

## Private & Confidential – For Private Circulation Only

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This Disclosure Document dated Oct 03, 2016 is prepared in conformity with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide circular No. LAD-NRO/GN/2008/13/127878 dated June 06, 2008) as amended and Securities and Exchange Board of India (Issue and Listing of Debt Securities) (amendment) Regulations, 2012 issued vide Circular No. LAD-NRO/GN/2012-13/19/5392 dated October 12, 2012 and Securities and Exchange Board of India (Issue and Listing of Debt Securities) (amendment) Regulations, 2014 issued vide Circular No. LAD-NRO/GN/2013-14/43/207 dated January 31, 2014, as amended and in conformity with the Form PAS-4 prescribed under Section 42 and Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 on private placement of securities and Housing Finance Companies issuance of Non-Convertible Debentures on private placement basis (NHB) Directions, 2014, issued by National Housing Bank vide its notification No.NHB.HFC.NCD-DIR.1/CMD/2014 dated March 19, 2014, as amended. (This Disclosure Document is neither a Prospectus nor a Statement in Lieu of Prospectus).

Dated: Oct 03, 2016



### Repcos Home Finance

Registered Office: Repco Tower, No. 33, North Usman Road, T. Nagar, Chennai 600 017

Telephone: 044-28340715 Facsimile: 044-28340716

CIN- L65922TN2000PLC044655

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**DISCLOSURE DOCUMENT FOR Private Placement of Secured, Redeemable, Non-Convertible, Non-Cumulative, Taxable Debentures (SRNCD) – Series 03 2016 of Rs. 10,00,000/- Each For Cash At Par Aggregating Rs. 100 Crore**

**Credit Rating: CARE AA**

GENERAL RISKS
Investors are advised to read the Disclosure Document fully before taking an investment decision in this offering. For taking an investment decision the investor must rely on their examination of the offeror and the offer including the risks involved. The Issue of Debentures has not been recommended or approved by Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document.
ISSUER'S ABSOLUTE RESPONSIBILITY
The Issuer confirms that, as of the date hereof, this Disclosure Document (including the documents incorporated by reference herein, if any) contains all information that is material in the context of the Issue and sale of the Debentures, is accurate in all material respects and does not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements herein, in the light of the circumstances under which they are made, not misleading.
CREDIT RATING
The rating is not a recommendation to buy, sell or hold securities and investors should take their own decisions. The rating may be subject to revision or withdrawal at any time by the assigning rating agency on the basis of new information and each rating should be evaluated independently of any other rating.

Listing: The Debentures are proposed to be listed on Wholesale Debt Market (WDM) segment of Bombay Stock Exchange Ltd. (BSE).

The issuer reserves the right to change the issue closing date and in such an event, the Deemed Date of Allotment for the Debentures may also be revised by the issuer at its sole and absolute discretion.

#### Registrar to the Issue

karvy Computershare Private Limited

This Disclosure document is dated Oct 03, 2016.

#### Trustee to the Issue

Catalyst Trusteeship Ltd.

## DISCLAIMER

### 1. General Disclaimer:

This Disclosure Document is neither a prospectus nor a statement in lieu of prospectus. This Disclosure Document is prepared in conformity with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide circular No.LAD-NRO/GN/2008/13/127878 dated June 06, 2008) as amended and Securities and Exchange Board of India (Issue and Listing of Debt Securities) (amendment) Regulations, 2012 issued vide Circular No. LAD-NRO/GN/2012-13/19/5392 dated October 12, 2012 and Securities and Exchange Board of India (Issue and Listing of Debt Securities) (amendment) Regulations, 2014 issued vide Circular No. LAD-NRO/GN/2013-14/43/207 dated January 31, 2014, as amended and in conformity with the Form PAS-4 prescribed under Section 42 and Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 on private placement of securities and Housing Finance Companies issuance of Non-Convertible Debentures on private placement basis (NHB) Directions, 2014, issued by National Housing Bank vide its notification No.NHB.HFC.NCD-DIR.1/CMD/2014 dated March 19, 2014, as amended. Therefore, as per the applicable provisions, copy of this Disclosure Document has not been filed or submitted to the SEBI for its review and/or approval. This Disclosure document does not constitute an offer to public in general to subscribe for or otherwise to acquire the Debentures to be issued by Repco Home Finance Ltd. ("Issuer"). This Disclosure Document is for the exclusive use of the addressee and it should not be circulated or distributed to third party(ies). It is not and shall not be deemed to constitute an offer or an invitation to the public in general to subscribe to the debentures issued by the issuer. This debentures issue is made strictly on private placement basis.

This Disclosure Document is not intended to form the basis of evaluation for the prospective subscribers to whom it is addressed and who are willing and eligible to subscribe to the debentures issued by Repco Home Finance Ltd. Neither this Disclosure Document nor any other information supplied in connection with the Debentures is intended to provide the basis of any credit or other evaluation and any recipient of this Disclosure Document should not consider such receipt a recommendation to purchase any Debentures. This disclosure document has been prepared to give general information to parties proposing to invest in this issue of debentures and it does not purport to contain all the information that any such party may require. Neither this Disclosure Document nor any other information supplied in connection with the contemplated issue should be construed as legal, tax, accounting or investment advice. Repco Home Finance Ltd. believes that the information contained in this disclosure document is true and correct as of the date hereof.

Repco Home Finance Ltd. does not undertake to update this disclosure document to reflect subsequent events and thus prospective subscriber must confirm about the accuracy and relevancy of any information contained herein with Repco Home Finance Ltd. Neither the delivery of this Disclosure Document nor any sale of Debentures made hereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Issuer since the date hereof. However, the Issuer reserves its right for providing the information at its absolute discretion. The issuer accepts no responsibility for statements made in any advertisement or any other material and any one placing reliance on any other source of information would be doing so at his own risk and responsibility. Each investor contemplating purchasing any Debentures should make its own independent investigation of the financial condition and affairs of the Issuer, and its own appraisal of the creditworthiness of the Issuer. It is the responsibility of the prospective subscriber to have obtained all consents, approvals or authorisations required by them to make an offer to subscribe for, and purchase the debentures. It is the responsibility of the prospective subscriber to verify if they have necessary power and competence to apply for the debentures under the relevant clause and regulations in force. Prospective subscribers should conduct their own investigation, due diligence and analysis before applying for the debentures. Nothing in this disclosure document should be construed as advice or recommendation by the issuer to the subscriber to the debentures. Each recipient of this Disclosure Document acknowledges that such person has not relied on the Issuer or any of its affiliates, shareholders, directors, employees, agents or advisors in connection with its investigation of the accuracy of such information or its investment decision and such person has relied solely on its own examination of the creditworthiness of the Issuer and the merits and risks involved in investing in the Debentures. Prospective subscribers should also consult their own advisors on the implications of applications, allotment, sale, holding, ownership and redemption of these debentures and matters incidental thereto.



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This Disclosure Document is not intended for distribution. The securities mentioned herein are being issued on private placement basis and this does not constitute a public offer/invitation. **It is meant for consideration of the person to whom it is addressed and should not be reproduced by the recipient.** Multiple copies hereof given to the same entity shall be deemed to be given to the same person and shall be treated as such. No invitation is being made to any persons other than those to whom application forms along with this Disclosure Document being issued have been sent by or on behalf of the Issuer. Any application by a person to whom the Disclosure Document has not been sent by or on behalf of the Issuer shall be rejected without assigning any reason.

No person other than the nominated officers of the Issuer mentioned in the Annexures has been authorized to give any information or to make any representation not contained or incorporated by reference in this Disclosure Document or in any material made available by the Issuer to any potential investor pursuant hereto and, if given or made, such information or representation must not be relied upon as having been authorized by the Issuer. It is the responsibility of investors to ensure that any transfer of the Debentures is in accordance with this Disclosure Document and the applicable laws, and ensure that the same does not constitute an offer to the public. The issuer reserves the right to withdraw the private placement of the debentures issue prior to the issue closing date(s) in the event of any unforeseen development adversely affecting the economic and regulatory environment or any other force majeure condition including any change in applicable law. In such an event, the issuer will refund the application money, if any, along with interest payable on such application money, if any.

**Each person receiving this Disclosure Document acknowledges that:**

Such person has been afforded an opportunity to request and to review and has received all additional information considered by it to be necessary to verify the accuracy of or to supplement the information herein; and

Such person has not relied on any intermediary that may be associated with issuance of Debentures in connection with its investigation of the accuracy of such information or its investment decision.

The Issuer does not undertake to update the Disclosure Document to reflect subsequent events after the date of the Disclosure Document and thus it should not be relied upon with respect to such subsequent events without first confirming its accuracy with the Issuer.

Neither the delivery of this Disclosure Document nor any sale of Debentures made hereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Issuer since the date hereof.

This Disclosure Document does not constitute, nor may it be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation. No action is being taken to permit an offering of the Debentures or the distribution of this Disclosure Document in any jurisdiction where such action is required. The distribution of this Disclosure Document and the offering and sale of the Debentures may be restricted by law in certain jurisdictions. Persons into whose possession this Disclosure Document comes are required to inform them about and to observe any such restrictions. The Disclosure Document is made available to investors in the Issue on the strict understanding that the contents hereof are strictly confidential. Each recipient must not reproduce or distribute this Disclosure Document, in whole or part, or make any announcement in public or to a third party regarding the contents without the express written consent of the Issuer or use it for any purpose other than the evaluation of the issuer by the recipient.

It is the responsibility of investors to ensure that any transfer of the Debentures is in accordance with this Disclosure Document and the applicable laws, and ensure that the same does not constitute an offer to the public.



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## DISCLAIMER OF THE ARRANGERS TO THE ISSUE

The role of the Arranger in the assignment is confined to marketing and placement of the Debentures on the basis of this Information Memorandum as prepared by the Company. The Arranger has neither scrutinized nor vetted nor reviewed nor has it done any due-diligence for verification of the contents of this Information Memorandum. The Arranger shall use this Information Memorandum for the purpose of soliciting subscription(s) from Eligible Investors in the Debentures to be issued by the Company on a private placement basis. It is to be distinctly understood that the aforesaid use of this Information Memorandum by the Arranger should not in any way be deemed or construed to mean that the Information Memorandum has been prepared, cleared, approved, reviewed or vetted by the Arranger; nor should the contents to this Information Memorandum in any manner be deemed to have been warranted, certified or endorsed by the Arranger so as to the correctness or completeness thereof.

Nothing in this Information Memorandum constitutes an offer of securities for sale in the United States of America or any other jurisdiction where such offer or placement would be in violation of any law, rule or regulation. No action is being taken to permit an offering of the debentures or the distribution of this Information Memorandum in any jurisdiction where such action is required. The distribution/taking/sending/dispatching/transmitting of this Information Memorandum and the offering and sale of the Debentures may be restricted by law in certain jurisdictions, and persons into whose possession this document comes should inform themselves about, and observe, any such restrictions.

The Issuer has prepared this Information Memorandum and the Issuer is solely responsible and liable for its contents. The Issuer will comply with all laws, rules and regulations and has obtained all regulatory, governmental, corporate and other necessary approvals for the issuance of the Debentures. The Company confirms that all the information contained in this Information Memorandum has been provided by the Issuer or is from publicly available information, and such information has not been independently verified by the Arranger. No representation or warranty, expressed or implied, is or will be made, and no responsibility or liability is or will be accepted, by the Arranger or their Affiliates for the accuracy, completeness, reliability, correctness or fairness of this Information Memorandum or any of the information or opinions contained therein, and the Arranger hereby expressly disclaims any responsibility or liability to the fullest extent for the contents of this Information memorandum, whether arising in tort or contract or otherwise, relating to or resulting from this Information Memorandum or any information or errors contained therein or any omissions therefrom. Neither Arranger and its affiliates, nor its directors, employees, agents or representatives shall be liable for any damages whether direct or indirect, incidental, special or consequential including lost revenue or lost profits that may arise from or in connection with the use of this document. By accepting this Information Memorandum, the Eligible Investor accepts terms of this Disclaimer Clause of Arranger, which forms an integral part of this Information Memorandum and agrees that the Arranger will not have any such liability.

The Eligible Investors should carefully read this Information Memorandum. This Information Memorandum is for general information purposes only, without regard to specific objectives, suitability, financial situations and needs of any particular person and does not constitute any recommendation and the Eligible Investors are not to construe the contents of this Information Memorandum as investment, legal, accounting, regulatory or Tax advice, and the Eligible Investors should consult with its own advisors as to all legal, accounting, regulatory, Tax, financial and related matters concerning an investment in the Debentures. This Information Memorandum should not be construed as an offer to sell or the solicitation of an offer to buy, purchase or subscribe to any securities mentioned therein, and neither this document nor anything contained herein shall form the basis of or be relied upon in connection with any contract or commitment whatsoever.

This Information Memorandum is confidential and is made available to potential investors in the Debentures on the understanding that it is confidential. Recipients are not entitled to use any of the information contained in this Information Memorandum for any purpose other than in assisting to decide whether or not to participate in the Debentures. This document and information contained herein or any part of it does not constitute or purport to constitute investment advice in publicly accessible media and should not be printed, reproduced, transmitted, sold, distributed or published by the recipient without the prior written approval from the Arranger and the Company. This Information Memorandum has not been approved and will or may not be reviewed or approved by any statutory or regulatory authority in India or by any



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Stock Exchange in India. This document may not be all inclusive and may not contain all of the information that the recipient may consider material.

Each person receiving this Information Memorandum acknowledges that:

1. Such person has been afforded an opportunity to request and to review and has received all additional information considered by it to be necessary to verify the accuracy of or to supplement the information herein; and
2. Has not relied on the Arranger and/or its affiliates that may be associated with the Debentures in connection with its investigation of the accuracy of such information or its investment decision.

Issuer hereby declares that the Issuer has exercised due diligence to ensure complete compliance of applicable disclosure norms in this Information Memorandum. The Arranger: (a) is not acting as trustee or fiduciary for the investors or any other person; and (b) is under no obligation to conduct any "know your customer" or other procedures in relation to any person. The Arranger is not responsible for (a) the adequacy, accuracy and/or completeness of any information (whether oral or written) supplied by the Issuer or any other person in or in connection with this Information Memorandum; or (b) the legality, validity, effectiveness, adequacy or enforceability of this Information Memorandum or any other agreement, arrangement or document entered into, made or executed in anticipation of or in connection with this Information Memorandum; or (c) any determination as to whether any information provided or to be provided to any investor is non-public information the use of which may be regulated or prohibited by applicable law or regulation relating to insider dealing or otherwise.

The Arranger or any of their directors, employees, affiliates or representatives do not accept any responsibility and/or liability for any loss or damage arising of whatever nature and extent in connection with the use of any of the information contained in this document. By accepting this Information Memorandum, investor(s) agree(s) that the Arranger will not have any such liability.

Please note that:

- (a) the Arranger and/or their affiliates may, now and/or in the future, have other investment and commercial banking, trust and other relationships with the Issuer and with other persons ("Other Persons");
- (b) as a result of those other relationships, the Arranger and/or their affiliates may get information about Other Persons, the Issuer and/or the Issue or that may be relevant to any of them. Despite this, the Arranger and/or their affiliates will not be required to disclose such information, or the fact that it is in possession of such information, to any recipient of this Information Memorandum;
- (c) the Arranger and/or their affiliates may, now and in the future, have fiduciary or other relationships under which it, or they, may exercise voting power over securities of various persons. Those securities may, from time to time, include securities of the Issuer; and
- (d) the Arranger and/or their affiliates may exercise such voting powers, and otherwise perform its functions in connection with such fiduciary or other relationships, without regard to its relationship to the Issuer and/or the securities."

