Committee is an Independent Director as per (“SEBI LODR REGULATIONS”) LODR REGULATIONS”).

The terms of reference of the NRC are as follows:

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors, a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;

- (3) devising a policy on diversity of board of directors;
- (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- (5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (6) recommend to the board, all remuneration, in whatever form, payable to senior management.

Composition of the NRC is as follows:

Shri Jagdish Capoor	Chairman	Independent Director
Shri V K Kukreja	Member	Independent Director
Dr Dharmendra Bhandari	Member	Independent Director
Shri. Sanjay Kumar Khemani *	Member	Non- Independent Non-Executive Director

REPORT ON CORPORATE GOVERNANCE

Dates of NRC Meetings and Attendance of Members:

Sr. no.	Dates on which Nomination & Remuneration Committee meetings were held	Shri Jagdish Capoor	Shri V K Kukreja	Shri Koteswara Rao**	Dr Dharmendra Bhandari *	Shri. Sanjay Kumar Khemani*
1	3 rd May, 2019	Attended	Attended	Attended	Not Applicable	Not Applicable
2	1 st July, 2019	Attended	Attended	Attended	Not Applicable	Not Applicable
3	3 rd August, 2019	Attended	Attended	Attended	Not Applicable	Not Applicable
4	28 th August, 2019	Attended	Attended	Not Applicable	Attended	Attended
5	5 th March, 2020	Attended	Attended	Not Applicable	Attended	Attended

*Inducted in committee on 3rd August, 2019

**Member of the committee upto 3rd August, 2019.

CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS:

The Directors except Shri M R Kumar, Chairman, Shri, Vipin Anand Director, Shri Siddhartha Mohanty, Managing Director & CEO, and Shri Hemant Bhargava Ex-Director and Shri Vinay Sah Managing Director & CEO, were paid sitting fees for attending Board and Committee meetings, other than Corporate Social Responsibility Committee meetings .

During the financial year ended 31st March, 2020, Non-Executive Independent members and Non-Executive Non- Independent members of the Board were paid sitting fees of ₹ 35000/- for attending every Board meeting, ₹ 25000/- for attending every Executive Committee Meeting, ₹ 20000/- for attending every Debenture Allotment Committee / Audit Committee meeting, ₹ 15000/- attending for HR Committee / Risk Management Committee / Nomination & Remuneration Committee / Stakeholder Relationship Committee / Investment Committee Meetings.

The details of sitting fees paid to the Directors during the period from 1st April, 2019 to 31st March, 2020 is mentioned below:

Names of Non-Executive Directors	Sitting fees (In ₹)
Shri Jagdish Capoor	7,80,000/-
Smt. Savita Singh	2,20,000/-
Dr. Dharmendra Bhandari	6,75,000/-
Shri V. K. Kukreja	11,25,000/-
Shri Ameet N. Patel	4,40,000/-
Shri P Koteswara Rao	8,30,000/-
Shri Kashi Prasad Khandelwal	2,90,000/-
Shri Sanjay Kumar Khemani	6,05,000/-

REMUNERATION POLICY

The Company framed this policy in order to align with various provisions under (“SEBI LODR REGULATIONS”) vide its circular no.CIR/CFD/Policy Cell/2/2014 dated 17th April 2014 and circular no.CIR/CFD/Policy Cell/7/2014 dated 15th September 2014.

The Nomination & Remuneration Committee recommends to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees as

per sub-section (3) of Section 178 and based on the functions of the Board of Directors as indicated under Schedule IV (as per section 149) annexed to the Companies Act, 2013 and the Rules made thereunder.

Accordingly, the Remuneration policy relating to the remuneration of Directors, Key Managerial personnel and other employees is as below:

Remuneration to Non-Executive Directors:

The Non-Executive Directors would be paid such amount of sitting fees as decided from time to time for every Board and Committee Meeting they attend. Apart from sitting fees no other remuneration / commission would be payable to them.

In future if Company decides to pay any remuneration / commission to Non-Executive Independent Directors, then the same will be in compliance with Regulation 17(6)(ca) of the (“SEBI LODR REGULATIONS”) as amended from time to time.

Remuneration to Non-Executive Nominee Directors:

The Non-Executive Nominee Directors would not be paid any sitting fees for every Board and Committee Meeting they attend. The Non-Executive Nominee Directors are being paid salary and other benefits by LIC of India.

Remuneration to Executive Nominee Director:

The Executive Nominee Director who is designated as Managing Director & CEO is paid remuneration as applicable to an Officer in the cadre of Executive Director of LIC of India. This apart, the Executive Nominee Director is entitled for PLI as per criteria approved by the Nomination and Remuneration Committee of the Board.

As and when there is any revision in the pay scales of the Executive Nominee Director as per the charter decided by the LIC of India from time to time, then the same is made applicable to the Executive Nominee Director are at par with those of the officials in the similar cadre of. Further, tenure and terms and conditions of appointment of Executive Nominee Director are as decided by LIC of India from time to time and as approved by the Board of Directors of the Company.

REPORT ON CORPORATE GOVERNANCE

However, the remuneration payable to Executive Nominee Director at any point of time shall be within the limits specified as per Regulation 17(6)(e) of the ("SEBI LODR REGULATIONS") as amended from time to time.

Remuneration to Key Managerial Personnel (other than MD & CEO) and other employees:

In the present set up of the Company, key managerial personnel, other than Managing Director & CEO, are Company Secretary and Chief Financial Officer. Remuneration payable to Company Secretary, Chief Financial Officer and other employees is as decided by the Board of Directors as per Service Terms, Conduct Rules 1990 as amended from time to time.

Except Managing Director & CEO who is a whole time Executive Director, none of the Directors of the Company is paid any other remuneration or any elements of remuneration package under major groups, such as salary, benefits, bonuses, stock options, pension, performance linked incentive etc.

The remuneration paid to Managing Director & CEO of Company for Financial Year 2019-2020 is as under:

Particulars	Shri Vinay Sah	Shri Siddhartha Mohanty
	April 2019 to July 2019	August 2019 to March 2020
	Amount In ₹	Amount In ₹
Gross Salary, Sodexo and medical lumpsum	31,70,511.00*	17,38,849.00
Contribution to pension and gratuity funds	95,211.76	1,87,606.04
Perquisites in cash or in kind	72,143.00	7,94,126.25
Total	33,37,865.76	27,20,581.29

* It may be mentioned here that Performance linked incentive (PLI) for F.Y. 2018-19 was paid during the F.Y. 2019-2020 and calculated as per the performance criteria (like growth in portfolio, recovery ratio, NPA ratio and Profit After Tax) approved by the Board.

