



LIC HOUSING FINANCE LTD.



With you, for your dream home

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Corporate Information

BOARD OF DIRECTORS

T. S. Vijayan	: Chairman
D. K. Mehrotra	: Managing Director
Y. B. Desai	: Director
Dhananjay Mungale	: Director
S. Ravi	: Director
K. Narasimha Murthy	: Director
B. N. Shukla	: Director
A. S. Narayanamoorthy	: Director (from 02.07.2008)
R. R. Nair	: Director & Chief Executive

GENERAL MANAGER (TAXATION) & COMPANY SECRETARY

Nitin K. Jage

SENIOR EXECUTIVES

V. Chandrasekaran	: General Manager
S. Renuka	: General Manager
K. S. Kutty	: General Manager
Surinder Mohan	: General Manager
Anjubala Purushottam	: General Manager
T. Basu	: General Manager
M. R. Ankolekar	: General Manager
G. D. Joshi	: Deputy General Manager

REGIONAL MANAGERS

R. Chaturvedi	Central Region
Mahendra Kumar	Northern Region
Sanjay Rastogi	Western Region
P. R. Shankara Raju	Southern Region
P. B. Roy	Eastern Region
Vincent Saldanha	South Central Region

AUDITORS

P. C. Hansotia & Co.
Chartered Accountants, Mumbai.

BANKERS

Andhra Bank
Axis Bank Ltd.
Corporation Bank
HDFC Bank Ltd.
State Bank of India
Union Bank of India

REGISTERED & CORPORATE OFFICE

Bombay Life Building, 2nd Floor,
45/47, Veer Nariman Road,
Mumbai-400 001.
Phones : 2204 0006, 2204 9799 & 2204 9919
Fax : 2204 9839.
email : lichfl@bom2.vsnl.net.in
website : www.lichousing.com.

REGISTRAR & SHARE TRANSFER AGENT

Sharex Dynamic (India) Pvt. Ltd.
Registered Office:
17/B, Dena Bank Building, 2nd Floor,
Horniman Circle,
Fort, Mumbai-400 001.
Phones : 22702485, 22641376.
Fax : 22641349.
email : sd_india@rediffmail.com.

Branch Office:

Unit No. 1, Luthra Ind. Premises,
Andheri Kurla Road, Safed Pool,
Andheri (East), Mumbai - 400 072.
Phones : 28515606, 28515644.
Fax : 28512885.





LIC HOUSING FINANCE LIMITED

Registered & Corporate Office:
Bombay Life Building, 2nd Floor,
45/47, Veer Nariman Road,
Mumbai - 400 001.

NOTICE

NOTICE OF THE TWENTIETH ANNUAL GENERAL MEETING

Notice is hereby given that the Twentieth Annual General Meeting of the members of LIC Housing Finance Limited will be held at "Babasaheb Dahanukar Hall", Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th Floor, 12, Kaikhushru Dubash Marg, behind Prince of Wales Museum, Mumbai-400 001 on Tuesday, the 21st July, 2009 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2009, the Profit and Loss Account for the year ended 31st March, 2009 together with Reports of the Directors and the Auditors thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Shri S. Ravi, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri K. Narasimha Murthy, who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 224A of the Companies Act, 1956 M/s. Chokshi & Chokshi, Chartered Accountants, Mumbai and M/s. Shah Gupta & Co., Chartered Accountants, Mumbai be and are hereby appointed as Joint Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, on a remuneration to be determined by the Board of Directors in consultation with them plus applicable service tax and reimbursement of out-of-pocket expenses incurred by them for the purpose of audit of the Company's accounts at the Registered & Corporate Office as well as a few Back Offices.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to appoint in consultation with the

Company's Joint Statutory Auditors any person or persons qualified for appointment as Auditor or Auditors of the Company under section 226 of the Companies Act, 1956, to conduct audit of other Back Offices in India on such terms and conditions as may be mutually agreed depending upon the nature and scope of their work."

SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri A. S. Narayanamoorthy who was appointed as an Additional Director of the Company by the Board of Directors and holds office upto the date of this meeting under section 260 of the Companies Act, 1956 and in respect of whom the Company has received a Notice in writing from a member pursuant to section 257 of the Companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT pursuant to Section 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions of the Memorandum and Articles of Association of LIC Housing Finance Limited hereinafter referred to as 'the Company' and the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to the provisions of Chapter XIII-A of the SEBI (Disclosure and Investor Protection) Guidelines, 2000 ('SEBI DIP Guidelines'), the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, and such other statues, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, as amended from time to time, guidelines or laws and / or

any approval, consent, permission and / or sanction of the Central Government, Reserve Bank of India and any other appropriate authorities (hereinafter collectively referred to as 'the appropriate authorities'), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission and / or sanction (hereinafter referred to as 'the requisite approvals'), and which may be agreed to by the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorized to create, offer, issue and allot equity shares / fully convertible debentures / partly convertible debentures / non convertible debentures with warrants / any other securities convertible into or exchangeable with equity shares on such date as may be determined by the Board and within the period prescribed under applicable laws (hereinafter referred to as the 'Securities') to Qualified Institutional Buyers (QIBs) as per the SEBI DIP Guidelines, whether or not such investors are Members of the Company, through a placement document(s), at such time or times in one or more tranche or tranches, at the price of the equity shares or securities to be issued may be decided at the time of launching the issue by the Committee namely, QIP Issue Committee formed by the Board, keeping in view the prescribed guidelines, namely, SEBI DIP Guidelines.

RESOLVED FURTHER THAT the relevant date for the purpose of pricing of the Securities proposed to be issued in accordance with SEBI DIP Guidelines, shall be the date of the meeting in which the Board (which expression includes Committee i.e. QIP Issue Committee constituted to exercise its powers) decides to open the issue of the Securities, subsequent to the receipt of the shareholders' approval in terms of section 81(1A) and other applicable provisions, if any of the Companies Act, 1956 and other applicable laws, regulations and guidelines in relation to the proposed issue of the Securities through a Qualified Institutional Placement (QIP) in accordance with Chapter XIII-A of the SEBI DIP Guidelines as mentioned in the resolution above.

RESOLVED FURTHER THAT the equity shares allotted in terms of this resolution shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorise to appoint such consultants, lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, lawyers and any other advisors, professionals and intermediaries and all such agencies as may be involved or concerned in such offerings of specified Securities and to remunerate them by way of

commission, brokerage, fees or the like and to enter into and execute all contracts, agreements, arrangements / MOUs / documents with such agencies as may be required or desirable in connection with the issue of Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its power to QIP Issue Committee to give effect to the aforesaid resolutions and is authorised to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Securities.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid Securities and listing thereof with the Stock Exchange(s) as appropriate and to resolve and settle all question and difficulties that may arise in the proposed issue, offer and allotment of any of the said Securities, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order and on behalf of the Board

NITIN K. JAGE

General Manager (Taxation) &
Company Secretary

1st June, 2009

Registered & Corporate Office:
Bombay Life Building, 2nd Floor,
45/47, Veer Nariman Road,
Mumbai 400 001.

NOTES:

- (1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND SUCH A PROXY NEED NOT BE A MEMBER.

THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

- (2) The Explanatory Statement as required under section 173(2) of the Companies Act, 1956, in respect of item no. 5 to 7 of the Notice convening the Meeting is annexed hereto.
- (3) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 1st July, 2009 to Tuesday, 21st July, 2009 (both days inclusive).
- (4) The dividend on equity shares, if declared at the meeting, will be paid on or after 22nd July, 2009;
- (i) to those members holding shares in physical form, whose names would appear on the Register of Members of the Company, at the close of business hours on Tuesday, 21st July, 2009, after giving effect to all valid transfers in physical form lodged with the Company on or before Tuesday, 30th June, 2009; and
- (ii) in respect of the shares held in electronic form, on the basis of the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at the close of business hours on Tuesday, 30th June, 2009.
- (5) Members holding shares in electronic form may please note that dividend in respect of the shares held by them will be credited to their bank account as per the details furnished by the respective Depositories to the Company as per the applicable regulations of the Depositories and the Company will not be in a position to entertain any direct request from such members for change / deletion in such bank details. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may therefore give instructions regarding bank accounts in which they wish to receive dividend, to their Depository Participants (DP).
- (6) The Company proposes the payment of dividend, if declared, through Electronic Clearing Service (ECS) or incorporation of Bank Details on the dividend warrants as furnished by the members. Members holding shares in physical mode are advised to immediately submit the ECS / Bank Details to the Company's Registrar and Transfer Agent – Sharex Dynamic (India) Private Limited (SDIL) or notify the changes, if any, to SDIL and Members holding the shares in dematerialization mode are advised to submit the ECS / Bank Details to their respective DP or notify the changes, if any, in their ECS / Bank Details to their respective DP.
- (7) Re-appointment of Directors : [As required under clause 49(VI)(A)]

Shri S. Ravi

Shri S. Ravi, Director of the Company retires by rotation at the ensuing Annual General Meeting.

Shri S. Ravi is a post graduate in Commerce and fellow member of the Institute of Chartered Accountants of India. He is promoter partner of M/s. Ravi Rajan & Company. He has to his credit wide experience in banking and specialization in the field of accounting, auditing, financial and management consulting, business valuation, merger, acquisition, restructuring, business advisory services etc. He was appointed as Director on 26th June, 2005. He is a member of Audit and Investors' Grievance Committee of Directors.

The details of other Directorships/committee memberships & chairmanships of Shri S. Ravi are as follows:

Name of the Companies	Nature of Interest	Memberships & Chairmanships of Board Committee
Hindustan Aeronautics Limited	Director	Member of Audit Committee
Mahindra Ugine Steel Company Limited	Director	Member of Investors' Grievance Committee
IDBI Capital Markets Services Limited	Director	Chairman of Audit Committee
UTI Trustee Company Private Limited	Director	Member of Audit Committee
S. Ravi Financial Management Services Private Limited	Director	—
Corporation Bank	Director	Member of Audit Committee
Inter-connected Stock Exchange of India Limited	Director	—
Bharat Heavy Electricals Limited	Director	—
Ravi Rajan & Company Private Limited	Director	—
IDBI Homefinance Limited	Director	Member of Audit Committee

Shri K. Narasimha Murthy

Shri K. Narasimha Murthy, Director of the Company retires by rotation at the ensuing Annual General Meeting.

Shri K. Narasimha Murthy is a Science graduate and had a brilliant academic record. He is fellow member of the Institute of Chartered Accountants of India and the Institute of Cost and Works Accountants of India. He is a practicing Cost Accountant and has expertise in various areas like cost audit, management audit, strategic planning, critical analysis of performance, SWOT analysis, organisation analysis and structure, management information and control systems development, productivity and cost reduction programmes, mergers and acquisitions, manpower planning and development, recruitment services, designing production incentive schemes, revival of sick units and other management support services. He has to his credit diverse exposure in audit, investigation, cost reduction programme, management development programme and viability study. He has been on the Board of the Company since 26th June, 2005. He is a member of the Executive Committee of the Board.