#### **DISCLAIMER OF THE CREDIT RATING AGENCY**

Ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. Credit Analysis & Research Ltd. have based their ratings on information obtained from sources believed by it to be accurate and reliable. The Credit Rating Agencies do not, however, guarantee the accuracy, adequacy or completeness of any information and are not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by Credit Analysis & Research Ltd. have paid a credit rating fee, based on the amount and type of bank facilities/instruments.

#### **DISCLAIMER OF THE DEBENTURE TRUSTEE**

The debenture trustee do not confer any guarantee and will not be responsible for any non-payment of interest and redemption and or any loss suffered or any claim made by debenture holder(s).



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## DISCLAIMER OF THE STOCK EXCHANGE

As required, a copy of this Disclosure Document has been submitted to Bombay Stock Exchange Limited (hereinafter referred to as "BSE") for hosting the same on its website. It is to be distinctly understood that such submission of the document with BSE or hosting the same on its website should not in any way be deemed or construed that the document has been cleared or approved by BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this document; nor does it warrant that this Issuer's securities will be listed or continue to be listed on the Exchange; nor does it take responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of the Company. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person-consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

## FORWARD LOOKING STATEMENTS

All statements in this Disclosure Document that are not statements of historical fact constitute "forward looking statements". Readers can identify forward-looking statements by terminology like "aim", "anticipate", "intend", "believe", "continue", "estimate", "expect", "may", "objective", "plan", "potential", "project", "pursue", "shall", "should", "will", "would" or other words or phrases of similar import. All statements regarding the Issuer's expected financial condition and results of operations, business, plans and prospects are forward looking statements. These forward looking statements and any other projections contained in this Disclosure Document (whether made by the Issuer or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause the Issuer's actual results, performance and achievements to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements or other projections.

The forward looking statements contained in this Disclosure Document are based on the beliefs of the management of the Issuer, as well as the assumptions made by and information available to management as at the date of this Disclosure Document. There can be no assurance that the expectations will prove to be correct. The Issuer expressly disclaims any obligation or undertaking to release any updated information or revisions to any forward looking statements contained herein to reflect any changes in the expectations or assumptions with regard thereto or any change in the events, conditions or circumstances on which such statements are based. Given these uncertainties, recipients are cautioned not to place undue reliance on such forward looking statements. All subsequent written and oral forward looking statements attributable to the Issuer are expressly qualified in their entirety by reference to these cautionary statements.

## INDUSTRY AND MARKET DATA

Market data and certain industry forecasts used throughout this Disclosure Document have been obtained from market research, publicly available information and industry publications. Industry publications generally state that the accuracy and completeness of that information is not guaranteed. Similarly, industry forecasts and market research while believed to be reliable have not been independently verified and the Issuer does not make any representation as to the accuracy of that information.



List of Defined Terms and used repetitively throughout the document

1. General terms

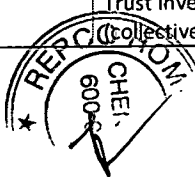
Term	Description
"Repco Home Finance Ltd.," or the "Company" or the "Issuer"	Repco Home Finance Ltd. is engaged in the business of housing finance. The Company offers a range of products on housing such as, loans for home purchase, home construction, home improvement / extension, site purchase, as well as non-housing finance.
"we", "us", "our" "RHFL"	Unless the context otherwise requires, the Company,

2. Company related terms

Term	Description
Articles of Association	The Articles of Association of the Company
Auditors	M/s R. Subramanian and Company, Chartered Accountants, Chennai
Board of Directors/Board	The Board of Directors of the Company or a duly constituted committee thereof
Director(s)	Director(s) on the Board, as appointed from time to time
Promoter(s)	Repco Bank
Registered Office	Repco Tower, No. 33, North Usman Road, T. Nagar, Chennai 600 017 Telephone: 044-28340715 Facsimile: 044-28340716
Direct Subsidiaries	The company does not have any direct subsidiaries
Indirect Subsidiaries	The company does not have any indirect subsidiaries
Joint Venture	The company does not have any joint ventures with other corporations

3. Issue related terms

Term	Description
Allot/Allotment/Allotted	Unless the context otherwise requires or implies, the allotment of the Debentures pursuant to this Issue
Application Form	The form in which an investor can apply for subscription to the Debentures.
Beneficial Owner(s)	Holder(s) of the Debentures in dematerialized form as defined under Section 2 of the Depositories Act, 1996, as amended.
Business Day	Any day other than a Sunday or a day on which banks in the city of Chennai in India are permitted to be closed.
Coupon Payment Date	Date of payment of interest on the Debentures
Credit Rating Agency	Credit Analysis & Research Ltd (CARE)
Date of Allotment	The date on which Allotment for this Issue is made
Debenture holder(s)	The holder of Debentures
Deemed Date of Allotment	<b>Oct 05, 2016</b>
Trustees	Catalyst Trusteeship Ltd.
Debenture Trustee Regulations	Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993, as amended from time to time
Depository(ies)	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 1996, as amended from time to time, in this case being NSDL and CDSL
ECS	Electronic Clearing Service
FI	Foreign Institutional Investor [as defined under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended] registered with SEBI
IBS	Integrated Business Suite
Issue	Issue by way of private placement of the Debentures by the Issuer
ISIN	International Securities Identification Number
LAP	Loans Against Property
Joint Arrangers	SPA Capital Advisors Limited Derivium Tradition Securities (India) Pvt. Ltd. LKP Securities limited Trust Investment Advisors Pvt. Ltd (Collectively referred to as 'Arrangers' in this document)

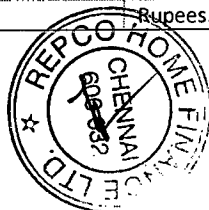


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Term	Description
Maturity Date	The date on which repayment of principal amount in respect of the Debentures shall be made
Mutual Fund	A mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended from time to time
NEFT	National Electronic Funds Transfer
NRI	A person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the FEMA Regulations, 1999, as amended from time to time
Overseas Corporate Body / OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under FEMA Regulations. OCBs are not permitted to invest in this Issue
Pay-in Date	Unless the context otherwise requires, the date on which the Debenture holders shall make payment, either in whole or in part, as may be applicable, for subscription to the Debentures
Record Date	The date prior to the due date for payment of interest /Maturity Date, on which the determination of the persons entitled to receive interest/ Debenture amount in respect of the Debentures (i.e., persons whose names appear in the records made available by the Depositories) shall be made
Registered Debenture holder	The Debenture holder whose name appears in the Register of Debenture holders or in the beneficial ownership record furnished by Depositories for this purpose
Register of Debenture holders	The Register maintained by the Company containing the name of Debenture holders entitled to receive interest in respect of the Debentures on the Record Date, which shall be maintained at the Registered Office or at the Office of the Registrars and Transfer Agents (RTA) to the issue.
Registrar/Registrar to the Issue	Registrar to the Issue, in this karvy computershare private limited
RTGS	Real Time Gross Settlement
Subordinated Debt	A fully paid up capital instrument, which is unsecured and is subordinated to the claims of other creditors and is free from restrictive clauses and is not redeemable at the instance of the holder or without the consent of the supervisory/regulatory authority of the housing finance company.
Disclosure Document	This disclosure document dated September 7, 2016 in relation to this Issue.
Working Days	Any day other than a Sunday or a day on which banks in the city of Chennai in India are permitted to be closed.

#### 4. Conventional and General Terms, Abbreviations and References to Other Business Entities

Abbreviation	Full form
CARE	CARE Limited.
CDSL	Central Depository Services (India) Limited.
Companies Act or Act	The Companies Act, 1956/ 2013 as applicable and as amended from time to time.
Depositories Act	The Depositories Act, 1996, as amended from time to time
Depository Participant/DP	A depository participant as defined under the Depositories Act.
FEMA	Foreign Exchange Management Act, 1999.
FEMA Regulations	Rules and Regulations issued by the RBI under the FEMA.
Fiscal	Period of twelve months ended March 31 of that particular year, unless otherwise stated.
FITCH	India Ratings & Research Private Limited
GoI	Government of India
HNI	High Networth individual.
HUF	Hindu Undivided Family.
ICRA	ICRA Limited
IT Act	The Income Tax Act, 1961, as amended from time to time.
NCR	National Capital Region of Delhi.
NSDL	National Securities Depository Limited.
NHB	National Housing Bank
BSE	Bombay Stock Exchange Limited
p.a.	per annum.
PAN	Permanent Account Number.
PAC	Persons Acting in Concert.
RBI	The Reserve Bank of India.
RoC	The Registrar of Companies
Rs.	Rupees.



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Abbreviation	Full form
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Regulations	The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time.

## RISK FACTORS AND MANAGEMENT'S PERCEPTION

Investors should carefully consider all the information in this Private Placement Offer Letter, including the risks and uncertainties described below, and the financial information of the Issuer, before making an investment in the Debentures. Additional risks and uncertainties not known to the Issuer or that it currently believes to be immaterial may also have an adverse effect on the business, financial condition and prospects of the Issuer. If any of the following or any other risks actually occur, business, financial condition and prospects of the Issuer may be adversely affected and the price and value of the investment made by the Investors in the Debentures could decline such that they may lose all or part of their investment. The issue has not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy of this disclosure document.

Regulatory changes, inflationary trends, high cost of borrowings, thin margins, and uneven competition continue to pose a huge challenge for the Company, towards retaining and increasing the profitability. In order to meet these challenges, the management has initiated several measures to emerge economically stronger.

The volatile economic environment, more precisely the fluctuations in interest rates, makes housing finance institutions more vulnerable to certain risks such as credit risk, liquidity risk, interest rate risk and operational risk. The liquidity risk and the interest rate risk arising out of maturity mismatches are monitored and managed at frequent and continuous reviews at Board level. The Company has put in place a well-drawn out risk management policy in order to effectively counter these risks at the appropriate time and in order to ensure the smooth functioning of the organization. The above policy is reviewed by the Board every year for making amendments and modification, if required.

**a. Credit Risk:** Credit risk is the risk of monetary loss arising out of the incapacity or disinclination of a customer to meet his loan obligations. RHFL has put in place effective credit norms and appraisal systems, which are monitored at regular intervals at the branch level as well as at the registered office level. Credit risk is managed using a set of laid down credit norms, procedures, policies and guidelines. Roles and responsibilities of the maker and checker are well defined. An efficient team of well qualified and experienced professionals oversee the system. RHFL also utilizes the services of credit agencies like Credit Information Bureau (India) Ltd. (CIBIL), to evaluate the financial discipline of the customer, and The Central Registry of Securitization Asset Reconstruction and Security Interest of India (CERSAI), to safeguard the Company from getting involved in multiple finances.

**b. Liquidity Risk:** Liquidity risk is the inability of the Company to meet its financial obligations at the appropriate time at logical prices. This risk arises out of a mismatch in the maturity profile of assets and liabilities. Managing liquidity risk is indispensable for the Company to maintain the stake holders' confidence. Housing finance institutions are more exposed to liquidity risk because its liabilities are contracted for a period of about 10 years or so, whereas the assets generated are of an average span of fifteen to twenty years. The liquidity risk which arises due to such maturity mismatch of assets and liabilities are managed through constant monitoring of the maturity profiles of various assets and liabilities and also through a system of periodical review. With a view to minimizing this risk, RHFL has followed the technique of spreading the borrowings amongst different lenders like banks, NHB etc., so as to reduce the concentration risk. It also monitors the structural liquidity mismatches between the assets and liabilities on a projected cash flow basis and periodically reviews the term loans sanctioned by the banks. As a matter of policy, the Company maintains adequate liquidity and hence is in a convenient position to meet the obligations at the appropriate time.

**c. Interest Rate Risk:** Interest rate risk crops up when there is a disparity in the interest rate profile of assets and liabilities and which affects the interest income adversely. Housing finance institutions borrow funds particularly for a longer period and the rate of interest on these borrowings is linked to the bench mark rates, such as Base Rates of the lending institutions. These rates tend to vary during the loan period. In view of this, the present practice of lending on variable



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interest rate basis exposes the housing finance companies to interest rate risk and needs to be managed in the best possible way.

RHFL extends home loans on variable rate of interest. The risk likely to occur due to these movements is reviewed by the risk Management Committee from time to time and remedial measures, if essential, are taken based on the suggestion of the Committee. The Audit Committee and the Board of directors review the status of risk management in the Company at their respective meetings and issue suitable directions/guidance as deemed necessary.

**d. Operational Risk:** Operational risk is the risk associated with the Company's business operations. It encompasses a wide variety of risks-including risk of perpetration of fraud, legal, financial or environmental issues. To mitigate these risks, the Company has developed standard operating procedures and internal controls for employees to be followed, which can be compared with the best practices in the industry. The Company is in an expansion mode and a number of branches are being opened which are manned by newly recruited staff who have to be acquainted with the systems, procedures and practices of the Company. Appropriate training is being given to these employees. The systems/procedures are constantly reviewed to improve the operational efficiency and to ensure prevention of frauds. The performance of the branches is continuously monitored through executive visits at frequent intervals. The Company has documented every part of its functioning in the form of manual of instructions to be followed by the branches/employees in their day to day operations.

#### **Asset Liability Management**

The ALM risk is effectively resolved by preparing cash flow statements and forecasting of the cash flow position across various time periods and taking timely curative measures. RHFL continues to enjoy sufficient lines of credit (with good level of undrawn limits) from various other banks and financial institutions on a continuous basis to ensure that there is no interruption of business on account of liquidity problems. The ALM Committee at the registered office reviews the liquidity position at regular intervals and counteractive measures are suggested and implemented depending upon the requirement to alleviate/circumvent the risk, if any.

The Audit Committee and the Board of directors review the status of risk management in the Company at the respective meetings on a quarterly basis and issue directions/suggestions as deemed necessary.

#### **Internal Audit and Control**

The Company has put in place adequate internal control, systems, commensurate with the nature of its business and the size of its operations. Further, RHFL has established extensive internal controls to mitigate risks and laid down a set of procedures including clear delegation of authorities and standard operating procedures for all parts of the business/functions. A professionally qualified team of Auditors conduct the internal audit of the branches and the Registered Office of the Company at quarterly/half yearly intervals and observations, if any, is reviewed by the Audit Committee periodically. Apart from the above, the Internal Auditors of the Company are conducting Risk Based Audit of the branches on half yearly/annually, as the case may be. The legal compliance report on the status of compliance of various regulations is placed before the Audit Committee/Board of Directors on a quarterly basis and all the policies of the Company are reviewed periodically. The Company has also started an Offsite Transaction Monitoring System (OTMS) to have better internal control /track sensitive transactions, if any, on a near to real time basis and locate early warning signals. The regulator and the Sponsor Bank conduct inspection periodically.

#### **Threat (External)**

There are few factors which could slow down the home loan market like declining affordability (Economic slowdown and high interest rates could adversely impact the demand for housing and housing finance • Ability to raise resources at competitive rates • Ability to hire and train manpower for achieving company's growth objectives outside southern India • Sizeable exposure to non-salaried segment; could exert pressure on the Company's asset quality under unfavourable economic conditions, etc.), political uncertainties, uncertainty related to land acquisition policies etc.



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**A. ISSUER INFORMATION:**

**a. Name and address**

Issuer – Repco Home Finance Ltd.