The evaluation criteria for performance evaluation of Independent Directors as well as Remuneration Policy laid down by the NRC are appended to this Annual Report.

MEETING OF INDEPENDENT DIRECTORS

Separate meeting of the Independent Directors of the company was held on 5th March, 2020 in which, the Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole. The Independent Directors reviewed the performance of the Chairman of the Company, taking into account the views of Executive Director and Non-Executive Directors.

ANNUAL EVALUATION MADE BY THE BOARD OF ITS OWN PERFORMANCE:

The Board of Directors carried out an annual evaluation of its own performance, Board committees and individual directors, pursuant to the provisions of the Act and as prescribed by ("SEBI LODR REGULATIONS").

The performance of the Board was evaluated after seeking inputs from all the Directors on the basis of criteria such as the Board composition and structure, effectiveness of Board process, information and functioning, process of disclosure and communication, access to timely, accurate and relevant information etc.

The committee evaluated its own performance after seeking inputs from the committee members on the basis of criteria such as the composition of committee, effectiveness of committee meetings, functioning, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the Individual Directors on the basis of the criteria such as contribution of individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, presenting views convincingly, being resolute in holding views etc. In addition, the performance of the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the Board as a whole and performance of Chairman was evaluated. The performance of the independent directors were evaluated by circulation of the questionnaire, wherein the non-independent directors assigned their comments on various attributes of skill, expertise and experience of the independent directors. In this manner the performance of the entire Board was evaluated during FY 2019-2020.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility (CSR) Committee monitors implementation of the CSR Policy and appraises the Board accordingly. The CSR Budget of the Company for the F.Y. 2019-2020 was ₹ 61.49 crore out of which the Company spent ₹ 21.31 crore and a provision of ₹ 40.18 crore has been made for CSR proposals sanctioned by the Company during F.Y. 2019-2020. The projects undertaken under CSR expenditure are spread across following sectors viz. health care, education, livelihood development, community development and Natural Resource Management (NRM) etc.

Composition of the CSR Committee is as follows:

Shri Jagdish Capoor	Chairman	Independent Director
Dr. Dharmendra Bhandari	Member	Independent Director
Shri Siddhartha Mohanty*	Member	Managing Director & CEO

REPORT ON CORPORATE GOVERNANCE

Dates of CSR Committee Meetings & Attendance of Members:

Sr. no.	Dates on which CSR Committee Meetings were held	Shri. Jagdish Capoor	Dr. Dharmendra Bhandari	Shri. Vinay Sah**	Shri. Siddhartha Mohanty*
1	4 th June, 2019	Attended	Attended	Attended	Not Applicable
2	7 th October, 2019	Attended	Not Attended	Not Applicable	Attended
3	28 th November, 2019	Attended	Not Attended	Not Applicable	Attended
4	22 nd January, 2020	Attended	Attended	Not Applicable	Attended
5	26 th February, 2020	Attended	Attended	Not Applicable	Attended
6	30 th March, 2020	Attended	Attended	Not Applicable	Attended

* Inducted on Committee on 03rd August, 2019

**Member of the Committee upto 31st July, 2019.

RISK MANAGEMENT COMMITTEE

The Company has set up Risk Management Committee (RMC) to identify the risks impacting the business of the Company and to take appropriate measures to mitigate the same. The terms of reference of RMC shall comprise of:

- review of risk management policy,
- review of the current status of the Risk Management Policy and Report to the Board,

- review the matters on Risk Management and
- review and monitor types of risks the Company is exposed to.

Composition of the RMC is as follows:

Shri V. K. Kukreja	Chairman	Independent Director
Dr. Dharmendra Bhandari	Member	Independent Director
Shri P. Koteswara Rao	Member	Independent Director
Shri Siddhartha Mohanty**	Member	Managing Director & CEO

Dates of RMC Meetings and Attendance of Members:

Sr. no.	Dates on which Risk Management Committee Meetings were held	Shri V. K. Kukreja	Dr. Dharmendra Bhandari	Shri P. Koteswara Rao	Shri Vinay Sah*	Shri Siddhartha Mohanty**
1	03 rd May 2019	Attended	Attended	Attended	Attended	Not Applicable
2	02 nd August 2019	Attended	Not Attended	Attended	Not Applicable	Attended
3	18 th October 2019	Attended	Attended	Attended	Not Applicable	Attended
4	29 th January 2020	Attended	Attended	Not Attended	Not Applicable	Attended
5	05 th March 2020	Attended	Attended	Attended	Not Applicable	Attended

*Shri Vinay Sah resigned from the Company on 31st July, 2019 due to his repatriation to LIC of India.

** Inducted in the committee on 1st August, 2019 in place of Shri Vinay Sah

During the year Ms. N Rangarajan was appointed as the Chief Risk Officer (CRO) in compliance with the Policy Circular No. 95 dated 29th May, 2019 issued by NHB

HR Committee

Composition of the HR Committee is as follows:

Shri V K Kukreja	Chairman	Director
Smt. Savita Singh	Member	Non Executive Director
Shri Vinay Sah	Member	Managing Director & CEO

Dates of HR Committee Meetings and Attendance of Members:

Sr. no.	Dates on which HR Committee meetings were held	Shri V K Kukreja	Smt. Savita Singh	Shri Vinay Sah
1	3 rd May, 2019	Attended	Attended	Attended
2	26 th June, 2019	Attended	Attended	Attended
3	30 th July, 2019	Attended	Attended	Attended

REPORT ON CORPORATE GOVERNANCE

The Board of Directors dissolved this Committee w.e.f 3rd August, 2019 and its functions were delegated to the Nomination & Remuneration Committee.