The details of other Directorships / committee memberships & chairmanships of Shri K. Narasimha Murthy are as follows:

Name of the Companies	Nature of Interest	Memberships & Chairmanships of Board Committee
IDBI Bank Limited	Director	Chairman of Audit Committee, Member of Executive Committee, Risk Management Committee and Shareholder Grievances Committee
IFCI Limited	Director	Chairman of Audit Committee and Member of Shareholder Grievances Committee
Religare Aegon AMC Private Limited	Director	Chairman of Audit & Compliance Committee and Member of Investor Services Committee
Srikari Management Consultants Private Limited	Director	—

- (8) Members are requested to bring Admission Slip to the meeting. Members who hold shares in dematerialized form are requested to bring their Depository Account Number for identification.
- (9) As per the amended provisions of the Companies Act, 1956, the facility for making nomination is now available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrar and Transfer Agent – SDIL or can be downloaded from the Company's website.
- (10) Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company's Registrar & Transfer Agent – SDIL.
- (11) Members are requested to notify immediately any change in their address / bank mandate to their respective DPs in respect of their electronic share accounts and to the Registrar & Transfer Agent of the Company – SDIL in respect of their physical share folios.
- (12) The unclaimed dividend for the financial year ended 31st March, 2001, has been transferred to the Investor Education and Protection Fund of the Central Government ('the Fund') on expiry of seven years from the date of declaration in terms of the provisions of Section 205A of the Companies Act, 1956. The unpaid dividend for the financial year ended 31st March, 2002 will become due for transfer to the Fund, on 23rd August, 2009. Members who have not yet encashed the dividend warrants for any of the financial years from 2001-02 to 2007-08 and Interim Dividend warrants for the financial year 2006-07, are once again requested to make their claims immediately to the Company or the Company's Registrar & Transfer Agent – SDIL for issuance of duplicate / revalidated dividend warrant/s.
- (13) The Members desiring any information as regards to accounts are requested to write to the Company at an early date, so as to enable the Company to keep information ready.
- (14) As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report to the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 5

As the Public Financial Institutions are holding more than 25 percent shares of the Company, the appointment / re-appointment of Auditors is required to be made by a Special Resolution under section 224A of the Companies Act, 1956.

M/s. P. C. Hansotia, Chartered Accountants has been Statutory Auditors for last four years and the Company's Management is of the opinion feels that it is time a change be made for newer insights and different perception. Accordingly, M/s. Chokshi & Chokshi, Chartered Accountants, Mumbai and M/s. Shah Gupta & Co., Chartered Accountants, Mumbai, have been proposed for appointment as Joint Statutory Auditors of the Company. The Board of Directors recommend their appointment as Joint Statutory Auditors.

None of the Directors of the Company is concerned or interested in the Resolution.

Item No. 6

Shri A. S. Narayanamoorthy was appointed as Additional Director of the Company by the Board of Directors w.e.f. 2nd July, 2008 under section 260 of the Companies Act, 1956, and holds Office upto the date of the Twentieth Annual General Meeting of the Company.

Shri A. S. Narayanamoorthy, is a fellow member of the Institute of Chartered Accountants of India and has completed C.A. Articleship from Gopal & Co., Coimbatore. He is partner of R.G.N. Price & Co. since 1977. He has to his credit wide experience in accounting, banking, investigative audits, advisor for NRI cells and specialization in the field of direct taxes of large corporate and non-corporate assessee with special reference to taxation of non residents.

Presently, he is on the Board of South Indian Bank Ltd. and Cochin Stock Exchange Ltd. He was Trustee of Cochin Port Trust from 1st April, 2000 to 31st March, 2002. He was also Director on the Board of State Bank of Travancore from 11th April, 1994 to 10th April, 2000 and Kerala Electrical and Allied Engg. Co. Ltd. from 1998-2001. He was also a Member of Working Committee and Managing Committee, Associated Chamber of Commerce and Industry of India. He is a Member of Regional Direct Tax Advisory Committee – Cochin, Regional Advisory Committee – Cochin Central Excise Commissionerate, Direct Tax and Indirect Tax Expert Committee – Assocham, Economic Affairs and Taxation Sub Committee – CII. He is Vice President of Kerala Fine Arts Society and was president of Kairali Housing Co-operative Society.