Date of Incorporation: April, 2000

<p><b>i. Registered office</b>                  Repco Tower, No. 33, North Usman Road,                  T. Nagar, Chennai 600 017                  Telephone: 044-28340715 Fax: 044 28340716  <a href="http://www.repcohome.com">www.repcohome.com</a></p>	<p><b>ii. Corporate office</b>                  Third Floor, Alexander Square, New No : 2, Sardar Patel                  Road, Guindy, -Chennai - 600 032,                  Ph : (044) - 42106650 Fax : (044) – 42106651                  E-mail : <a href="mailto:bala@repcohome.com">bala@repcohome.com</a></p>
<p><b>iii. Compliance Officer for the Issuer</b>                  Shri. K. Prabhu                  Third Floor, Alexander Square, New No : 2, Sardar Patel                  Road, Guindy, Chennai - 600 032,                  Ph : (044) - 42106650 Fax : (044) – 42106651                  Mobile : 94445390425 E-mail : <a href="mailto:cs@repcohome.com">cs@repcohome.com</a></p>	<p><b>iv. Chief Financial Officer</b>                  [Shri. T. Karunakaran                  Third Floor, Alexander Square, New No : 2, Sardar Patel                  Road, Guindy, Chennai - 600 032,                  Ph : (044) - 42106650 Fax : (044) – 42106651                  Mobile : 9444241158 E-mail : <a href="mailto:accounts@repcohome.com">accounts@repcohome.com</a></p>

**LISTING**

To be listed on the Wholesale Debt Market (WDM) segment of BSE.

**v. Arrangers**



**SPA Capital Advisors Limited**  
 101-A, 10 th Floor, Mittar Court,  
 Nariman Point,  
 Mumbai – 400021  
 Tel: (022) 4043 9000 / 2280124045  
 Fax: (022) 22801247 / 42895676  
 Email : [info@spasecurities.com](mailto:info@spasecurities.com)  
 Website: [www.spasecurities.com](http://www.spasecurities.com)



**LKP Securities limited**  
 203, Embassy Centre,  
 Nariman Point  
 Mumbai 400021  
 Tel: 022-2282 8234  
 Fax: 022-2284 2415  
 Website – [www.lkpsec.com](http://www.lkpsec.com)

**vi. Registrars & Transfer Agents**



Plot No. 17-24, Vittal Rao Nagar,  
 Madhapur, Hyderabad - 500 081 India  
 Tel : +91 40 4465 5000  
 Fax: +91 40 2343 1551  
 Email Id : [einward\\_ris@karvy.com](mailto:einward_ris@karvy.com)  
 Toll Free No: 1-800-3454001



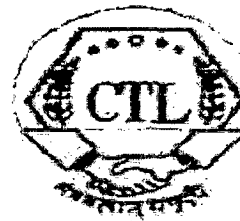
**Derivium Tradition (India) Pvt. Limited**  
 Eucharistic Congress III, 10 Floor, 5  
 Convent Road, Colaba, Mumbai -  
 400 039  
 Tel : +91 22 6606 4722 / 723 | Fax :  
 +91 22 (6606 4601)  
[www.deriviumcap.com](http://www.deriviumcap.com)



**Trust Investment Advisors Pvt. Ltd.**  
 Regd. Office: 109/110, 1st Floor, Balarama,  
 Village Parigkhari; Bandra Kurla Complex,  
 Bandra (East), Mumbai – 400 051.  
 Tel : 022-40845000  
 Fax : 022-40845007  
 Website – [www.trustgroup.in](http://www.trustgroup.in)

**TRUST**

**vii. Trustee**



**Catalyst Trusteeship Limited**  
**(Formerly GDA Trustee & Consultancy Ltd.)**  
 Bhusari Colony, Kothrud, Pune, Maharashtra  
 411038  
 020 2528 0081

**viii. CREDIT RATING**

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CREDIT ANALYSIS & RESEARCH LTD

CIN:

4th Floor, Godrej Coliseum,  
Somaiya Hospital Road,  
Off Eastern Express Highway,  
Sion (East), Mumbai - 400 022.

Contact Person:

Tel: +91-022-6754 3456

Fax: +91-022- 6754 3457

E-mail: [care@careratings.com](mailto:care@careratings.com)

Website: [www.careratings.com](http://www.careratings.com)

ix. Auditors of the Issuer

**M/s. R.Subramanian and Company,**  
Chartered Accountants,

36, Krishnaswamy Avenue, Luz Church Road, Chennai, Tamil Nadu 600004  
Ph - 044 2499 1347

**b. A brief summary of the business/activities of the issuer**

**a. Overview**

**Repro Home Finance (RHFL)** is a housing finance company incorporated in 2000, promoted by Repco Bank and headquartered in Chennai, Tamil Nadu. RHFL provides Home Loans and Loans against properties and focuses on under penetrated areas like peripheries of tier-1 cities and tier-2 & 3 cities. RHFL has a Strong presence in South India with contiguous expansion strategy in other states - 120 branches and 31-satellite centres located in the states/union territories of Tamil Nadu, Puduchery, Karnataka, Andhra Pradesh, Telangana, Madhya Pradesh, Jharkhand, Kerala, Maharashtra, Odisha, West Bengal, Madhya Pradesh and Gujarat. Its current customer segment is a balanced mix of Salaried and the underserved Non-salaried class.

The mission of RHFL is to translate into reality the aspirations of people to own a house by covering the market -existing and potential- comprehensively through institutional credit support-customized to suit individual needs in a transparent and ethical way. The salient and unique features of RHFL are innovative loan products, direct customer contact and customer ownership, focus on quality customer servicing, transparency and speed of operations, robust risk management systems and processes and low cost operations. RHFL is a well-recognized brand in south India with an established track record, stable and experienced senior management team.

**Our Objective & Strategy**

Right from the onset, we have looked at the self employed segment as a viable business segment. It also happens to be a segment neglected by other HFCs and financial institutions. As things stand now, about 56% of our outstanding loans are to the aforementioned segment. We differentiate ourselves by focussing on underserved Tier 2& 3 cities and peripheries of Tier 1 cities, sourcing our customers on our own - which enables us to properly service our customers and own their end to end experience, disbursing loans quickly, ensuring low cost of operations and having in place robust risk management systems and processes. We also handhold our customers in times of difficulty.

**Business activities of Subsidiaries and Branches**

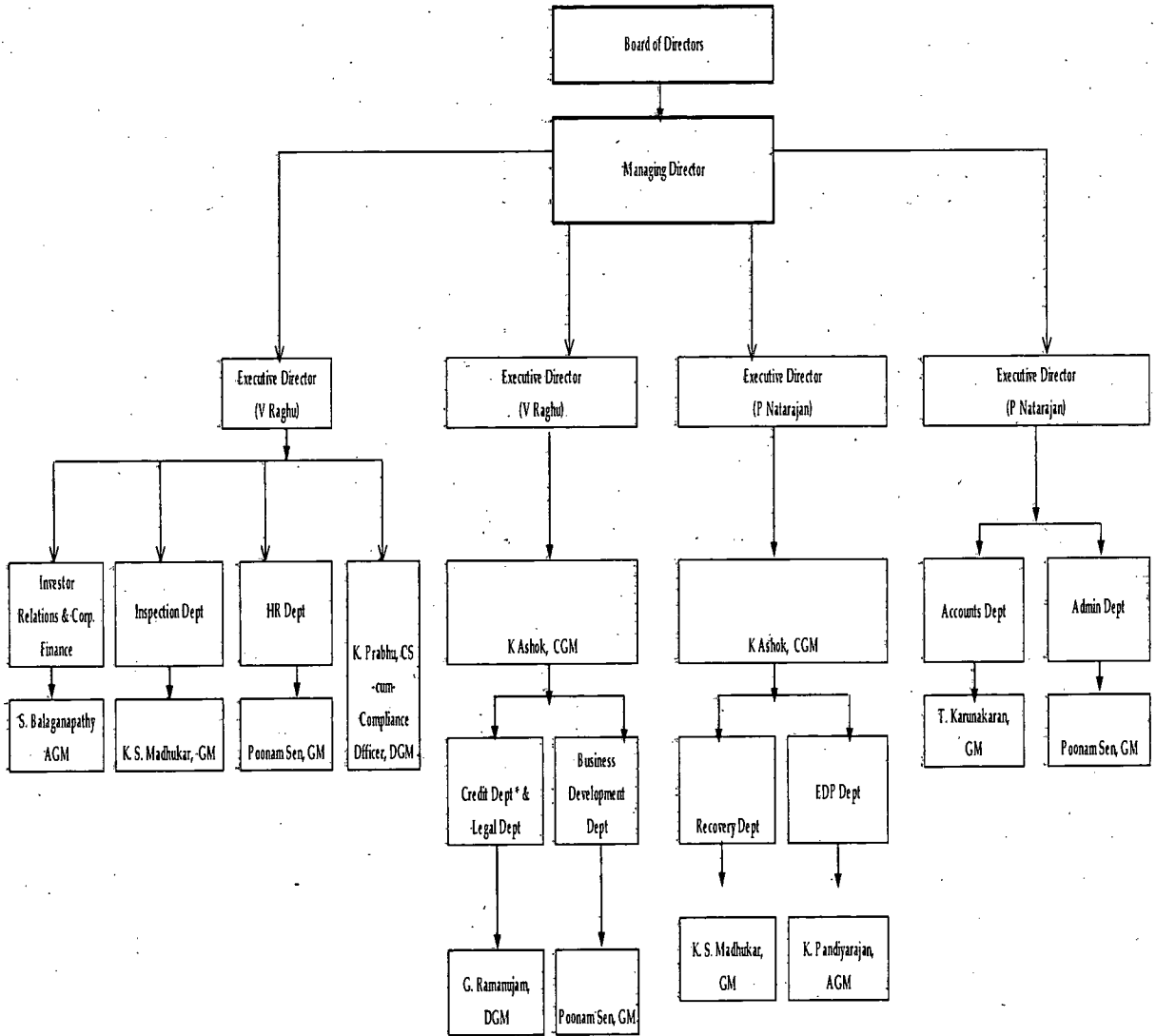
No subsidiaries.



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ii. Corporate Structure:

1. Organisation Structure at Registered Office



\* Credit Department is headed by CGM, Mr. K. Ashok

- CGM: Chief General Manager
- GM: General Manager
- DGM: Deputy General Manager
- AGM: Assistant General Manager
- CS: Company Secretary

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iii. Key Operations and Financial Parameters: (Rs. Crore)

Parameters	FY16	FY15	FY14	FY13
Net worth	917.75	805.69	719.32	623.26
Total Debt	6537.92	5104.42	3902.02	3064.69
Of which				
- Non-Current Maturities of Long Term Borrowings	5025.18	3879.74	2910.81	2177.24
- Short term Borrowings	497.03	484.83	397.71	394.49
- Current Maturities of Long Term Borrowings	1015.69	739.83	593.48	492.96
Net Fixed Assets	9.25	8.92	4.99	4.47
Non-Current Assets	7215.40	5649.23	4399.70	3344.25
Cash and Cash Equivalents	20.02	17.52	218.92	210.14
Current Investments	0.00	0.00	0.00	0.00
Current Assets	538.54	426.45	339.30	448.19
Current Liabilities	1640.81	1273.34	1031.39	947.17
Housing loan Book	7691.19	6012.92	4661.86	3544.74
Off Balance Sheet Assets	-	-	-	-
Interest Income	852.12	669.09	515.59	391.19
Interest Expense	548.27	431.76	324.75	265.65
PAT	150.00	123.08	110.10	80.02
Provisioning	38.80	20.31	22.33	9.00
Gross NPA (%)	1.31	1.32	1.47	1.48
Net NPA (%)	0.48	0.50	0.72	0.99
Tier I Capital Adequacy Ratio (%)	20.74	20.26	24.50	25.50
Tier II Capital Adequacy Ratio (%)	0.00	0.00	0.00	0.00

iv. Project Cost and Means of Financing , in case of Funding new Projects:

Not Applicable

1. Gross Debt: Equity Ratio of the Issuer:

Before the issue of debt securities (June, 2016)	7.12
After the issue of debt securities	7.53

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2. Dividends declared by the Company in respect of the said three financial years; interest coverage ratio for last three years (cash profit after tax plus interest paid/interest paid)

Parameters	FY16	FY15	FY14	FY13
Dividend (Equity Share of Face Value of Rs.10/- each)	1.8	1.5	1.2	1.1
Interest Coverage Ratio	1.50	1.48	1.54	1.44

c. Brief History of the Issuer

- i. Details Of Equity Share Capital as on March 31, 2016:-

SHARE CAPITAL	No. of shares	As on March 31, 2016 (Face value of Rs.10/- each)
Authorised Equity Share Capital	10,00,00,000	100,00,00,000
Issued/Subscribed Paid-up Equity Share Capital	6,25,41,437	62,54,14,370
Share Premium Account	--	3,17,4,72,553

The present offer comprises of issue of secured Redeemable Non-convertible Bonds in the nature of debentures of Rs.10,00,000/- each for cash at par aggregating Rs.100 Crore. Hence, the same shall not affect the paid-up equity share capital or share premium account of the Company after the offer.

- ii. Changes In its Capital Structure as on last quarter ended on June 30th, 2016 for the Last Five Years:

Date of Change	Rs.	Particulars
April 29, 2011	1,000,000,000	The authorized share capital of ` 1,000,000,000 divided into 59,776,000 Equity Shares and 40,224,000 preference shares of ` 10 each was reclassified to ` 1,000,000,000 comprising 100,000,000 Equity Shares pursuant to a resolution of the shareholders of our Company dated April 29, 2011.

- iii. Equity Share Capital History of the company as on June 30, 2016 for the Last Five Years:

Sl. No.	Date of issue	No. of shares subscribed	Mode						
1	March 13 to 15, 2013	15,720,2652	Public Issue						
2	September 13, 2013 9,27,835 options		<table border="1"> <thead> <tr> <th>Date of Allotment</th> <th>No of Shares</th> </tr> </thead> <tbody> <tr> <td>08.11.2014</td> <td>145175</td> </tr> <tr> <td>29.12.2014</td> <td>44600</td> </tr> </tbody> </table>	Date of Allotment	No of Shares	08.11.2014	145175	29.12.2014	44600
Date of Allotment	No of Shares								
08.11.2014	145175								
29.12.2014	44600								



		02.02.2015	3775
		27.03.2015	3050
		19.05.2015	6175
		07.08.2015	5075
		04.11.2015	58965
		25.11.2015	97570
		08.02.2016	16005
		10.05.2016	7880
		(Being Allotment of Equity shares pursuant to exercise of ESOP)	

iv. Details of Acquisition or Amalgamation in the last one year :-

**Not Applicable**

v. Details of Reorganization or Reconstruction in the last one year :-

**Not Applicable**

i. Shareholding Pattern of the Issuer as on June 30, 2016:

Sl. No.	Particulars Category of Shareholder	Total number of shares	No. of equity shares in de-mat form	Total shareholding as % of total No. of equity share holdings (%)
1	Promoter and Promoter Group	23230606	23230606	37.14
2	Mutual Funds/UTI	13836437	13836437	22.12
3	Financial Institutions/Banks/NBFC	258924	258924	0.41
4	Foreign Institutional Investors	16602463	16602463	26.54
5	Bodies Corporate	1650612	1650612	2.64
6	Individuals	5683389	5683067	9.09
7	Trusts	91026	91026	0.15
8	Director & their relatives	34396	34396	0.05
9	Non Resident Indians	674552	674552	1.08
10	Clearing members	51831	51831	0.08
11	Hindu Undivided Families	273411	273411	0.44
12	Employee shareholders	161670	161670	0.26
13	Limited Liability Partnership/Qualified Foreign Investor	0	0	0
	<b>GRAND TOTAL</b>	<b>62549317</b>	<b>62548995</b>	<b>100</b>

Note: The promoters have not pledged or encumbered any of their shares with the issuer.