IT Strategy Committee

As per NHB/ND/DRS/Policy Circular No. 90/2017-18 dated 15th June, 2018, all Housing Finance Companies are mandated to form IT Strategy Committee. Therefore the Board constituted the IT Strategy Committee and prescribed the role of the committee as below:-

- (a) Formulating policies pertaining to IT strategies, cyber securities including Cyber Crisis Management Plan (CCMP), and other interrelated matters to IT governance.
- (b) Providing inputs to Board and senior management for implementation.
- (c) Review of Policies, strategies, cyber security arrangements, etc., and amendment thereto, as and when required.
- (d) Ascertaining that the management has implemented processes and practices to ensure that the deliverables as per the Policies framed are achieved.
- (e) Reviewing periodically on the value added to the business by the IT strategies implemented.

- (f) Ensuring that IT investments represent a balance of risk and benefits and conduct cost-benefit analysis by evaluating that the budgets are acceptable.
- (g) Monitoring the method that management uses to determine the IT resources needed to achieve strategic goals and provide high-level direction for sourcing and use of IT resources.
- (h) Ensuring proper balance of IT investments for sustaining Company's growth and becoming aware about exposure towards IT risks and controls.
- (i) Carrying out any other function as may be required by other applicable laws and amendments thereto.

Composition of the IT Strategy Committee is as follows:

Dr. Dharmendra Bhandari	Chairman	Independent Director
Shri V K Kukreja	Member	Independent Director
Shri Siddhartha Mohanty**	Member	Managing Director & CEO
Shri Jaspal Singh	Chief Information Officer	Senior Management Personnel
Shri Hitesh Talreja	Chief Technology Officer	Senior Management Personnel

Dates of IT Strategy Committee Meetings and Attendance of Directors:

Sr. no.	Dates on which IT Strategy Committee meetings were held	Dr Dharmendra Bhandari	Shri V K Kukreja	Shri Vinay Sah*	Shri Siddhartha Mohanty**
1	4 th April, 2019	Attended	Attended	Attended	Not Applicable
2	1 st October, 2019	Not Attended	Attended	Not Applicable	Attended
3	5 th March, 2020	Attended	Attended	Not Applicable	Attended

*Shri Vinay Sah resigned from the Company on 31st July, 2019 due to his repatriation to LIC of India

** Shri Siddhartha Mohanty was inducted in the committee on 3rd August, 2019 in place of Shri Vinay Sah

SUBSIDIARY COMPANIES

The Company has four subsidiaries, namely LICHFL Care Homes Limited, LICHFL Financial Services Limited, LICHFL Asset Management Company Limited and LICHFL Trustee Company Private Limited.

The Company does not have a 'material non-listed Indian subsidiary'. During the year, the Audit Committee reviewed the financial statements of said unlisted subsidiary companies and in particular the investment made by them.

The minutes of the Board meetings of Subsidiary companies were placed before Audit Committee and the Board. The management also appraised their Boards, the statement of significant transactions entered into by the unlisted subsidiaries of the company.

REPORT ON CORPORATE GOVERNANCE

GENERAL BODY MEETINGS

Annual General Meeting

The details of the location and time of the last three Annual General Meetings are given below:

Year	Location	Date	Time
2016-17	"M. C. Ghia Hall", Bhogilal Hargovindas Building, 4 th Floor, 18/20 Kaikhushru Dubash Marg, behind Prince of Wales Museum, Mumbai - 400 001	18 th August, 2017	3.00 p.m.
2017-18	"M. C. Ghia Hall", Bhogilal Hargovindas Building, 4 th Floor, 18/20 Kaikhushru Dubash Marg, behind Prince of Wales Museum, Mumbai - 400 001	20 th August, 2018	3.00 p.m.
2018-19	"M. C. Ghia Hall", Bhogilal Hargovindas Building, 4 th Floor, 18/20 Kaikhushru Dubash Marg, behind Prince of Wales Museum, Mumbai - 400 001	28 th August, 2019	3.00 p.m.

Special resolutions passed at the three previous Annual General Meetings

- 2017: Issuance of Redeemable Non-Convertible Debentures and / or other hybrid instruments on a private placement basis.
- 2018: (i) Issuance of Redeemable Non-Convertible Debentures and / or other hybrid instruments on a private placement basis.
(ii) Approving the increase in limits of borrowing by the Company.
- 2019: (i) Issuance of Redeemable Non-Convertible Debentures and / or other hybrid instruments on a private placement basis.
(ii) Re-appointment Dr Dharmendra Bhandari as Independent Director of the Company.
(iii) Approving the increase in limits of borrowing by the Company.

During the Year 2019-2020 the Company did not conduct any Postal Ballot.

UNCLAIMED DIVIDENDS AND TRANSFER TO Investor Education and Protection Fund (IEPF):

Pursuant to Section 124 of Companies Act 2013, the Company has transferred the unclaimed final dividend for the financial year 2011-12 on due date to the Investor Education and Protection Funds (uploading of information regarding unpaid and unclaimed amount lying with companies) Rules, 2012. The Company has uploaded the details of unclaimed dividends lying with the Company as on 28th August, 2019 (date of last Annual General Meeting) on the website of the Company namely www.lichousing.com and also on the website of the Ministry of Corporate Affairs. After completion of seven years, no claims shall lie against the said fund or against the company for the amount of Dividend so transferred, nor shall any payment be made in respect of such claims under Companies Act 1956. The Companies Act, 2013 provides for claiming such dividends from

the Central Government. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended from time to time), equity shares in respect of which dividends have not been claimed for seven (7) consecutive financial year from 2012-13 will be transferred to the IEPF Authority in accordance with the aforesaid rules.

DISCLOSURES

None of the transactions with any of the related parties were in conflict with the interests of the Company.

The details of all transactions with related parties in the manner required to be tabled before the Audit Committee as per the ("SEBI LODR REGULATIONS"), were placed before the Audit Committee on quarterly basis during Financial Year 2019-20. The policy on dealing with Related Party transactions and procedures is disclosed on the company's website: <https://www.lichousing.com/downloads/CONSOLIDATED%20RELATED%20PARTY%20DISCLOSURE.pdf> and Related Party Transactions are appended to the Directors' Report.

There were no instances of non-compliance, penalties, strictures imposed on the Company by the Stock Exchanges or the ("SEBI LODR REGULATIONS") or any statutory authority of any matter related to the capital markets during the last three years.

The Company has laid down the procedures to inform Board members about the risk assessment and minimization procedures and the Board reviews the Risk Management report on quarterly basis.