As required under section 257 of the Companies Act, 1956, a Notice has been received from a member proposing the name of Shri A. S. Narayanamoorthy for the office of a Director.

None of the Directors, except Shri A. S. Narayanamoorthy is concerned or interested in the Resolution.

Board of Directors recommend the passing of resolution at Item No. 6 of the Notice.

Item No. 7

The Company in order to strengthen its financial position and network, plans to augment long term resources. For this purpose, and for general corporate purposes including investments, as may be decided by the Board in the best interest of the company, it is proposed to issue equity shares / other securities convertible into / exchangeable with the equity shares of the Company to Qualified Institutional Buyers as defined in the SEBI DIP Guidelines whether or not such investors are Members of the Company, in terms of the Guidelines contained in Chapter XIII-A of the SEBI DIP Guidelines, including any statutory modification or re-enactment thereof for the time being in force.

The details of the issue and other particulars are given as under:

- i) Securities to be issued: The resolution set out in the accompanying Notice is an enabling resolution, entitling the Board to issue equity shares or other securities convertible into or exchangeable with the equity shares as may be deemed appropriate in the best interests of the Company.
- ii) Pricing of Equity Shares: Each equity share of the face value of Rs. 10/- shall be issued at a price to be decided at the time of launch, the issue by the Committee namely, QIP Issue Committee formed by the Board, keeping in view the prescribed guidelines, namely, the provisions of Chapter XIII-A of the SEBI DIP Guidelines.
- iii) Such price has been arrived at with respect to the Relevant Date as prescribed under the said SEBI DIP Guidelines.
- iv) Terms of Shares: The equity shares issued as above shall rank pari passu in all respects with the then existing equity shares of the Company. The equity shares shall be subject to the Memorandum and Articles of Association of the Company.
- v) Particulars of the proposed allottees: Qualified Institutional Buyers as may be decided at the time of launching.
- vi) Section 81(1A) of the Companies Act, 1956 states that where it is proposed to increase share capital of the Company by allotment of further shares, such further shares shall first be offered to the persons who are existing members and on a proportionate basis unless members decide otherwise.

LIC HOUSING FINANCE LIMITED

As the QIP would be made to persons who may not be existing members, the necessary authorization is being sought from members.

vii) Shareholding Pattern: The shareholding pattern giving present position as also considering full allotment of upto one crore shares arising out of the Securities issued as above, is given below:

Sr. No.	Category	Pre Issue Shareholding as on 01.06.2009		Post Issue Shareholding	
		Shares	%	Shares	%
A	PROMOTERS HOLDING				
	1. Indian Promoters	34688499	40.842	34688499	36.540
	2. Persons acting in Concert	—	—	—	—
	Sub Total (A)	34688499	40.842	34688499	36.540
B	NON-PROMOTERS HOLDING **				
	Institutional Investors, Mutual Funds and UTI Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions, Non-Government Institutions)	35677985	42.00	45677985	48.116
	Sub Total (B)	35677985	42.00	45677985	48.116
C	OTHERS				
	1. Private Corporate Bodies	4313664	5.079	4313664	4.544
	2. NRIs/OCBs	216067	0.254	216067	0.228
	3. Depository DRs	168500	0.198	168500	0.177
	4. Indian Public	9867885	11.618	9867885	10.395
	Sub Total (C)	14566116	17.151	14566116	15.345
	Grand Total	84932600	100.00	94932600	100.00

** Proposed allotment to the different categories will be decided based on the bid offer received by the Company at the time of the Issue.

Board of Directors of the Company recommends the passing of the Special Resolution of the accompanied notice.

None of the directors is concerned or interested in the resolution.

By Order and on behalf of the Board

NITIN K. JAGE

General Manager (Taxation) &
Company Secretary

1st June, 2009

Registered & Corporate Office:
Bombay Life Building,
2nd Floor,
45/47, Veer Nariman Road,
Mumbai 400 001.