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ii. List of top 10 holders of Equity Shares of the Issuer as on June 30, 2016:

SL. No.	Particulars – Name of the shareholder	Total number of shares held	No. of equity shares in de-mat form	Total shareholding as % of total No. of equity share holdings (%)
1	REPATRIATES CO OPERATIVE FINANCE & DEVELOPMENT BAN K LTD	23230606	37.14	23230606
2	PARVEST EQUITY INDIA	2375000	3.80	2375000
3	GOLDMAN SACHS INDIA FUND LIMITED	1599875	2.56	1599875
4	INDIA CAPITAL FUND LIMITED	1561750	2.50	1561750
5	FRANKLIN TEMPLETON MUTUAL FUND A/C FRANKLIN INDIA PRIMA FUND	1456318	2.33	1456318
6	NOMURA INDIA INVESTMENT FUND MOTHER FUND	1361759	2.18	1361759
7	TVF FUND LTD	1312124	2.10	1312124
8	FRANKLIN INDIA SMALLER COMPANIES FUND	1048368	1.68	1048368
9	MOTILAL OSWAL MOST FOCUSED MIDCAP 30 FUND	922551	1.47	922551
10	ALLIANCEBERNSTEIN INDIA GROWTH (MAURITIUS) LIMITED	920350	1.47	920350

d. Details regarding the directors of the Issuer

i. Details of the current Directors of the Issuer

The following table sets forth details regarding the Board of Directors of the Issuer as on June 30, 2016

Name, Designation and DIN	Age (Yrs)	Address	Director of the Company since	Occupation of Directors	Details of other directorships
T.S. KrishnaMurthy Chairman 00279767	75	7 - S9, Gokul Tower Apartments (Next to Mookambika Complex), Sir C.P. Ramaswamy Road, Alwarpet Chennai - 600 018	13-09-2011	Retired, Chief Election Commissioner	Shriram Life Insurance-Company DSP BlackRock Trustee Company Pvt Ltd RRB Energy Ltd Edelweiss Asset Reconstruction Company Ltd SBL Private Limited The Hindu Educational Organization Central Depository Services (India) Limited CDSL Ventures Limited
Sanjeevane Kuty Director 01818009	56	C-9, Tower-9, New Moti Bagh, New Delhi- 110021	27-03-2015	Special Secretary and Financial Advisor, Ministry of Home Affairs	Rehabilitation Plantations Limited Repco Bank



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R.Varadarajan Managing Director 02020709	61	No.55, IVth Main Road, Gandhi Nagar, Adayar, Chennai 600 020	01-10-2010	Managing Director	Repco Micro Finance Limited Repco Foundation for Micro Credit
Thomas Paul Diamond Director 02529503	77	Flat 305, III Floor, Block 3-A Doshi, Etopia I, Panchayat 3rd Link Road, Perungudi, Chennai-600096	25-01-2001	CEO (Retd.LIC Housing Finance Company Ltd.)	Nil
V.Nadanasabapath y Director 03140725	70	Plot NO. 1223, Thirumagal Illam, Anna Nagar West End Colony, Chennai – 600 050.	22-07-2005	DGM( Retd. Syndicate Bank)	Nil
G.R. Sundaravadivel 00353590	73	New No. 16, (Old No. 26), Agasthiyar Street, Gandhi Nagar, Saligramam, Chennai-93	03-04-2012	Executive Director (Retd)- United Bank of India	Hindustan Photo Films Mfg. Co. Ltd Indbank Merchant Banking Services Limited
L.Munishwar Ganesan 07082752	56	C-9, Santhosh Apts, ONO 33 NNO 56, Halls Road, Egmore, Chennai 600008	02-02-2015	Business	Repco Bank

The names of none of the above directors of the Company are appearing in the RBI Defaulter and/or ECGC Default list – Nil

**Remuneration of directors (during the current year and last three financial years) (Rs.)**

S.No.	Name & DIN	Remuneration			
		FY 16	FY 15	FY 14	FY 13
1	R.Varadarajan 02020709	1,87,18,900	1,47,69,535	26,71,900	17,96,235
2	T.S. KrishnaMurthy Chairman 00279767	1,75,000	1,70,000	80,000	50,000
3	Thomas Paul Diamond Director 02529503	3,60,000	4,20,000	1,90,000	75,000
4	G.R. Sundaravadivel 00353590	3,60,000	4,20,000	1,90,000	70,000
5.	V.Nadanasabapathy	3,60,000	4,05,000	1,90,000	80,000



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	Director 03140725				
6.	C.Thangaraju 00223383	-	25000	40,000	30,000
7.	L Munishwar Ganesan	75,000	30,000	0.00	0.00
8	S C Panda	-	15000	0.00	0.00
9	Sanjeevane Kuty	-	-	-	-

ii. Details Of Change In Directors Since Last Three Years:-

Name & DIN	Date of Appointment/Resignation	Director of the Issuer since (in case of resignation)	Remarks
Mr. G.R. Sundaravadiel 00353590	April 3, 2012		Appointment
Mr. R.R. Jha 03537905	November 2, 2012	April 29, 2011	Resignation
Mr.K.Deenabandhu 01234952	April 29,2013	September 13,2011	Resignation
Mr.B.Anand 02529503	January 29, 2016	May 10,2013	Resignation
Mr. K.K.Pathak 03075410	August 07 2015	October 25,2013	Resignation
Mr. M. Shankar Narayanan 00219212	February 28,2014	October 28,2007	Resignation
Mr. Mahesh Parasuraman 00233782	February 28,2014	October 28,2007	Resignation
Mr. C.Thangaraju 00223383	October 08,2014	March 26,2010	Resignation
Mr. L.Munishwar Ganesan 07082752	February 02,2015		Appointment
Mr. S. C. Panda 05201584	March 28, 2015	March 8, 2012	Resignation
Mrs. Sanjeevane Kuty 01818009	March 27, 2015		Appointment
Mr.Dilip Kumar 03155302	November 6, 2015	August 07,2015	Resignation

iii. Details of the Key Managerial Personnel

The following are the details of Key Managerial Personnel of the Company as on the date of this document:

Name, Designation & Qualification	Age (Yrs )	Address	Associated with the Company since	Functions handled
R.Varadarajan-Managing Director, Msc.(Agri) & CAIIB	61	No.55, IVth Main Road, Gandhi Nagar, Adayar, Chennai 600.020	October 1, 2010	Overall superintendence of the Management and Administration of the Company
T.Karunakaran-CFO Bsc. (Zoology)	45	M9/9 , Aiswarya Colony, Adyar, Chennai-600020	August 18,2004	Accounting & Treasury

Bala



K.Prabhu-CS MBA(FINANCE) & ACS	33	Old No.6,Rakkiappa Street,Mylapore,Chennai- 600004	November 19, 2008	Secretarial
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**e. Details regarding Auditors of the Issuer**

i. Details Of Auditors Of The Issuer:-

Name	Address	Auditor Since
M/s R. Subramanian and Company, Chartered Accountants, Chennai	Door No: 6 (old No 36), Krishnaswamy Avenue LUZ, Mylapore, Chennai - 600 004.	31 July 2003

ii. Details Of Change In Auditor Since Last Three Years:-

**Not Applicable**

**f. Details of borrowings of the Issuer**

(As on June 30, 2016)

i. Details Of Secured Loan Facilities ( Rs.in Cr)

**Note – Security in all cases is book debts**

Name of the lender	Nature of Facility	Sanction	Out standing
Abu Dhabi Commercial Bank	Term Loan	40	29.05
Andhra Bank	Term Loan	450	304.67
Axis Bank Ltd.,	Term Loan	200	33
Canara Bank	Term Loan	1100	805.40
Corporation Bank	Term Loan	425	256.19
Federal Bank	Term Loan	325	104.82
Dena Bank	Term Loan	100	79.99
HDFC Bank Ltd.,	Term Loan	1365	517.49
IDBI Bank Ltd.,	Term Loan	200	30
IDFC	Term Loan	200	100
Indian Bank	Term Loan	850	581
Indian Overseas Bank	Term Loan	400	173.92
Jammu and Kashmir	Term Loan	25	22.49
National Housing Bank	Refinance	2430	1354.02
Oriental Bank of Commerce	Term Loan	475	214.41
Repco Bank	Sodl	500	484.45
State Bank of Hyderabad	Term Loan	100	59.99
State Bank of India	Cash Credit	300	0.63
State Bank of India	Life Insurance	50	47.50
State Bank of India	Term Loan	500	499.84
Syndicate Bank	Term Loan	225	75



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Union Bank of India	Term Loan	200	75.79
State Bank of Travancore	Term Loan	75	10.25
United Bank of India	Term Loan	350	259.78
NCD	NCD	400	400
Commercial paper	Commercial paper	250	250
<b>Grand Total</b>		<b>11535</b>	<b>6,769.68</b>

ii. Details of Unsecured Loan Facilities from banks as on June 30, 2016: - (Rs. in Cr.)

**Not Applicable**

iii. Details of Secured Redeemable Non-Convertible Non-Cumulative Taxable Debentures (SRNCD)(As of June 30,2016)

Settlement Date	Period in Days	Maturity Date	Amount	Investor
27-02-2015	3 years	27-02-2018	Rs 100 Crs	State Bank of India
22-07-2015	2 years,11 Months	29-06-2018	Rs 100 Crs	SBI Mutual Fund
01-09-2015	1092 Days	06-09-2018	Rs 100 Crs	SBI Mutual Fund
07-09-2015	1095 Days	06-09-2018	Rs 100 Crs	HDFC Mutual Fund

iv. List of Top 10 Debenture Holders (As on June 30, 2016)

Investor	Face Value Amount (in Rs.Crores)
SBI Mutual Fund	200
HDFC Mutual Fund	100
State Bank of India	100

v. The amount of Corporate Guarantee Issued by the Issuer along with the name of the counterparty (like name of the subsidiary, JV entity, group company, etc.) on behalf of whom it has been issued

**Not Applicable**

*Done*



vi. Detail of Commercial Paper: (As on June 30, 2016)

Contract Date	Investor	Maturity Date	Amount (in Crores)
05.05.2016	HDFC Bank	04.07.2016	Rs 150
10.05.2016	HDFC Bank	04.07.2016	Rs 50
15.06.2016	HDFC Bank	12.08.2016	Rs 50

vii. Details of rest of the borrowing (if any; including hybrid debt like FCCB, Optionally Convertible Debentures /Preference Shares,) as on June 30, 2016.

**Not Applicable**

viii. Details of default/s and /or delay in payment of interest and principal of any kind term loans, debt securities and other financial indebtedness including corporate guarantee issued by the issuer in the past 5 years

**Not Applicable**

ix. Details of any outstanding borrowing taken / debt securities issued where taken / (i) issued for consideration other than cash, whether in whole or part, (ii) at a premium or discount or (iii) in pursuance of an option.

**Not Applicable**

x. The Details of Debentures issued at a discount and outstanding as on June 30, 2016 is given hereunder:

**Not Applicable**

xi. The details of Debentures issued at a premium and outstanding as on June 30, 2016 is given hereunder:

**Not Applicable**

g. Details of Promoters of the Issuer

i. Details of Promoters Holding in the Issuer Company as on June 30, 2016

Sr. No.	Name of Shareholders	Total No. of Equity Shares	No. of shares in demat form	Total shareholding as % of total no. of equity shares	No of Shares Pledged	% of Shares pledged with respect to shares owned
1	RepcO Bank	232,30,606	232,30,606	37.14	Nil	0

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i.a. Audited Standalone Financial Information for the last 3 years

1. Balance Sheet

(Rs.-Crore)

Particulars	(Amt In INR)	(Amt In INR)	(Amt In INR)
	As at 31st March 2016	As at 31st March 2015	As at 31st March 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	625,414,370	62,35,76,470	6216,10,470
(b) Reserves and Surplus	8,922,886,599	7,49,74,61,020	67890,22,316
<b>(2) Non-Current Liabilities</b>			
(a) Long Term Borrowings	50,251,811,605	38,79,74,47,607	291081,90,733
(b) Deferred Tax Liability	400,160,513	34,23,98,643	-
(b) Long Term Provisions	1,023,674,164	76,23,99,928	5574,09,121
<b>(3) Current Liabilities</b>			
(a) Short Term Borrowings	4,970,366,506	4,84,83,96,737	39771,52,683
(b) Other Current Liabilities	11,244,165,349	7,74,96,24,710	62317,11,249
(c) Short Term Provisions	193,578,753	13,55,01,330	1050,52,432
<b>Total</b>	<b>77,632,057,859</b>	<b>60,75,68,06,445</b>	<b>47,39,01,49,004</b>
<b>II. Assets</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	71,667,258	7,03,46,454	483,08,249
(ii) Intangible Assets	20,852,561	1,89,27,200	15,72,050
(b) Non-Current Investments	12,40,00,000	12,40,00,000	1240,00,000
(c) Deferred Tax Assets (Net)	-	-	1866,08,920
(d) Long Term Loans and Advances	72,030,076,788	56,27,88,36,959	43,63,65,71,100
<b>(2) Current Assets</b>			
(a) Cash and Bank Balances	200,273,434	17,52,79,597	21,89,26,600

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(b) Short Term Loans and Advances	5,019,323,461	3,95,03,03,624	304,35,54,777
(c) Other Current Assets	165,864,357	13,91,12,611	1306,07,308
<b>Total</b>	<b>77,632,057,859</b>	<b>60,75,68,06,445</b>	<b>47,39,01,49,004</b>

## 2. Income Statement

(Rs. Crore)

Statement of Profit and Loss For The Period Ended 31st March 2016				
S.No.	Particulars	(Amt In INR) For the period Ended 31st March 2016	(Amt In INR) For the period Ended 31st March 2015	(Amt In INR) For the period Ended 31st March 2014
III.	<b>INCOME:</b>			
	Revenue From Operations	8,806,823,087	6,92,19,63,375	53414,56,157
	Other Income	11,657,767	82,45,287	119,82,245
	<b>Total Income</b>	<b>8,818,480,854</b>	<b>6,93,02,08,662</b>	<b>535,34,38,402</b>
IV.	<b>EXPENDITURE:</b>			
	Interest and Other Financial Charges	5,482,720,395	4,31,76,80,796	324,74,96,850
	Employee Benefit Expenses	409,345,542	33,50,02,488	21,05,39,694
	Depreciation and Amortization Expenses	41,452,074	2,94,65,135	240,89,275
	Other Expenses	192,243,541	18,28,85,476	15,33,06,877
	Provision for Non-Performing Assets	292,592,135	14,04,19,595	17,61,24,493
	Contingency Provisions against Standard Assets	95,456,925	6,17,07,478	472,07,276
	Provision for diminution in value of Investments	-	-	5,00,000
	Bad Debts Written Off	3,382,482	13,13,864	28,70,174
	Investments Written Off	500,000		
	<b>Total Expenses</b>	<b>6,517,693,094</b>	<b>5,06,84,74,832</b>	<b>386,21,34,639</b>
V.	Profit Before Tax (III-IV)	<b>2,300,787,760</b>	<b>1,86,17,33,830</b>	<b>149,13,03,763</b>
VI.	Tax Expense:			
	(1) Current Tax	742,200,000	55,92,00,000	46,51,00,000
	(2) Deferred Tax	57,761,870	(7,06,10,645)	(748,10,660)
	(3) Deferred Tax liabilities on account special Reserve created U/s36(i)(viii)of the Income Tax 1961 ( Refer Note21(11)		14,23,42,704	
VII	Net Profit/(Loss) for the period	<b>1,500,825,890</b>	<b>1,23,08,01,771</b>	<b>110,10,14,423</b>