The Company has a Code of Conduct for prevention of insider trading known as "LICHFL Code of Conduct for Prevention of Insider Trading" in the shares and securities of the Company by its Directors and designated employees.

The Company has a Code of Conduct for its Directors and the Senior Management. The code includes the duties of Independent Directors as laid down in the Companies Act, 2013.

REPORT ON CORPORATE GOVERNANCE

The above Codes are hosted on the Company's website <https://www.lichousing.com/downloads/Code%20of%20Conduct%20for%20Board%20Members%20and%20Senior%20Management.pdf> and has been circulated to all the members of the Board and Senior management and the compliance of the same has been affirmed by them. A declaration confirmed by Managing Director and CEO is given below:

Compliance with Code of Conduct for

I confirm that for the year under review, directors and senior management have affirmed their adherence to the provisions of the Code of Conduct.

For LIC Housing Finance Limited

Siddhartha Mohanty
Managing Director & CEO

Mumbai, 24th August, 2020

The Company has a whistleblower policy – a Vigil Mechanism for employees to report to the management any concerns about unethical behaviour, actual or suspected fraud or violation of the rules and regulations. The Board confirms that no personnel were denied access to the Audit Committee.

The Company does not have an Employee Stock Option Scheme.

In the preparation of financial statements no treatment materially different from that prescribed in the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and applicable in respect of these financial statements has been followed.

Directors confirm that the Company has adequate resources to continue its business and, therefore, financial statements are prepared on a going concern basis.

The Company has formulated policy for determining 'material' subsidiaries. The same has been hosted on the website of the Company namely [www.lichousing.com/Polices & Codes/Policy for Determining Material Subsidiaries](http://www.lichousing.com/Polices%20&%20Codes/Policy%20for%20Determining%20Material%20Subsidiaries). However, none of the Company's subsidiaries' income or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated income or net worth of the listed holding company (LIC Housing Finance Limited) and its subsidiaries in the F.Y. 2019-2020.

The Company has also adopted Policy on archiving of information or content hosted on website ([www.lichousing.com/Polices & Codes/Policy on Archiving of Information or Content](http://www.lichousing.com/Polices%20&%20Codes/Policy%20on%20Archiving%20of%20Information%20or%20Content)) and Policy for Preservation of Documents ([www.lichousing.com/Polices & Codes/Policy on Preservation of Documents](http://www.lichousing.com/Polices%20&%20Codes/Policy%20on%20Preservation%20of%20Documents)).

Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- a. Number of complaints filed during the year: One
- b. Number of complaints disposed of during the financial year: One
- c. Number of complaints pending as on end of the financial year: NIL

POLICY ON FIT AND PROPER CRITERIA FOR THE DIRECTORS

The Company has formulated and adopted a Policy on Fit and Proper Criteria for the Directors, in accordance with NHB CG Directions which inter-alia, lay down the fit and proper criteria of the Directors at the time for their appointment/reappointment and on a continuing basis.

Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part

Total fees for all services paid by the Company on a consolidated basis, to the Statutory Auditors, is given below:

Particulars	For the year ended March 31, 2020 Amount (₹ In crore)
As auditor	0.31
Tax Audit	0.08
For Quarterly Limited Reviews	0.15
In any other manner (Certification work)	0.07
Reimbursement of Expenses to Auditors	0.06
Total	0.67*

REPORT ON CORPORATE GOVERNANCE

- The present joint statutory auditors namely Gokhale & Sathe, Chartered Accountants [Firm Registration No. (FRN) 103264W] and M.P. Chitale & Co., Chartered Accountant (FRN 101851W) were appointed in the 30th Annual General Meeting held on 28.08.2019. The erstwhile statutory auditors namely Shah Gupta & Co., Chartered Accountants (FRN 109574W) and Chokshi & Chokshi LLP, Chartered Accountants (FRN 101872W / W100045) held the office of the statutory auditors until the date of Annual General Meeting and retired due to operation of Section 139 (2) (b) of the Companies Act, 2013. The Total Fees includes the fees paid to the erstwhile joint statutory Auditors.

Total fees for all services paid by the Subsidiary Company and Associate Company on a consolidated basis, to the Statutory Auditors, is given below:

Sr. No.	Name of Subsidiary Company and Associate Company	Total Fees paid (₹ In Lakh)
Subsidiary		
1	LICHFL Financial Services Limited	13.86*
Associates		
1	LIC Mutual Fund Asset Management Company Limited	6.00#
2	LIC Mutual Fund Trustee Private Limited	0.50#

*One of the network firms of one of the erstwhile Joint Statutory Auditor namely Chokshi & Chokshi LLP, Chartered Accountants (FRN 101872W / W100045) is the statutory auditor of this subsidiary.

M.P. Chitale & Co., Chartered Accountant (FRN 101851W) are the statutory auditors of this associate Company.

INTERNAL GUIDELINES ON CORPORATE GOVERNANCE

The Company has formulated and adopted the Internal Guidelines on Corporate Governance in accordance with Housing Finance Companies – Corporate Governance (National Housing Bank) Directions, 2016 which lay down the Corporate Governance practices of the Company and the same is available on the website of the Company at the URL:

<http://www.lichousing.com/downloads/Governance%20Guidelines.pdf>

CEO / CFO certification

As required by (“SEBI LODR REGULATIONS”), the Managing Director & CEO / CFO certificate is appended in the Annual Report.

AUDITORS’ CERTIFICATE ON CORPORATE GOVERNANCE:

As required by (“SEBI LODR REGULATIONS”), Certificate from P.S. Gupchup, Practicing Company Secretary, on compliance of the conditions of Corporate Governance is appended in the Annual Report.

MANDATORY / NON-MANDATORY REQUIREMENTS:

During Financial Year 2019-2020, the Company has duly complied with all mandatory requirements of (“SEBI LODR REGULATIONS”). The Company is in compliance with all the Non – Mandatory requirements listed in (“SEBI LODR REGULATIONS”) except that half-yearly financial results including summary of significant events are presently not being sent to the shareholders. However, the quarterly, half-yearly as well as the annual results are published in the newspapers.

FINANCIAL CALENDAR FOR 2020-21 (PROVISIONAL)

a. Unaudited Financial Result for the first quarter ending 30 th June, 2020	In the month of August, 2020
b. Unaudited Financial Result for the second quarter ending 30 th September, 2020	In the month of October, 2020
c. Unaudited Financial Result for the third quarter ending 31 st December, 2020	In the month of January, 2021
d. Audited Financial Result for the fourth quarter & year ending 31 st March, 2021	In the month of June, 2021
e. Annual General Meeting for the year ending March, 2021	In the month of September, 2021

MEANS OF COMMUNICATION

The channels of communication include informative Annual Report containing Directors’ Report, Report on Corporate Governance, Management’s Discussion and Analysis Report and the audited Financial Statements (standalone & consolidated).

The Company also communicates with the shareholders through its website, www.lichousing.com. The quarterly and annual financial results as well as shareholding pattern and Memorandum and Articles of Association of the Company, Code of Conduct for Board of Directors and Senior Management and Code of Conduct for Insider Trading are hosted on the Company’s website for information of its shareholders.

The audited/ unaudited financial results were published in leading newspapers namely Business Standard-English (all editions), Business Line (all editions), The Free Press Journal (all editions), Navshakti (all editions) and Business Standard-Hindi (all editions).

The audited financial statements viz., Balance sheet, Profit and Loss Account, Cash-Flow Statement including schedules and notes thereon, press releases and presentations made to analysts were hosted on the Company’s website. All material information about the Company, including quarterly and yearly financial results, limited review reports, shareholding pattern are promptly sent to the stock exchanges where the Company’s shares are listed. Besides, this the Company disseminates information through press and investors’ meet.

REPORT ON CORPORATE GOVERNANCE

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report forms part of the Directors' Report.

GENERAL SHAREHOLDER INFORMATION

The Company is registered in the State of Maharashtra, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L65922MH1989PLC052257.

a) Annual General Meeting :

Date and time: 28th September, 2020 at 3.00 pm.

Venue: "Through Video Conference (VC)/ Other Audio Visual Means (OAVM)".

f) Stock Exchanges:

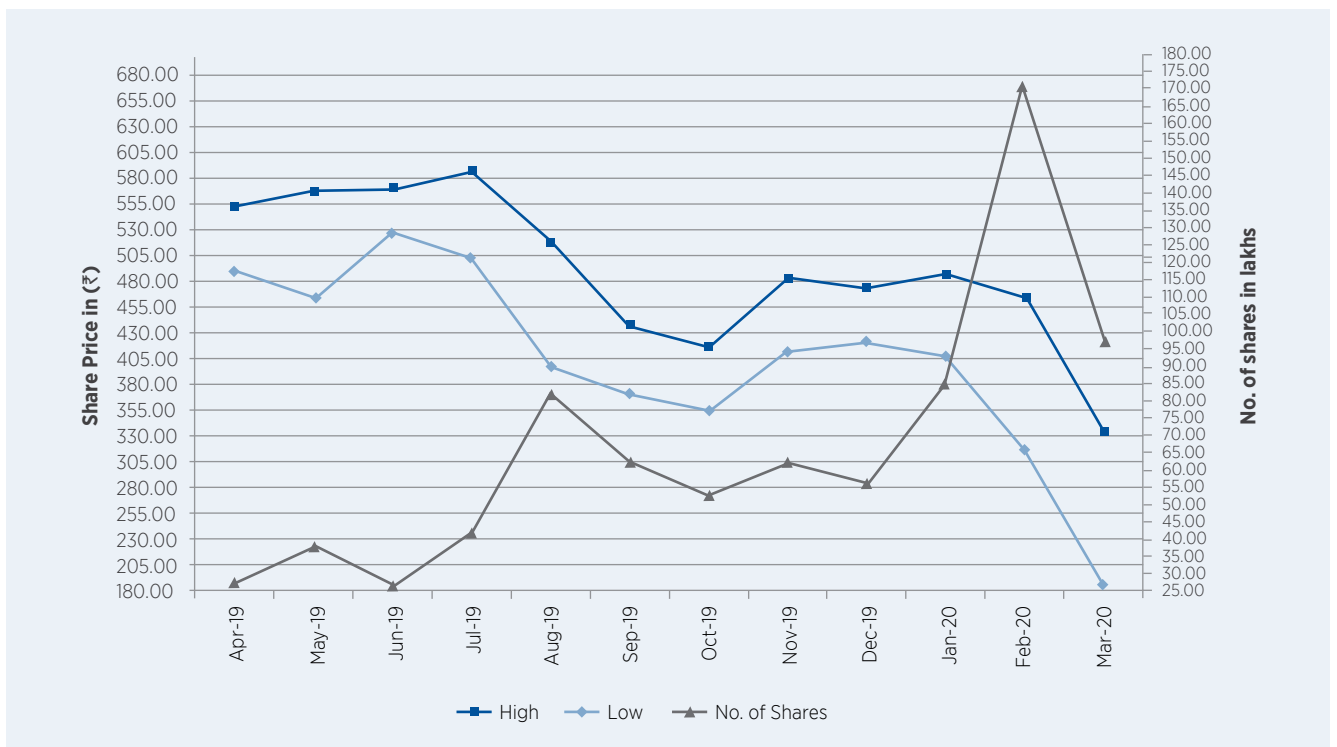
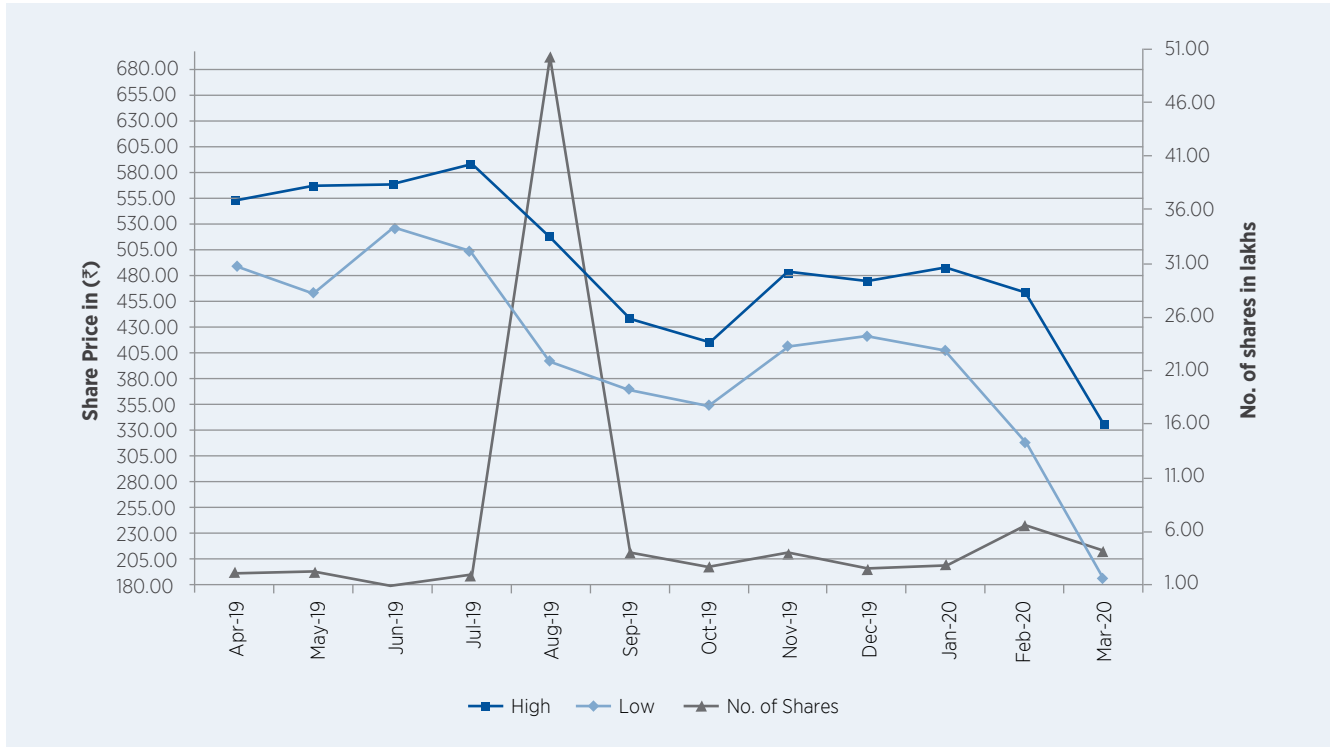
Name of Stock Exchanges	Address	Stock Code
Bombay Stock Exchange Ltd.	Phiroze Jeejeebhoy Towers, Dalal Stree, Mumbai - 400001. Tel.Nos. : 022-22721233 / 22721234 Fax Nos. : 022-22721919. ebsite : www.bseindia.com	
National Stock Exchange of India Ltd.	Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra - East, Mumbai - 400051. Tel Nos: 022-26598100-114. Fax Nos. : 022-26598120 Website : www.nseindia.com	LICHSGFIN EQ LICHSGFIN(Debt)
Luxembourg Stock Exchange	35A Boulevard Joseph II, L-1840 Luxembourg. Tel: (352) 47 79 36 - 1. Fax: (352) 47 32 98 Website : www.bourse.lu	US50186U2033