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VIII	Earning-Per Equity Share:			
	Weighted Average no. of Shares Outstanding During the Period	62,426,443	6,22,30,327	621,61,047
	Nominal Value Per Equity Share	10.00	10.00	10.00
	Earnings Per Share Before & After Extra-Ordinary Item			
	- Basic	24.04	19.78	17.71
	- Diluted EPS	24.03	19.71	17.64

### Income Statement as of 30.06.2016

S.No.	Particulars	Notes	For the year Ended 30th June 2016	For the year Ended 30th June 2015
III.	<b><u>INCOME:</u></b>			
	Revenue From Operations	15	2,467,964,386	2,000,276,411
	Other Income	16	1,092,588	757,176
	<b>Total Income</b>		<b>2,469,056,974</b>	<b>2,001,033,587</b>
IV.	<b><u>EXPENDITURE:</u></b>			
	Finance Cost	17	1,549,467,436	1,271,137,779
	Employee Benefit Expenses	18	97,898,276	103,261,619
	Depreciation and Amortization Expenses	8	8,142,448	10,435,496
	Other Expenses	19	42,666,823	40,450,857
	Provision for Non-Performing Assets		169,979,216	102,186,537
	Contingency Provisions against Standard Assets / Others		8,119,174	10,522,157
	Bad Debts Written Off		1,250,735	-
	<b>Total Expenses</b>		<b>1,877,524,109</b>	<b>1,537,994,445</b>
V.	Profit Before Tax (III-IV)		<b>591,532,866</b>	<b>463,039,142</b>
VI.	Tax Expense:			
	(1) Current Tax		224,500,000	168,500,000
	(2) Deferred Tax Assets		(28,237,145)	(7,840,952)
VII	Net Profit/(Loss) for the period			



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		395,270,011	302,380,094
VIII	Earning Per Equity Share: Weighted Average no. of Shares Outstanding During the Period	62,545,902	62,360,565
	Nominal Value Per Equity Share	10.00	10.00
	Earnings Per Share Before & After Extra-Ordinary Item		
	- Basic	6.32	4.85
	- Diluted EPS	6.31	4.83

### 3. CASH FLOW STATEMENT

		(Rs)
CASH FLOW FROM OPERATING ACTIVITIES		FY 16
<b>NET PROFIT BEFORE TAX</b>		<b>2300787760</b>
Adjustments For:		
Depreciation	41452074	
(Profit)/Loss on Sale of Fixed Assets	45041	
Interest Earned on Deposits	-1809771	
Expenses on Employee Stock Option	48166267	
Bad debts written off	3382481	
Provision for Non-Performing Assets/Standard Assets	388049060	
Dividend received on Investments	-6200000	
Investments written off	500000	
Provision for diminution in investments written back	-500000	
<b>Operating Profit Before Working Capital Changes</b>		<b>2773872912</b>
<b>Changes in Working Capital</b>		
Increase/(Decrease) in Long term provisions		18299060
Increase/(Decrease) in short term provisions		13817994
Increase/(Decrease) in other current liabilities		735931989
(Increase)/Decrease in Long term and short term loans & advances		-1025632
(Increase)/Decrease in other current assets		-27513150
<b>Operating Profit after Working Capital Changes</b>		<b>3513383172</b>
Direct Taxes Paid		-720324272
<b>Net Cash From Operations</b>		<b>2793058900</b>
<b>(Increase)/Decrease in Housing/other loans</b>		<b>-15862238641</b>
<b>(Increase)/Decrease in Current maturities of Housing/other loans</b>		<b>-1068925043</b>
<b>Net Cash Generated from operating activity</b>		<b>-14138104784</b>
<b>Cash Flow From Investing Activities</b>		
Purchase of Fixed Assets		-44773681



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(Increase)/Decrease in Capital advances		-36526714
Sale of Fixed Assets		30400
Subscription to Investments		0
Interest received on Deposits		2571176
Dividend received on Investments		6200000
Investments/redemption of Deposits Maturing after three months		876325
<b>Net Cash Used in Investing Activities (B)</b>		<b>-71622495</b>
<b>Cash Flow From Financing Activities</b>		
Proceeds from share allotment under Employee stock option scheme		1837900
Securities premium received on allotment of shares under Employee stock option scheme		11946350
Termloans received from Banks and financial institutions		23045000000
Termloans availed from banks and financial Institutions repaid		-9993492055
Proceeds from Issue of Non convertible Debentures		3000000000
Proceeds from issue of Commercial paper		12500000000
Repayment of Commercial Paper		-13100000000
Proceeds of refinance availed from NHB		0
Repayment of Refinance availed from National Housing Bank		-1838548000
Increase in Short term Borrowings		721969769
Dividends Paid(Including Dividend distribution tax)		-113116523
<b>Net Cash Used in Financing Activities (C)</b>		<b>14235597441</b>
<b>Net Increase/Decrease in cash and cash equivalent (A+B+C)</b>		<b>25870162</b>
Cash and Cash Equivalents - Opening Balance (D)		160118272
Cash and Cash Equivalents - Closing Balance * (E)		185988434
<b>Net Increase/(Decrease) in Cash and Cash Equivalents (E-D)</b>		<b>25870162</b>
<b>Components of Cash and Cash Equivalents at the end of the year</b>		
<b>Current account with Banks*</b>		<b>108031760</b>
<b>Short term deposits</b>		<b>26480777</b>
<b>Cash on Hand</b>		<b>51475897</b>
<b>Cash and Cash Equivalents</b>		<b>185988434</b>
* Includes balance in unpaid dividend account which are not available for use by the company		38378

	(Rs.) FY 15
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>	
<b>NET PROFIT BEFORE TAX</b>	<b>1,86,17,33,830</b>
Adjustments For:	
Depreciation	2,94,65,135
(Profit)/Loss on Sale of Fixed Assets	(3,02,351)
Interest Earned on Deposits	(21,76,357)
Expenses on employee stock option	643,39,711
Bad debts written off	13,13,864
Provision for Non-Performing Assets/Standard Assets	2021,27,073



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Dividend received on investments	(41,32,603)
<b>Operating Profit Before Working Capital Changes</b>	<b>215,23,68,302</b>
Changes in working capital	
Increase/(Decrease) in Trade Payables	1,10,36,191
Increase/(Decrease) in Long term and short term provisions	1,15,17,409
Increase/(Decrease) in Other current liabilities	4,56,30,661
Increase/(Decrease) in Long term and short term Loans & advances	(3,83,50,480)
Increase/(Decrease) in Other current assets	(3,77,91,031)
Operating profit after working capital changes	2,14,44,11,052
Direct Taxes Paid	(56,32,43,218)
<b>Net Cash From Operations</b>	<b>158,11,67,834</b>
(Increase)/decrease in Housing/other loans	(12,62,33,83,099)
(Increase)/decrease in Current maturities of Housing/other loans	(88,85,94,994)
<b>Net Cash generated from operating activity</b>	<b>(11,93,08,10,259)</b>
<b>Cash Flow From Investing Activities</b>	
Purchase of Fixed Assets	(714,04,416)
(Increase)/Decrease in Capital Advances	(12,51,642)
Subscription to Investments	0.00
Interest Earned on Deposits	21,76,357
Dividend received on investments	41,32,603
Deposits Maturing after three months	(14,48,325)
<b>Net Cash Used in Investing Activities (B)</b>	<b>(6,58,21,282)</b>
<b>Cash Flow From Financing Activities</b>	
Proceeds from Issue Share Capital(Net off of Issue Expenses)	147,45,000
Increase in Secured and Unsecured Loans(Net)	12,02,40,42,372
Dividends Paid(Including Dividend distribution tax)	(87,25,1,159)
<b>Net Cash Used in Financing Activities (C)</b>	<b>11,95,15,36,213</b>
<b>Net Increase/Decrease in cash and cash equivalent (A+B+C)</b>	<b>(450,95,328)</b>
Cash and Cash Equivalents - Opening Balance (D)	20,52,13,600
Cash and Cash Equivalents - Closing Balance (E)*	16,01,18,272
<b>Net Increase/(Decrease) in Cash and Cash Equivalents (E-D)</b>	<b>(450,95,328)</b>
<b>* Includes balance in unpaid dividend account which are not available for use by the company</b>	<b>25,673</b>



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		FY 14
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>NET PROFIT BEFORE TAX</b>		<b>1,491,303,763</b>
Adjustments For:		
Depreciation	24,089,275	
(Profit)/Loss on Sale of Fixed Assets	(145,167)	
Interest Earned on Deposits	(6,991,930)	
Bad debts written off	2,870,174	
Provision for Non-Performing Assets/Standard Assets	223,331,769	
Provision for Diminution in the value of investments	500,000	
Employee Stock Option expenses	22,353,353	
Dividend received on sale of investments	(4,000,000)	
		262,007,474
<b>Operating Profit Before Working Capital Changes</b>		<b>1,753,311,237</b>
Current Assets/Short term and Long term loans and advances	(27,124,245)	
Current Liabilities and other Employee benefits	(191,243,159)	
		(218,367,404)
<b>Cash Generated From Operations</b>		<b>1,534,943,833</b>
Direct Taxes Paid		(477,490,447)
<b>Net Cash From Operating Activities (A)</b>		<b>1,057,453,386</b>
<b>Cash Flow From Investing Activities</b>		
Purchase of Fixed Assets		(29,392,214)
Sale of Fixed Assets		222,450
Subscription to Investments		(44,000,000)
Interest Earned on Deposits		6,991,930
Deposits Maturing after three months		57,000
<b>Net Cash Used in Investing Activities (B)</b>		<b>(66,120,834)</b>
<b>Cash Flow From Financing Activities</b>		
Increase in Secured and Unsecured Loans(Net)		8,373,295,516
Increase in Housing Loans(Net)		(11,171,088,796)
Dividends Paid(Including Dividend distribution tax)		(79,997,849)
Dividends received		4,000,000
<b>Net Cash Used in Financing Activities (C)</b>		<b>(2,873,791,129)</b>
<b>Net Increase/Decrease in cash and cash equivalent (A+B+C)</b>		<b>(1,882,458,577)</b>
Cash and Cash Equivalents - Opening Balance (D)		2,087,672,177
Cash and Cash Equivalents - Closing Balance (E)*		205,213,600
<b>Net Increase/(Decrease) in Cash and Cash Equivalents (E-D)</b>		<b>(1,882,458,578)</b>



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b. Auditor's Opinion Extracts and Qualifications:

For the year ended 31<sup>st</sup> March 2016

No adverse opinion

For the year ended 31<sup>st</sup> March 2015

No adverse opinion

For the year ended 31<sup>st</sup> March 2014

No adverse opinion

For the year ended 31<sup>st</sup> March 2013

No adverse opinion

For the year ended 31<sup>st</sup> March 2012

No adverse opinion

c. Any change in Accounting Policies during the last three years and their effect on the profits of the Company:

FY 16 : Not Applicable

FY 15 : The company has changed the method of providing depreciation from 1st April 2014 as required by the Companies Act, 2013. Accordingly depreciation is provided in accordance with Schedule II thereof for the current year as against the rates specified in Schedule XIV to the Companies Act, 1956 adopted in the previous year. As a result, depreciation for the current year is lower by Rs. 44.68 lakhs.

Further, in respect of assets whose remaining useful life is "NIL", their carrying amounts as on 1st April 2014, aggregating to Rs.21,25,781/- is adjusted against retained earnings as at 1<sup>st</sup> April 2014.

FY14: Not applicable

FY13: Not applicable

Note: The above disclosures were made in the respective quarterly audited/un-audited financial statements published.

d. Abridged version of latest audited/Limited Review Half Yearly (wherever applicable) Financial information (like Profit and loss Statement and Balance Sheet) and auditor qualifications, if any.

As above



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- e. i. Any Material Event/Development or change having implications on the financials/credit quality (e.g. any material regulatory proceedings against the Issuers/Promoters, tax litigations resulting in material liabilities, corporate restructuring event etc) at the time of issue which may affect the issue or investors decision to invest/continue to invest in the debt securities:

**Not Applicable**

**Additional Information in terms of PAS-4 (Companies Act, 2013)**

- ii. Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of
- i) statutory dues;
  - ii) debentures and interest thereon;
  - iii) deposits and interest thereon;
  - iv) loan from any bank or financial institution and interest thereon.

**Not Applicable**

- iii. Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons

**Not Applicable**

- iv. Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree company during the last three years immediately preceding the year of the circulation of the offer letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed:

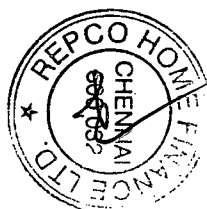
There is no litigation or legal action pending or taken by any Ministry or Department or Statutory Authority in legal department against Repco Bank.

- v. Related party transactions entered during the last three financial years immediately preceding the year of circulation of offer letter including with regard to loans made or, guarantees given or securities provided.

a. Related Parties

1. Key Management Personnel of Repco Home Finance (the issuer)
2. Promoter – Repco Bank
3. Associate companies
4. Companies holding substantial interest

b. Transactions with Related Parties in ordinary course of business: In Rs Crs



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FY 16

Nature of Transaction	Key Management Personnel Managing Director /Executive Director	Promoter Repco Bank Ltd.,	Company holding substantial interest First Carlyle Growth VI	Associate
*Remuneration Paid to Managing Director	1,90,55,265 (1,47,69,535)	---	---	---
**Remuneration Paid to Executive Director – Mr. V. Raghu	1,25,49,048 (97,73,652)	---	---	---
***Remuneration Paid to Executive Director – Mr. P. Natarajan	26,03,383 (98,01,080)	---	---	---
Remuneration Paid to Chief Financial officer@	47,25,220 (33,85,649)	---	---	---
Remuneration paid to Company Secretary and compliance Officer#	34,02,840 (11,51,007)	---	---	---
Equity Share Capital (Paid-up outstanding )	64,281 (7,02,760)	23,23,06,060 (23,23,06,060)	---	---
Dividend Received on Investments	---	---	---	62,00,000 (41,32,603)
Working Capital Loan Outstanding	---	4,96,27,33,066 (4,01,44,98,582)	---	---
Term Loan Outstanding	---	---	---	---
Loans advanced during the year	22,30,000 (24,95,604)	---	---	---
Loan repaid During the Year	65,06,755 (19,43,906)	---	---	---
Loans Outstanding as at 31 <sup>st</sup> March 2016/(31 <sup>st</sup> March 2015)	97,29,655 (1,40,06,410)	---	---	---
Interest received on Loans given	7,33,614 (11,97,039)	---	---	---
Stock options granted and outstanding	17,000 (76,000)	---	---	---
No. Shares allotted on account exercise of ESOP	55,500 (69,000)	---	---	---
Rent Paid (Excluding input Service tax availed by the Company)	---	42,68,023 (30,63,800)	---	---
Rent received	---	9,36,000	---	---
Interest paid on Borrowings	---	43,84,86,739 (39,92,76,522)	---	---



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Equity Dividend Proposed		4,64,61,212 (3,48,45,909)		---
Interest earned on deposits	---	6,56,542 (7,06,015)	---	
Investments outstanding as at the end of the year	---	---	---	12,40,00,000 (12,45,00,000)
Balances in Deposits Account	---	2,64,80,770 (2,06,84,041)	---	---
Salary of deputed staff	---	NIL (19,47,919)	---	---

\*Including perquisite amounting to Rs. 1,71,51,900 /- (Rs. 1,23,89,400) on account of exercising ESOPs.

\*\* Including perquisite amounting to Rs.97,19,410 /- (70,20,660) on account of exercising ESOPs.

\*\*\*Including a perquisite amounting to NIL (70,20,660)

@ Including perquisite amounting to Rs. 31,43,250/- (Rs. 20,08,650) on account of exercising ESOPs.