g) International Securities Identification Number (ISIN): INE115A01026

h) Market price data: The monthly high and low stock quotations during the last financial year on BSE and NSE were:

Month	BSE		BSE Sensex		NSE		High	Low	Volume of shares (Nos.)
	Company's share price (₹)		High	Low	Company's share price (₹)				
	High	Low			High	Low			
Apr-19	553.00	488.40	39,487.45	38,460.25	553.30	488.30			2,75,14,223
May-19	566.35	464.70	40,124.96	36,956.10	566.80	464.20			3,73,72,687
Jun-19	569.50	525.50	40,312.07	38,870.96	569.80	526.00			2,64,28,382
Jul-19	586.80	501.50	40,032.41	37,128.26	587.00	501.00			4,19,75,407
Aug-19	518.40	396.00	37,807.55	36,102.35	518.55	396.00			8,23,46,071
Sep-19	437.45	370.00	39,441.12	35,987.80	437.65	370.00			6,25,10,190
Oct-19	415.50	354.00	40,392.22	37,415.83	416.05	353.85			5,27,30,207
Nov-19	482.80	411.20	41,63.79	40,014.23	482.80	411.10			6,21,44,783
Dec-19	474.40	421.30	41,809.96	40,135.37	474.50	421.00			5,57,20,408
Jan-20	486.40	409.40	42,273.87	40,476.55	486.75	408.25			8,46,96,288
Feb-20	463.75	317.40	41,709.30	38,219.97	463.95	317.25			17,11,90,936
Mar-20	335.60	186.00	39,083.17	25,638.90	335.50	185.25			9,62,86,903

REPORT ON CORPORATE GOVERNANCE



REPORT ON CORPORATE GOVERNANCE

i) Details of Shareholders holding more than 1% of the share capital of the Company as at 31st March, 2020 are given below :

Sr. No.	Name of the shareholders	No. of shares held	% to share capital
1.	LIFE INSURANCE CORPORATION OF INDIA	203442495	40.313
2.	ICICI PRUDENTIAL S&P BSE 500 ETF	24320678	4.819
3.	BANK MUSCAT INDIA FUND	11496000	2.278
4.	GOVERNMENT PENSION FUND GLOBAL	11068745	2.193
5.	NPS TRUST - A/C LIC PENSION FUND SCHEME	10937708	2.167
6.	HDFC LIFE INSURANCE COMPANY LIMITED	7573785	1.501
7.	FIDELITY INVESTMENT TRUST FIDELITY SERIES EMERGING	7517822	1.490
8.	ABU DHABI INVESTMENT AUTHORITY- MONSOON	7174287	1.422
9.	HIGHCLERE INTERNATIONAL INVESTORS EMERGING MARKETS	5601710	1.110