# Including perquisite amounting to Rs..20,72,980 (NIL) on account of exercising ESOPs

FY 15

(Rs.)

Nature of Transaction	Key Management Personnel Managing Director /Executive Director	Promoter Repco Bank Ltd.,	Company holding substantial interest First Carlyle Growth VI	Associate
*Remuneration Paid to Managing Director	1,47,69,535 (26,71,900)	---	---	---
**Remuneration Paid to Executive Directors	1,92,07,541 (46,28,089)	---	---	---
Remuneration Paid to Chief Financial officer***	32,97,852 (12,25,676)	---	---	---
Remuneration paid to Company Secretary and compliance Officer	10,74,590 (11,50,682)	---	---	---
Equity Share Capital (Paid-up outstanding )	7,02,760 (33,250)	23,23,06,060 (23,23,06,060)	-- (11,02,77,210)	---
Dividend Received on Investments	---	---	---	41,32,603 (40,00,000)
Working Capital Loan Outstanding	---	4,01,44,98,582 (3,97,71,52,683)	---	---
Term Loan Outstanding	---	---	---	---
Loans advanced during the year	24,95,604 (63,20,000)	---	---	---
Loan repaid During the Year	19,43,906 (10,65,226)	---	---	---
Loans Outstanding as at 31 <sup>st</sup> March 2015/(31 <sup>st</sup> March 2014)	1,38,27,272 (1,32,75,574)	---	---	---
Interest received on Loans given	11,97,039 (8,41,330)	---	---	---
Stock options granted and outstanding	No's – 76,000 (72,500)	---	---	---



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No Shares allotted on account exercise of ESOP	69,000	---	---	---
Rent Paid (Excluding input Service tax availed by the Company)	---	30,63,800	---	---
Corporate Fee Paid (Excluding input Service tax availed by the Company)	---	(31,78,800)	---	---
Interest paid on Borrowings	---	39,92,76,522 (28,83,03,820)	---	---
Equity Dividend Proposed	1,05,414 (3,990)	3,48,45,909 (2,78,76,727)	---	---
Interest earned on deposits	---	7,06,015 (47,19,021)	---	---
Investments outstanding as at the end of the year	---	---	---	12,45,00,000 (12,45,00,000)
Balances in Deposits Account	---	2,06,84,041 (2,85,95,876)	---	---
Salary of deputed staff	---	19,47,919 (24,23,967)	---	---

Data provided within brackets represent previous year figure

\*Including perquisite amounting to Rs.1,23,89,400/- on account of exercising ESOPs.

\*\* Including perquisite amounting to Rs.1,40,41,320/- on account of exercising ESOPs.

\*\*\* Including perquisite amounting to Rs. 20,08,650 on account of exercising ESOPs.

FY14

Nature of Transaction	Key Management Personnel Managing Director /Executive Director	Promoter REPCO Bank	Company holding substantial interest First Carlyle Growth VI	Associate
Remuneration Paid to Managing Director	2,671,900* (1,796,235)	---	---	---
Remuneration Paid to Executive Directors	4,628,089 (2,201,301)	---	---	---
Equity Share Capital (Paid-up outstanding )	(26,500) (31,500)	232,306,060 (232,306,060)	110,277,210 (110,277,210)	---
Dividend Received on Investments	---	---	---	4,000,000 (NIL)
Working-Capital Loan Outstanding	---	3,977,152,683 (3,745,486,471)	---	---
Term Loan Outstanding	---	5,068,902 (9,926,297)	---	---
Loans advanced during the year	8,600,000 (5,495,718)	---	---	---
Loans Outstanding	9,507,710 (4,612,410)	---	---	---
Stock options-granted and	No's - 64,000	---	---	---



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outstanding	(NIL)			
Employee compensation cost on account of ESOP grant.	58,54,178 (NIL)	--	--	--
Rent Paid(Excluding input Service tax availed by the Company)	---	3,178,800 (1,557,600)	---	---
Corporate Fee Paid (Excluding input Service tax availed by the Company)	---	256,046 (216,000)	---	---
Interest paid on Borrowings		288,303,820 (324,887,266)	---	---
Equity Dividend Proposed	(3,180) (3,465)	27,876,727 (25,553,667)	13,233,265 (12,130,493)	---
Interest earned on deposits	---	4,719,021 (980,974)	---	
Investments outstanding as at the end of the year	---	---	--	124,500,000 (80,500,000)
Balances in Deposits Account	--	28,595,876 (640,294,576)	--	--
Salary of deputed staff	---	2,423,967 (2,789,927)	--	--

FY13

Nature of Transaction	Key Management Personnel Managing Director/Executive Director	Promoter REPCO Bank	Company holding substantial interest First Carlyle Growth VI	Associate
Remuneration Paid to Managing Director	1,796,235* (686,315)	---	---	
Remuneration Paid to Executive Directors	2,201,301 (2,156,721)	---	---	
Equity Share Capital (Paid-up outstanding )	---	232,306,060 (232,306,060)	11,02,77,210 (230,808,600)	
Cash Credit Outstanding	---	3,745,486,471 (2,405,152,014)	---	
Term Loan Outstanding	---	9,926,297 (22,255,474)	---	
Rent Paid(Excluding Service tax)	---	1,557,600 (1,077,600)	---	
Corporate Fee Paid(Excluding Service tax)	---	216,000 (216,000)	---	
Interest	(125,557)	324,887,266 (255,144,346)	---	
Equity Dividend Proposed	---	25,553,667 (25,553,667)	(12,130,493) (25,388,946)	
Interest earned on	---	980,974	---	



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deposits		(555,459)		
Investments o/s as at the end of the year	---	---	--	80,500,000 (80,500,00)
Balances in Deposits Account		640,294,576 (17,096,807)	--	--
Loans Sanctioned during the year	495,718 (NIL)	--	--	--
Loans Outstanding	459,807 (Nil)	--	--	--

- vi. Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of private placement offer letter, against the Company and its subsidiaries:

**Not Applicable**

- vii. Details of acts of material frauds committed against the Company in the last three years, if any, and if so, the action taken by the Company

**Not Applicable**

- viii. Details of default/s and/or delay(s) in payments of interest and principal of any kind of term loans, debt securities and other financial indebtedness including corporate guarantee issued by the company in the past 5 years

**Not Applicable**

- ix. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects

**Not Applicable**

- x. Capital Adequacy Position of the Company

The Capital Adequacy Ratio (CAR) of the Company as at March 31, 2016 was at **20.74%** of the risk weighted assets (of which Tier I Capital was 20.74% as against minimum requirement of 12% as per the NHB Directions.

(Rs.in crore)

Particulars	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
Tier I Capital	915.95	805.68	719	623
Tier II Capital	-	-	-	-
Total Capital Fund	915.95	805.68	719	623
Risk Weighted Assets & Contingencies	4,409.93	3,977	2,934	2,443
Capital Adequacy Ratio (%)	20.74%	20.26%	24.5%	25.5%



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- xi. Particulars of debt securities issued (i) for consideration other than cash, whether in whole or part, (ii) at premium or discount, or (iii) in pursuance of an option.

**Not Applicable**

- xii. Undertaking to use a common form of transfer

The Debentures will be issued in dematerialized form only and there would be no physical holding. The normal procedure followed for transfer of securities held in dematerialised form shall be followed for transfer of these debentures held in electronic form. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant. The Issuer undertakes that there will be a common transfer form / procedure for transfer of debentures.

- h. Trustees for the Debenture holders

The Issuer has appointed Catalyst Trusteeship Ltd to act as Trustees for the Debenture holders (hereinafter referred to as "Trustees"). A copy of letter from Catalyst Trusteeship Ltd conveying their consent to act as Trustees for the Debenture holders is annexed to this Disclosure Document as Annexure III

- i. The Issuer and the Trustees has entered into a Trustee Agreement, inter alia, specifying the powers, authorities and obligations of the Issuer and the Trustees in respect of the Debentures.
  - ii. All the rights and remedies of the Debenture holder(s) shall vest in and shall be exercised by the said Trustees without having it referred to the Debenture holder(s).
  - iii. No Debenture holder shall be entitled to proceed directly against the Issuer unless the Trustees, having become so bound to proceed, fail to do so.
  - iv. Any payment made by the Issuer to the Trustees on behalf of the Debenture holders shall discharge the Issuer *pro tanto* to the Debenture holder(s).
  - v. The Debenture Trustee shall ensure disclosure of all material events on an ongoing basis.
  - vi. The Trustees will protect the interest of the Debenture holder(s) in the event of 'Default' by the Issuer in regard to timely payment of interest and repayment of principal and they will take necessary action at the cost of the Issuer.
  - vii. The Debenture Trustee shall carry out its duties and shall perform its functions under the SEBI (Issue and Listing of Debt Securities) Regulations, the SEBI (Debenture Trustee) Regulations, the trust deed and this Disclosure Document, with due diligence and loyalty.
  - viii. Resignation/retirement of the Debenture Trustee shall be as per terms of the trust deed entered into between the Issuer and the Debenture Trustee. A notice in writing to the Debenture holders shall be provided for the same
- i. The rating letters are attached to the document in the subsequent annexures (Annexure IV (a) to (c))

- j. Copy of the consent letter from the Debenture Trustee is attached as Annexure II

- k. The issue will be listed on the Wholesale Debt Market Segment of BSE

**Debenture Redemption Reserve (DRR)**

Housing Finance Companies registered with National Housing Bank are not required to create Debenture Redemption Reserve (DRR) as the debentures are being issued on a private placement basis (Notification No: GSR413(E) as published in e-Gazette on June 18, 2014.

**Issue Specific Regulations**



The issue is regulated by the relevant provisions of the Companies Act, 2013 and SEBI Regulations for private placement of Debt and the guidelines issued by NHB.

### **Application Process:**

#### **How to Apply**

This Disclosure Document is neither a prospectus nor a statement in lieu of prospectus and does not constitute an offer to the public generally to subscribe for or otherwise acquire the Debentures issued by the Issuer. The document is for the exclusive use of the institution(s) to whom it is addressed and it should not be circulated or distributed to third parties. The document would be sent specifically addressed to the institution(s) by the Issuer.

Only eligible investors as given hereunder may apply for Debentures by completing the Application Form in the prescribed format in BLOCK LETTERS in English as per the instructions contained therein. Applications should be for a minimum of 10 Debentures and in multiples of 1 Debenture thereafter. The applications not completed in the said manner are liable to be rejected. Application Form duly completed in all respects must be submitted with the Arrangers to the Issue/Issuer. The name of the applicant's bank, type of account and account number with IFSC-code must be filled in the Application Form. This is required for the applicant's own safety and these details will be printed on the refund orders and interest/ redemption warrants.

The applicant or in the case of an application in joint names, each of the applicants should mandatorily mention their Permanent Account Number (PAN) allotted under the Income-tax Act, 1961 for the purpose of generating TDS certificates. If the Investor is exempt from TDS, a valid exemption certificate issued by the Assessing Officer shall be submitted together with the application form for non-deduction of tax at source. Application Forms without this information will be considered incomplete and are liable to be rejected. All applicants are requested to tick the relevant column "Category of Investor" in the Application Form.

Application must be by way of electronic transfer of funds through NECS/RTGS mechanism for credit in the account of REPCO HOME FINANCE LTD., CURRENT A/C NO. 00040330017891 with HDFC Bank having IFSC code number HDFC0000004, Cash, outstation cheques, money orders, postal orders and stock invest shall not be accepted. The Issuer assumes no responsibility for any applications/ cheques/ demand drafts lost in mail.

#### **Applications under Power of Attorney**

A certified true copy of the Memorandum of Association and Articles of Association/ Power of Attorney or the relevant authority as the case may be along with the names and specimen signature(s) of all the authorised signatories and the tax exemption certificate/ document, if any, must be lodged along with the submission of the completed Application Form. Further modifications/ additions in the power of attorney or authority should be notified to the Issuer or to its Registrars or to such other person(s) at such other address(es) as may be specified by the Issuer from time to time through a suitable communication.

**Details of debt securities proposed to be issued and sought to be listed including face value, nature of debt securities, and mode of issue i.e. public issue or private placement**

In terms of this Disclosure Document, the Company intends to raise an amount aggregating to Rs.100 Crore through the issue of Secured Redeemable Non-Convertible Subordinated Tier II bonds in the nature of Debentures (RHFL UNCD 2016



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SERIES-3) of face value Rs.10,00,000 (Rupees Ten Lakh) each through private placement for cash, at par (Debentures) and proposes to list such Debentures on the Wholesale Debt Market (WDM) segment of the BSE. Further details about the securities sought to be listed are enclosed as per the term sheet enclosed, are mentioned below.

Security Name	Private Placement of 1,000 Secured, Redeemable and Non-Convertible Debentures (SRNCD) – Series 3 2016 of Rs. 10,00,000/- Each For Cash At Par Aggregating Rs. 100 Crore
Issuer	Repco Home Finance Ltd.
Type of Instrument	Secured, Redeemable and Non-Convertible Debentures (SRNCD) – Series 3 2016, to be issued on private placement basis
Nature of Instrument	Secured
Seniority	Senior
Mode of Issuance	Private Placement(s)
Eligible Investors	1. Commercial Banks, Mutual Funds, Insurance Companies, Financial Institutions 2. Companies and Bodies Corporate including Public Sector Undertakings 3. Provident Funds, Gratuity Funds, Pension Fund 4. Any other investors authorized to invest in these Debentures
Listing	The Issue will be listed on the Wholesale Debt Market Segment of BSE
Rating of the Instrument	"CARE AA" by CARE
Issue size	Rs 100 Crore
Right to retain Over subscription	Nil
Object of the Issue & Utilization of Proceeds	The object of the issue is to augment the long term resources of the Company. The proceeds of the present issue would be utilised for meeting the finance requirements of the Company.
Coupon Rate	8.50%
Tenure	3 Years



*Beals*

Coupon Payment Frequency	Annual (Oct 05, 2017, Oct 05, 2018 and Oct 04, 2019)
Coupon Reset Process(including rates, spread, effective date, interest cap and floor-etc.	NA
Day Count Basis	Actual/ Actual Interest shall be computed on an "actual/actual basis". Where the interest period (start date to end date) includes February 29, interest shall be computed on 366 days-a-year basis
Interest on Application Money	Not applicable as the pay-in and deemed date of allotment coincide
Default Interest Rate	Default Interest payable in case of Delay in Security Creation, Default in Payment, Delay in Listing
Redemption Date	October-04, 2019
Redemption Amount	Rs. 10,00,000 per debenture
Redemption Premium	Not applicable
Issue Price	At par (Rs.10,00,000 per Debenture)
Discount at which security is issued and effective yield as a result of such discount	NA
Put option Date	NA
Put option Price	NA
Call option Date	NA
Call option Price	NA
Put Notification Time	NA



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Call Notification Time	NA
Face Value	Rs 10,00,000/- (Rupees Ten Lakh Only) per Debenture.
Minimum Application and in Multiples of Debt Securities thereafter	50 Debentures and in multiples of 10 Debenture thereafter
Issue Timing	
i. Issue Opening Date	October 05, 2016
ii. Issue Closing Date	October 05, 2016
iii. Pay in Date	October 05, 2016
iv. Deemed Date of Allotment	October 05, 2016
Issuance Mode of Instrument	In demat mode only
Trading Mode of Instrument	In demat mode only
Settlement Mode of Instrument	Direct credit through NECS/ RTGS/ NEFT mechanism or any other approved mode to bank details as per NSDL/CDSL records
Depository	NSDL and CDSL
Business Day Convention	If the coupon payment date of the debt securities, falls on a bank holiday the coupon payment shall be made on the next working day. If the maturity date of the debt securities falls on a bank holiday the redemption proceeds shall be paid on the previous working day.
Record Date	15 Days prior to each coupon payment/Redemption Date.
Security	Secured by first and exclusive floating charge on Specified assets by way of hypothecation of book debt and receivables and also by way of pari passu charge on an immovable property
Asset Cover	1.05
Transaction Documents	The Issuer has executed/ shall execute the documents including but not limited to the following in connection with the Issue: 1. Letter appointing Trustees to the Debenture holders; 2. Debenture Trusteeship Agreement;