Distribution of shareholding as at 31st March, 2020

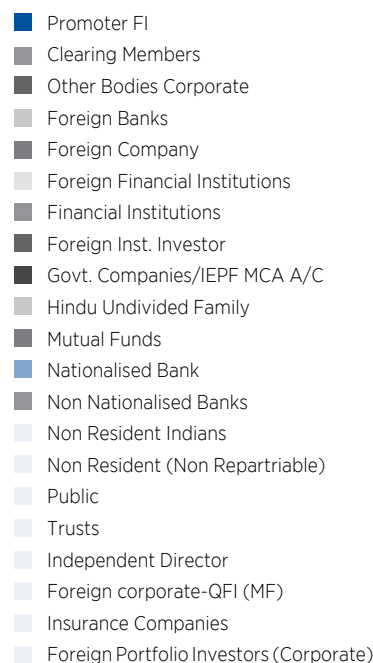
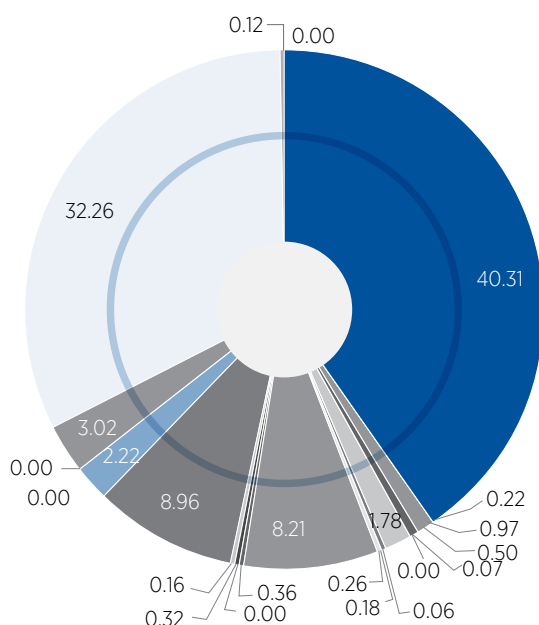
No. of equity shares held	Folio / Shareholders		Shares	
	Number	Percentage	Number	Percentage
Up to 5,000	235864	99.045	73433872	7.276
5,001-10,000	1089	0.457	7999044	0.793
10,001-20,000	449	0.189	6514762	0.645
20,001-30,000	141	0.059	3556706	0.352
30,001-40,000	87	0.037	3063202	0.303
40,001-50,000	58	0.024	2642352	0.262
50,001-1,00,000	152	0.064	10726146	1.063
1,00,001 and Above	299	0.126	901389916	89.306
Total	238139	100.000	1009326000	100.000

Details of shareholding based on category as on 31st March, 2020:

Category	Physical Securities	Physical Holders	Demat Securities	Demat Holders	Total Securities	Total Holders	%-Issued Capital
Promoter FI	0	0	203442495	1	203442495	1	40.3125
Clearing Members	0	0	1127098	332	1127098	332	0.2233
Other Bodies Corporate	53000	29	4824017	1325	4877017	1354	0.9664
Foreign Banks	0	0	2547054	2	2547054	2	0.5047
Foreign Company	0	0	337684	3	337684	3	0.0669
Foreign Financial Institutions	12500	3	0	0	12500	3	0.0025
Financial Institutions	0	0	9000553	5	9000553	5	1.7835
Foreign Inst. Investor	0	0	307736	2	307736	2	0.0610
Govt. Companies/ IEPF MCA A/C	0	0	906072	1	906072	1	0.1795
Hindu Undivided Family	3500	3	1321917	4233	1325417	4236	0.2626
Mutual Funds	9000	2	41401983	75	41401983	77	8.2057
Nationalised Banks	0	0	1821088	4	1821088	4	0.3609
Non Nationalised Banks	10500	2	6623	3	17123	5	0.0034
Non Resident Indians	500	1	1634492	3592	1634992	3593	0.3240
Non Resident (Non Repatriable)	0	0	799000	1797	799000	1797	0.1583
Public	2821191	5306	42374745	227078	45195936	232384	8.9557
Trusts	1000	1	11218041	49	11219041	50	2.2231
Independent Director	0	0	800	2	800	2	0.0002
Foreign Corporate-QFI (MF)	5500	1	0	0	5500	1	0.0011
Insurance Companies	5500	1	15239069	26	15244569	27	3.0207
Foreign Portfolio Investors (Corporate)	0	0	162823054	506	162823054	506	32.2637
Alternate Investment Funds	0	0	599587	2	599587	2	0.1188
NBFCs registered with RBI	0	0	7701	5	7701	5	0.0015
Total :	2922191	5349	501740809	239043	504663000	244392	100.0000

REPORT ON CORPORATE GOVERNANCE

Details of Shareholding



j) Global Depository Shares (GDS):

Of the total 5,00,000 GDS issued by the Company, 826 GDSs were outstanding as on 31st March, 2020.

k) Plant location: The Company is mainly engaged in providing housing finance and as such does not have any manufacturing plant.

l) Address for correspondence:

Investors and shareholders can correspond with the Company at following address:

A) The Company Secretary
LIC Housing Finance Limited
Corporate Office,
131 Maker Tower, "F" Premises, 13th Floor,
Cuffe Parade,
Mumbai - 400 005.
Phones: (91-22) 22178600 / 22178700 / 22178611.
Fax: (91-22) 22178777.
CIN: L65922MH1989PLC052257.

and / or

B) the Registrar and Transfer Agent of the Company at its following address:
Sharex Dynamic (India) Pvt. Limited
C-101, 247 Park, L.B.S. Marg ,
Vikroli (West), Mumbai - 400 083 ,
Phones: (91-22) 28515606 / 28515644.
Fax: (91-22) 28512885.

m) Share transfer system:

All the share transfers are processed by the Registrar and Transfer agent, namely, Sharex Dynamic (India) Pvt. Limited and approved by the Committees of the Officers of the Company constituted for this purpose. The Committee meets as and when required to approve share transfers received in physical form.

n) Dematerialisation of shares and liquidity:

The shares of the Company are compulsorily traded in dematerialised form and are available for trading under both the Depository Systems — National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on 31st March, 2020, 501740809 equity shares i.e., 99.42% of the Company's share capital were dematerialised.

o) Debt Securities:

The Secured Redeemable Non-Convertible Debentures and Un-secured Redeemable Non-Convertible Debentures issued by the Company are listed for trading on the Wholesale Debt Market Segment of the NSE.

Debenture Trustees:

IDBI Trusteeship Services Ltd - Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai 400 001.
Phones : 022- 40807000, Email : itsl@idbitrustee.com,
Website : www.idbitrustee.co.in

REPORT ON CORPORATE GOVERNANCE

Axis Trustee Services Ltd - Axis House, 2nd Floor, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai - 400025. Phones:022-24255215 / 24255216, Email : debenturetrustee@axistrustee.com, Website : www.axistrustee.com.