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	<ol style="list-style-type: none"> <li>3. Rating Letters from CARE</li> <li>4. Tripartite Agreement between the Issuer; Registrars and NSDL for issue of Debentures in dematerialized form, as applicable;</li> <li>5. Tripartite Agreement between the Issuer, Registrars and CDSL for issue of Debentures in dematerialized form, as applicable;</li> </ol>
Conditions precedent to Disbursement	<p>The subscription from investors shall be accepted for allocation and allotment by the Issuer subject to the following:</p> <ol style="list-style-type: none"> <li>1. Rating letter(s) from CARE</li> <li>2. Letter from the Trustees conveying their consent to act as Trustees for the Debenture holder(s);</li> <li>3. Letter from BSE conveying its in-principle approval for listing of Debentures.</li> <li>4. Disclosure Document</li> </ol> <p>The Issuer shall ensure that all necessary approvals (internal &amp; external) have been obtained for the purpose of captioned Debenture Issue. The Issuer shall ensure that all the documentation customary for facility of this nature, including but not limited to the above, are executed in form and manner mutually acceptable to the Arrangers and the Issuer, and are made available to the arrangers at least one day prior to the issue opening date.</p>
Conditions subsequent to subscription to Debentures	<p>The Issuer shall ensure that the following documents are executed/ activities are completed as per time frame mentioned elsewhere in this Disclosure Document:</p> <ol style="list-style-type: none"> <li>1. Credit of demat account(s) of the allottee(s) by number of Debentures allotted within 2 working days from the Deemed Date of Allotment;</li> <li>2. Making application to BSE within 15 days from the Deemed Date of Allotment to list the Debentures and seek listing permission within 20 days from the Deemed Date of allotment;</li> <li>3. Execution of Debenture Trust Deed for creation of security within time frame prescribed in the relevant regulations/ act/ rules etc.</li> </ol> <p>Besides, the Issuer shall perform all activities, whether mandatory or otherwise, as mentioned elsewhere in this Disclosure Document.</p>
Provision related to Cross Default Clause	NA
Role and Responsibilities of Debenture Trustee	To oversee and monitor the overall transaction for and on behalf of the Debenture Holders
Governing Law and Jurisdiction	The Debentures are governed by and shall be construed in accordance with the Indian laws. Any dispute arising thereof will be subject to the jurisdiction at the city of Chennai.



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Security Creation	Security Creation (where applicable): In case of delay in execution of Trust Deed and Charge documents, the Company will refund the subscription with agreed rate of interest or will pay penal interest of 2.00% p.a. over the coupon rate till these conditions are complied with at the option of the investor.
Default in Payment	In the event of delay in the payment of interest amount and/ or redemption of principal amount on the due date(s), the Issuer shall pay additional interest of 2.00% per annum in addition to the Coupon Rate/XIRR payable on the Debentures, on such amounts due, for the defaulting period i.e. the period commencing from and including the date on which such amount becomes due and upto but excluding the date on which such amount is actually paid.
Delay in Listing	The Issuer shall complete all the formalities and seek listing permission within 20 days from the Deemed Date of Allotment. In the event of delay beyond 20 days from the Deemed Date of Allotment, the Issuer shall pay penal interest of 1.00% per annum over the Coupon Rate from the expiry of 30 days from the Deemed Date of Allotment till the listing of Debentures to the Debentures holder(s).
Name of the Trustees	Catalyst Trusteeship Limited

#### **Listing**

The Debentures of the Issuer will be listed on the Wholesale Debt Market (WDM) segment of the BSE. The Issuer shall comply with the requirements of the listing agreement to the extent applicable to it on a continuous basis, up to the date of redemption.

#### **Documents to be provided by investors**

Investors need to submit the following documentation, along with the application form, as applicable

- Memorandum and Articles of Association / Documents Governing Constitution
- Resolution authorising investment
- Certified True Copy of the Power of Attorney
- Certificate, if any, from Income Tax Assessing officer, for exemption from Tax Deduction at Source from interest on the application money, Interest on debentures/ for deduction of tax at a lower rate, if any.
- Specimen signatures of the authorized signatories duly certified by an appropriate authority.
- Self-attested PAN.
- Bank account number with IFSC code

#### **Mode of Payment**

All funds would be transferred through NECS/RTGS or any other approved mode of payment.

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### **Authority for the Placement**

The present issue of Debentures is being made pursuant to the special resolution of the shareholders passed at the 16<sup>th</sup> Annual General Meeting of the Company held on September 22, 2016 authorising the Board of Directors to take all decision(s) about the issue(s) and as per the resolution of the Board of Directors of the Issuer, passed at its meeting held on August 06, 2016.

The current issue of Debentures is within the overall borrowings limits set out in special resolution passed by the Shareholders under section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 increasing the borrowing powers up to Rs. 15,000-Crore over and above the aggregate of paid up capital and free reserves , at any one time, at the 14<sup>th</sup> Annual General Meeting (AGM) of the Company held on September 11, 2014

### **Market Lot**

The market lot will be 1 Debenture ("Market Lot"). Since the Debentures are being issued only in dematerialised form, the odd lots will not arise either at the time of issuance or at the time of transfer of debentures.

### **Terms of Payment**

The full Face Value of the Debentures applied for is to be paid along with the Application Form. Investor(s) need to send Application Form and the full Face Value of the Debentures applied for, by way of NECS/RTGS or any other approved mode.

Face Value Per Debenture	Minimum Application	Minimum amount payable on Application
Rs.10,00,000/-	50 Debentures of Rs.10,00,000/- each and in multiples of 10 debentures thereafter	Rs. 5,00,00,000

### **Payment of Interest**

The interest, in case of coupon bearing bonds, will be payable on an annual basis, to the Debenture holder(s) whose names appear in the List of Beneficial Owners given by the Depository to the Issuer as on the Record Date. Payment of interest will be made through NECS/RTGS or any other approved mode of payment. The last interest payment will coincide with the Redemption Date.

### **Redemption**

The face value of the Debentures will be redeemed at par on the Redemption Date. In case the Redemption Date falls on a day which not a Business Day, then the payment is due shall be made at par on the preceding Business Day.

### **List of Beneficial Owners**

The Issuer shall request the Depository to provide a list of Beneficial Owners as at the end of the Record Date which shall be considered for payment of interest or repayment of principal amount, as the case may be.



### Notices

All notices to the Debenture holder(s) required to be given by the Issuer or the Trustees shall be given individually and/or as per the SEBI guidelines.

All notice(s) to be given by the Debenture holder(s) shall be sent by registered post or by hand delivery to the Issuer or to such persons at such address as may be notified by the Issuer from time to time through suitable communication.

### Joint-Holders

Where two or more persons (not exceeding 3 persons) are holders of any Debenture(s), they shall be deemed to hold the same as First holder with benefits of survivorship subject to other provisions contained in the Articles.

### Sharing of Information

The Issuer may, at its option, use on its own, as well as exchange, share or part with any financial or other information about the Debenture holders available with the Issuer, with other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither the Issuer or its subsidiaries and affiliates nor their agents shall be liable for use of the aforesaid information.

### Depository Arrangements

The Issuer has appointed Karvy Computershare as Registrars & Transfer Agent for the present Debenture issue. The Issuer will make necessary depository arrangements with NSDL & CDSL for issue and holding of Debentures in dematerialized form. In this context the Issuer has signed a tripartite agreement as under, as applicable:

- i. Tripartite Agreement between issuer, Karvy Computershare. and NSDL for offering depository option to the investors.
- ii. Tripartite Agreement between issuer, Karvy Computershare. and CDSL for offering depository option to the investors.

Investors can hold the debentures only in dematerialised form and deal with the same as per the provisions of Depositories Act, 1996 as amended from time to time.

### Right to Accept or Reject Applications

The Board of Directors/Committee of Directors/ Committee authorised by the Board of Directors of the Issuer reserves its full, unqualified and absolute right to accept or reject any application, in part or in full, without assigning any reason thereof. The rejected applicants will be intimated along with the refund warrant to be sent, if applicable. Interest on Application Money will be paid from the Pay-in Date till one day prior to the Refund Date at the same rate as the annualised yield on the debentures. The Application Forms that are not complete in all respects are liable to be rejected and any interest on the application money would not be paid. Application would be liable to be rejected on one or more technical grounds, including but not restricted to:

- a. If submitted by the subscribers to whom it is not addressed;
- b. Number of Debentures applied for is less than the Minimum Subscription;
- c. Bank account with IFSC code details not given;
- d. Details for issue of Debentures in electronic/dematerialised form not given;



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- e. PAN/GIR and IT Circle/Ward/District not given;
- f. In case of applications under Power of Attorney/certified copies of resolutions by limited companies, corporate bodies, etc. relevant documents not submitted;

In the event, if any Debenture(s) applied for is/ are not allotted in full, the excess application monies of such Debentures will be refunded, as may be permitted.

#### **Right to Re-Issue**

In the event of the Debentures being so purchased and/ or redeemed before maturity in any circumstances whatsoever, the Issuer shall have the right to re-issue the Debentures as per provisions of Companies Act, or any other relevant statute(s), as applicable to the company.

#### **Debenture holder not a Shareholder**

The Debenture holders will not be entitled to any of the rights and privileges available to the Shareholders.

#### **Rights of Debenture holders**

- The Debentures shall not, except as provided in the Companies Act, confer upon the holders thereof any rights or privileges available to the members of the Company including the right to receive Notices or Annual Reports of, or to attend and/or vote, at the General Meeting of the Company. However, if any resolution affecting the rights attached to the Debentures is to be placed before the shareholders, the said resolution will first be placed before the concerned registered Debenture holders for their consideration. In terms of Section 136 Companies Act, 2013, holders of Debentures shall be entitled to a copy of the Balance Sheet on a specific request made to the Company.
- The rights, privileges and conditions attached to the Debentures may be varied, modified and/or abrogated with the consent in writing of the holders of at least three-fourths of the outstanding amount of the Debentures or with the sanction of Special Resolution passed at a meeting of the concerned Debenture holders, provided that nothing in such consent or resolution shall be operative against the Company, where such consent or resolution modifies or varies the terms and conditions governing the Debentures, if the same are not acceptable to the Company.
- The registered Debenture holder or in case of joint-holders, the one whose name stands first in the Register of Debenture holders shall be entitled to vote in respect of such Debentures, either in person or by proxy, at any meeting of the concerned Debenture holders and every such holder shall be entitled to one vote on a show of hands and on a poll, his/her voting rights shall be in proportion to the outstanding nominal value of Debentures held by him/her on every resolution placed before such meeting of the Debenture holders.
- The Debentures are subject to the provisions of the Companies Act, 2013, the Memorandum and Articles of the Company, the terms of this Disclosure Document and the Application Form. Over and above such terms and conditions, the Debentures shall also be subject to other terms and conditions as may be incorporated in the Trustee Agreement/ Letters of Allotment/ Debenture Certificates, guidelines, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by the Government of India and/or other authorities and other documents that may be executed in respect of the Debentures.
- Save as otherwise provided in this Disclosure Document, the provisions contained in the Companies (Share Capital and Debentures) Rules, 2014 as prevailing and to the extent applicable, will apply to any meeting of the Debenture holders, in relation to matters not otherwise provided for in terms of the Issue of the Debentures.



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- A register of Debenture holders will be maintained in accordance with Section 88 Companies Act, 2013 and all interest and principal sums becoming due and payable in respect of the Debentures will be paid to the registered holders thereof for the time being or in the case of joint-holders, to the person whose name stands first in the Register of Debenture holders.
- The Debenture holders will be entitled to their Debentures free from equities and/or cross-claims by the Company against the original or any intermediate holders thereof.

**Trustee for the Issue**

Catalyst Trusteeship Ltd.

**Effect of Holidays**

If the coupon payment dates of the debentures falls on a Sunday or a holiday, the coupon payment shall be made on the next working day. If the maturity date of the debentures, falls on a Sunday or a holiday, the redemption proceeds shall be paid on the previous working day.

**Interest on Debentures**

Interest shall accrue, at the Coupon Rate on the outstanding value of the Debentures from the Deemed Date of Allotment and the payment shall be made on Interest Payment Dates every year till maturity, subject to deduction of Tax at Source as applicable at prevailing rates.

Interest on Debentures shall accrue to the Debenture holders/Beneficiaries as per the List of Beneficial Owners provided by the Depositories as on the Record Date. If any of the interest payment date(s) fall on a day which is not a Business Day, then payment of interest will be made on the preceding Business Day.

**Computation of Interest**

All interest accruing on the Face Value of the Debentures shall accrue from day to day and be calculated on the basis of the actual number of days elapsed and a year of 365 days (or 366 days in case of a leap year), at the applicable Coupon Rate and rounded off to the nearest Rupee.

Coupon	8.50%			
Tenor	3 years			
Date	Principal (Rs)	Interest (Rs)	Cash Flow (Rs)	Day
05-Oct-16	-10,00,000		-10,00,000	0
05-Oct-17		85,000	85,000	365
05-Oct-18		85,000	85,000	730
04-Oct-19	10,00,000	84,767	10,84,767	1094



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### **In case of default**

In case of default in payment of interest and/or principal on the respective Interest Payment Date or Redemption Date, additional interest will be payable by the company on the defaulted amount for the defaulting period @ 2% p.a. over the Coupon Rate corresponding to the defaulted Interest Payment Date.

### **Tax Deduction at Source**

Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source. For seeking TDS exemption / lower rate of TDS, relevant certificate / document must be lodged by the Instrument Holders at the registered office of the Issuer at least 30 days before the interest payment becoming due and if required, be submitted afresh annually and/or as and when called upon for the same by the Issuer. Together with PAN, Tax exemption certificate / declaration of non-deduction of tax at source on interest on application money, should be submitted along with the application form. Failure to comply with the above shall entitle the Issuer to deduct tax at source as applicable.

### **Deemed Date of Allotment**

The Deemed Date of Allotment will be **October 05, 2016**

### **Debenture Certificates in dematerialised mode**

The Debentures will be credited in dematerialised form within two business days from the Deemed Date of Allotment.

The Debentures since issued in electronic (dematerialised) form, will be governed as per the provisions of The Depository Act, 1996, Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, rules notified by the DP from time to time and other applicable laws and rules notified in respect thereof.

### **PAN Number**

Every applicant should mention his Permanent Account Number (PAN) allotted under Income Tax Act, 1961

### **Record Date Falling on Sunday / Holiday**

Record Date for the Issue will be 15 calendar days prior to the next Interest Payment Date / Redemption Date. In case Record Date falls on Sunday or a public holiday, the preceding Business Day to the said Sunday or a public holiday, shall be the Record Date.

### **Payment on Redemption**

The payment of the redemption amount of the Debentures will be made by the Issuer to the beneficiaries as per the List of beneficial Owners provided by the depositories as on the Record Date. The Debentures held in the dematerialized form shall be taken as discharged on payment of the redemption amount by the Issuer on Redemption Date to the Beneficial Owners as on the Record Date. Such payment will be a legal discharge of the liability of the Issuer towards the Debenture holders. On such payment being made, the Issuer will inform the Depository Participant and accordingly, the account of the Debenture holders with the DP will be adjusted.