Vistra ITCL (India) Limited - Plot C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai - 400051. Phones : 022-26533333 Email: info@ilfsindia.com, Website : www.ilfsindia.com

SBICAP Trustee Company Limited - 202, Maker Tower, 'E', Cuffe Parade, Mumbai- 4000 05. Phone:022-43026629 Email : corporate@sbicaptrustee.com

Catalyst Trusteeship Limited- Windsor, 6th Floor, Office No. 604, C.S.T. Road, Kalina, Santacruz (East), Mumbai

- 400098. Phone 022-49220555 Website:- www.catalysttrustee.com

- p) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.

CRISIL had reaffirmed its outstanding rating as 'CRISIL AAA/Stable' rating to the non-convertible debentures issue of LIC Housing Finance Limited and has also reaffirmed its 'CRISIL AAA/FAAA/Stable/CRISIL A1+' ratings on other debt instruments, bank facilities and fixed deposit programme of the company.

Total Bank Loan Facilities Rated	₹ 40059.88 crore
Long Term Rating	CRISIL AAA/Stable (Reaffirmed)
Short Term Rating	CRISIL A1+ (Reaffirmed)
₹ 25000 crore Non-Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)
₹ 25000 crore Non-Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)
₹ 25000 crore Non-Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)
₹ 5000 crore Non-Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)
₹ 15000 crore Non-Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)
₹ 10000 crore Non-Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)
₹ 5000 crore Non-Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)
₹ 5976 crore Non-Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)
₹ 15000 crore Non-Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)
₹ 15000 crore Non-Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)
₹ 20000 crore Non-Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)
₹ 33833 crore Non-Convertible Debentures	CRISIL AAA/Stable (Reaffirmed)
₹ 1600 crore Upper Tier II Bond	CRISIL AAA/Stable (Reaffirmed)
₹ 1750 crore Tier II Bond	CRISIL AAA/Stable (Reaffirmed)
Fixed Deposits Programme	FAAA/Stable (Reaffirmed)
₹ 17500 crore Commercial Paper	CRISIL A1+ (Reaffirmed)

CARE Ratings had assigned its 'CARE AAA; Stable' rating to the ₹ 35000 crore non-convertible issue of LIC Housing Finance Limited and reaffirmed its 'CARE AAA; Stable'. The unutilised amount as on 30.06.2020 was ₹ 20997.90 crore.

ICRA Limited had reaffirmed ICRA A1+ rating to the ₹ 17,500 crore commercial paper issue of LIC Housing Finance Limited and has reaffirmed its ICRA A1+.

q) Listing Fees:

The Company has paid listing fees to Bombay Stock Exchange Ltd. (BSE) and National Stock Exchange of India Ltd., (NSE) for listing of equity shares on BSE and NSE for Financial Year 2019-2020. The Company has also paid listing fees for listing of Non-Convertible Debenture on Wholesale Debt market segment on NSE for Financial Year 2019-2020. In respect of GDS listed on Luxembourg Stock Exchange, the Company has paid the listing fees to the Luxembourg Stock Exchange.

REPORT ON CORPORATE GOVERNANCE

r) Demat Suspense Account / Unclaimed Suspense Account:

There are no shares lying under Demat Suspense Account / Unclaimed Suspense Account and hence the Company does not have any Demat Suspense Account / Unclaimed Suspense Account.

s) Foreign Exchange Risk and hedging Activities:

The Company has foreign exchange exposure and hedging is done for a significant portion of the same.

t) Details of non-compliance by listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the Board or any statutory authority, on any matter related to capital markets, during the last three years:

During 2019-20, the Company has complied with requirements of the National Housing Bank Act, 1987 and Housing Finance Companies (NHB) Directions 2010 except for two instance detailed below:

- (1) National Housing Bank (NHB) has vide Letter NHB(ND)/HFC/DRS/Sup./A-3576/2019 dated 11th April, 2019 has imposed an aggregate penalty of ₹ 11,800/- (inclusive of GST @ 18%) under the Provisions of Section 52A of the National Housing Bank Act, 1987 due to Non Compliance of Fair Practice Code and the same was paid.
- (2) National Housing Bank (NHB) has vide Letter NHB(ND)/HFC/DRS/Sup./A-13610/2019 dated 19th December, 2019 has imposed an aggregate penalty of ₹ 5,900/- (inclusive of GST @ 18%) under the Provisions of Section 52A of the National Housing Bank Act, 1987 due to Non Compliance of Fair Practice Code and the same was paid.

(u) Details of compliance with mandatory requirements:

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and all the applicable clauses of Regulation 46(2) (b) to (i) of the SEBI LODR REGULATIONS.

This Corporate Governance Report of the Company for the FY2019-20 and as on March 31, 2020 are in compliance with the requirements of Corporate Governance under SEBI LODR REGULATIONS.

(v) CEO/CFO Certificate:

The Compliance Certificate of the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) to the board of directors as specified in Part B of Schedule II of the SEBI (LODR) has been annexed as Annexure 1 and 2 to this report.

(w) Certification from Company Secretary in Practice:

- i) Shri Navnitlal Bhatia, M/s. N. L. Bhatia & Associates, Practicing Company Secretaries, (PCS) FCS: 1176 has conducted Secretarial Audit in respect of the FY 2019-2020, as per the provisions of Section 204 of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and as per Regulation 24A of the SEBI (LODR), 2015 as amended by SEBI (LODR) (Amendment) Regulations, 2018 and the Secretarial Audit Report in Form MR-3 provided by the PCS has been submitted to stock exchanges and annexed to the Board's Report ; and the same would be forwarded to the Ministry of Corporate Affairs at the time of submitting this Annual Report.
- ii) The Company has also obtained the Annual Secretarial Compliance Report from the PCS as required by Capital Market Regulator, SEBI as per Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, which is to be submitted by a PCS to the listed entity on an annual basis, regarding compliance of all applicable SEBI Regulations and Circulars/Guidelines issued thereunder.
- iii) The PCS has also issued a certificate as required under Regulation 34(3) and Schedule V Para C clause (10) (i) of the Listing Regulations, confirming that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority. The said certificate of non-disqualification of directors has been annexed herewith in Annexure-3.

The certificates mentioned in (i) and (ii) above has been enclosed with the Report of Directors as Annexure-10.