The Issuer's liability to the Debenture holders towards all their rights including for payment or otherwise shall cease and stand extinguished from the due dates of redemption in all events. Further, the Issuer will not be liable to pay any interest or compensation from the dates of such redemption. On the Issuer dispatching the amount as specified above in respect of the Debentures, the liability of the Issuer shall stand extinguished.

#### **Future Borrowings**

The Company shall be entitled, from time to time, to make further issue of Debentures and or such other instruments to the public, members of the Company and/or avail of further financial and/or guarantee facilities from financial institutions, banks and/or any other person(s) on the security or otherwise of its properties without the consent of the Debenture holders.

#### **Governing Law**

The Debentures are governed by and shall be construed in accordance with the Indian laws. Any dispute arising thereof will be subject to the jurisdiction at the city of Chennai, Tamil Nadu.

#### **Consents**

Consents in writing of the Registrar to the Issue and Trustees for the Debenture holders to act in their respective capacities, have been obtained and such consents have not been withdrawn up to the time of filing this Disclosure Document with the BSE.

#### **II. The discount at which such offer is made and the effective price for the investor as a result of such discount.**

The securities will be issued at Par and no discount is offered on the securities.

#### **III. Servicing behaviour and payment of due interest on due dates on term loans**

The Issuer hereby confirms that:

- a) The Issuer has been servicing all its principal and interest liabilities on time and there has been no instance of delay or default since inception.
- b) The Issuer has neither defaulted in repayment/ redemption of any of its borrowings nor affected any kind of roll over against any of its borrowings in the past.



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IV. The Issuer has appointed Catalyst Trusteeship Ltd as the Trustee for the Issue. All the rights and remedies of the Debenture holders shall vest in and shall be exercised by the Debenture Trustees without referring to the Debenture holders. All investors are deemed to have irrevocably given their authority and consent to the trustee to act as their Debenture Trustee and for doing such acts and signing such documents to carry out their duty in such capacity. Any payment by the Issuer to the Debenture Trustees on behalf of the Debenture holders shall discharge the Issuer *pro tanto* to the Debenture holders. The Debenture Trustees shall carry out its duties and shall perform its functions under the SEBI Regulations and this Disclosure Documents, with due diligence and loyalty. Resignation/retirement of the Debenture Trustees shall be as per terms of the trust deed being entered into between the Issuer and the Debenture Trustee. A notice in writing to the Debenture holders shall be provided for the same. The Debenture Trustee shall ensure disclosure of all material events on an ongoing basis. The Debenture Trustees shall duly intimate the Debenture holders and the general public by issuing a press release on occurrence of any of the following events:

- (a) Default by the Issuer to pay interest on the Debentures or redemption amount and
- (b) Revision of credit rating assigned to the Debentures.

Such information shall also be placed on the websites of the Debentures Trustee, the Issuer and the Stock Exchange.

**V. The rating rationale (s) adopted by the rating agencies shall be disclosed**

The debentures issue has been rated 'CARE AA' by Credit Analysis & Research Ltd.,

The rating letters are attached in the annexure to this document.

**VI. Names of all the recognized stock exchanges where securities are proposed to be listed clearly indicating the designated stock exchange and also whether in principle approval from the recognized stock exchange has been obtained.**

The Debentures will be listed on the WDM segment of the BSE, Mumbai. The company has already applied for in-principal approval.

**VII. Material contracts/agreements involving financial obligations and other documents**

Copies of Material Contracts as disclosed below may be inspected at the Registered/Corporate Office of the Company between 10.00 am to 5.00 pm on any working day until the Issue Closing Date.

1. Memorandum and Articles of Association of Repco Home Finance Ltd.;
2. Annual Report for the FY16 of Repco Home Finance;

Special resolution passed by the Shareholders under section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 increasing the borrowing powers up to Rs.15,000 Crore over and above the aggregate of paid up capital and free reserves, at any one time, at the 14<sup>th</sup> Annual General Meeting (AGM) of the Company held on September 11, 2014;

3. Resolutions of the Shareholders of Repco Home Finance Ltd. passed at its meeting held on September 22, 2016, for the issue of upto Rs. 2000 Crore NCDs and to take all necessary actions including the listing of Debentures in Stock Exchanges.



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4. Resolutions of the Board of Directors of Repco Home Finance Ltd passed at its Board Meeting held on August 06, 2016 in Stock Exchange(s).
5. Letter from Credit Analysis & Research Ltd. dated July 20, 2016 assigning 'CARE AA' rating for an amount up to Rs. 2000 Crore to be raised through secured Debentures. (Re-emphasized on 13.09.2016)
6. Consent letter dated September 29, 2016 by Catalyst Trusteeship

#### DECLARATION


##### DECLARATION BY THE DIRECTORS THAT-

- a. the company has complied with the provisions of the Act and the rules made thereunder;
- b. the compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government;
- c. the monies received under the offer shall be used only for the purposes and objects indicated in the Offer letter;

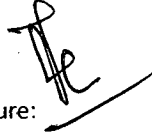
We are authorized by the Board of Directors of the Company dated August 06, 2016 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

For Repco Home Finance Ltd.

Signature :   
Name : V Raghu  
Designation : Executive Director

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Signature:   
Name: T Karunakaran  
Designation: Chief Financial Officer



AUTHORISED SIGNATORIES

Place : Chennai  
Date : October 03, 2016

#### Annexure I

List of branches/offices in India as on 30.06.2016

#### Annexure II

Abridged version of FY16 Financial information and auditor qualifications, if any.

**Annexure III**

**Consent Letter from Debenture Trustees – M/s Catalyst Trusteeship Ltd.**

**Annexure IV**

**Rating Letter from Credit Analysis & Research Ltd.**

## LIST OF BRANCHES & SAT CENTRES

Sl. No.	Branch
	<b><i>Tamil Nadu</i></b>
1	Adayar
2	Anna Nagar
3	Ashok Nagar
4	Coimbatore
5	Coonoor
6	Dindigul
7	Erode
8	Hosur
9	Kancheepuram
10	Karur
11	Kumbakonam
12	Madurai
13	Mayiladuthurai
14	Mettupalayam
15	Nagercoil
16	Namakkal
17	Pattukottai
18	Perambalur
19	Pollachi
20	Pudukottai
21	Purasaiwakkam
22	Sai Baba Colony
23	Salem
24	Tambaram
25	Thanjavur
26	Theni
27	Thiruvannamalai
28	Tirunelveli
29	Tiruppur
30	Trichy
31	Tuticorin
32	Vellore
33	Vyasarpadi
34	Tenkasi
35	Tiruchengode
36	Gobichettipalayam
37	Sivagangai
38	Virudhunagar
39	Thiruvallur
40	Villupuram
41	Madurai North Veli

42	Thiruverumbur
43	Chidambaram
44	Saravanampatti
45	Avinashi
46	Perundurai
47	Marthandam
48	Kelambakkam
49	Nagapattinam
50	Ariyalur
51	Udumalaipettai
52	Sulur
53	Cuddalore
54	Ramanathapuram
55	Paramathevalur
56	Chengalpet
57	Palani
58	Ranipet
	<b><i>Andhra Pradesh</i></b>
59	Anantapur
60	Guntur
61	Kadapa
62	Kakinada
63	Kurnool
64	Nellore
65	Ongole
66	Rajhamundry
67	Thirupathi
68	Vijayawada
69	Vizag
70	Vizianagaram
	<b><i>Telungana</i></b>
71	Habsiguda
72	Hyderabad
73	Khammam
74	Warangal
75	Pathancheru
	<b><i>Gujarat</i></b>
76	Ahmedabad
77	Vadodara
78	Surat
79	Jamnagar
80	Rajkot
81	Bhavnagar
	<b><i>Karnataka</i></b>
82	Bangalore
83	Basaveshwaranagar
84	Banashankari

85	Belgaum
86	Bellary
87	Davangere
88	Gulbarga
89	Hassan
90	Hubli
91	Mangalore
92	Mysore
93	Shimoga
94	Yelahanka
95	Tumkur
96	Peenya
	<b>Kerala</b>
97	Ernakulam
98	Kollam
99	Kottayam
100	Palakkad
101	Punalur
102	Trivandrum
	<b>Maharashtra</b>
103	Dombivili
104	Nagpur
105	Nasik
106	Pimpri
107	Pune
108	Sangli
109	Aurangabad
110	Amravati
111	AhmedNagar
112	Nanded
113	Chakan-Talkhed
114	Wagholi
	<b>Orissa</b>
115	Bhubaneswar
116	Cuttack
	<b>Pondicherry</b>
117	Pondicherry
	<b>West Bengal</b>
118	Kolkata
119	Durgapur
	<b>Madhya Pradesh</b>
120	Indore
	<b>Jharkhand</b>
121	Ranchi

## **LIST of SAT CENTRES**

<b>S.No</b>	<b>Place</b>
<b>Tamil Nadu</b>	
1	Karaikudi
2	Dharmapuri
3	Rajapalayam
4	Thirukoilur
5	Mannargudi
6	Sathyamangalam
7	Sriperumbadur
8	Kovilpatti
9	Aranthangi
10	Thiruvarur
11	Cumbum
12	Porur
13	Dharapuram
14	Vellakoil
15	Musiri
16	Rasipuram
<b>Andhra Pradesh</b>	
17	Tenali
18	Eluru
19	Nandyal
<b>Karnataka</b>	
20	Chitradurga
21	Hospet
22	Mulki
23	Nanjangud
<b>Kerala</b>	
24	Allepey
25	Thrissur
26	Attingal
<b>Maharastra</b>	
27	Panvel
<b>Gujarat</b>	
28	Anand
29	Morbi
30	Jamkhambhalia



REPCO HOME FINANCE LIMITED  
CIN- L65922TN2000PLC044655



Registered Office: Repco Tower, No. 33, North Usman Road, T. Nagar, Chennai 600 017

Corporate office: Third Floor, Alexander Square, Old No.34 & 35, New No.2,  
Sardar Patel road, Guindy, Chennai – 600032

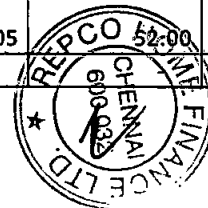
Ph: (044) - 42106650 Fax: (044) – 42106651; E-mail: cs@repcohome.com

Website: www.repcohome.com

PART I - STATEMENT OF STANDALONE AUDITED FINANCIAL RESULTS FOR THE QUARTER/YEAR ENDED MARCH 31, 2016

(Rs in Crore)

Particulars	Standalone					Consolidated	
	Quarter Ended			Year Ended		Year Ended	
	31.03.2016	31.12.2015	31.03.2015	31.03.2016	31.03.2015	31.03.2016	31.03.2015
	Audited	Reviewed	Audited	Audited	Audited	Audited	Audited
1 Income from Operations							
a) Revenue from Operations	231.18	219.09	182.97	852.13	669.10	852.13	669.10
b) Other Operating Income	8.84	6.18	8.28	28.55	22.81	28.55	22.81
Total Income from Operations (net)	240.02	225.27	191.25	880.68	691.91	880.68	691.91
2 Expenditure							
a) Finance Cost	145.99	141.03	116.68	548.27	431.48	548.27	431.48
b) Employees Benefit Expenses	8.79	10.19	9.91	40.93	34.61	40.93	34.61
c) Depreciation and Amortisation	1.23	0.90	0.97	4.15	2.95	4.15	2.95
d) Other Expenditure	5.30	4.95	5.61	19.22	17.18	19.22	17.18
e) Provisions / Bad Debts Written off	13.98	9.23	6.22	39.20	20.34	39.20	20.34
Total Expenditure	175.29	166.30	139.39	651.77	506.56	651.77	506.56
3 Profit from Operations before Other Income & Exceptional Items (1-2)	64.73	58.97	51.86	228.91	185.35	228.91	185.35
4 Other Income	0.27	0.08	0.14	1.17	0.82	1.17	0.82
5 Profit from ordinary activities before exceptional Items (3+4)	65.00	59.05	52.00	230.08	186.17	230.08	186.17
6 Exceptional Items	-	-	-	-	-	-	-



7	Profit from ordinary activities before tax (5+6)	65.00	59.05	52.00	230.08	186.17	230.08	186.17
8	Tax expenses	22.78	20.47	17.19	80.00	63.09	80.00	63.09
9	Net Profit from ordinary activities after Tax (7-8)	42.22	38.58	34.81	150.08	123.08	150.08	123.08
10	Extraordinary Items	-	-	-	-	-	-	-
11	Net Profit for the Period (9+10)	42.22	38.58	34.81	150.08	123.08	150.08	123.08
12	Share of Profit / (Loss) of Associate Company	-	-	-	-	-	3.98	2.26
13	Net Profit after taxes and share of Profit / (Loss) of Associate Company (11+12)	42.22	38.58	34.81	150.08	123.08	154.06	125.34
13	Paid-up Equity Share Capital (Face Value Rs.10/-)	62.54	62.52	62.36	62.54	62.36	62.54	62.36
14	Reserves as at March 31	-	-	-	892.29	749.75	900.71	754.94
15	Earning per share (EPS) on (Face Value of Rs.10/-)							
	a) Basic	6.75	6.18	5.58	24.04	19.78		
	b) Diluted	6.74	6.17	5.56	24.03	19.71		
15	Debenture Redemption Reserve				-	-	-	-
16	Debt Equity Ratio (Loan Funds / Share Holders Funds)				6.85	6.29	6.85	6.29
17	Debt Service Coverage Ratio				0.46	0.33	0.46	0.33
18	Interest Service Coverage Ratio				1.50	1.49	1.50	1.49
19	Paid-up Debt Capital				100.00	100.00	100.00	100.00

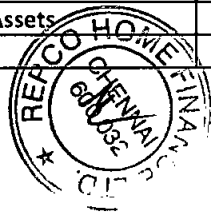
• **Notes :**

**1) Audited Statement of Assets and Liabilities as at 31st March 2016**

Particulars	Standalone		Consolidated	
	As at 31-03-16 (Audited)	As at 31-03-15 (Audited)	As at 31-03-16 (Audited)	As at 31-03-15 (Audited)
<b>A EQUITY AND LIABILITIES</b>				
<b>1 Shareholder's Funds</b>				
(a) Share Capital	62.54	62.36	62.54	62.36
(b) Reserves and Surplus	892.29	749.75	900.71	754.94



	<b>Sub-Total Share Holders' Funds</b>	<b>954.83</b>	<b>812.11</b>	<b>963.25</b>	<b>817.30</b>
<b>2</b>	<b>Non-Current Liabilities</b>				
	(a) Long Term Borrowings	5,025.18	3,879.74	5,025.18	3,879.74
	(b) Deferred Tax Liabilities (Net)	40.02	34.24	40.02	34.24
	(c) Long Term Provisions	102.37	76.24	102.37	76.24
	<b>Sub-Total Non Current Liabilities</b>	<b>5,167.57</b>	<b>3,990.22</b>	<b>5,167.57</b>	<b>3,990.22</b>
<b>3</b>	<b>Current Liabilities</b>				
	(a) Short Term Borrowings	497.04	484.84	497.04	484.84
	(b) Other Current Liabilities	1,124.42	774.96	1,124.42	774.96
	(c) Short Term Provisions	19.36	13.55	19.36	13.55
	<b>Sub-Total Current Liabilities</b>	<b>1,640.82</b>	<b>1,273.35</b>	<b>1,640.82</b>	<b>1,273.35</b>
	<b>TOTAL - EQUITY AND LIABILITIES</b>	<b>7,763.22</b>	<b>6,075.68</b>	<b>7,771.64</b>	<b>6,080.87</b>
<b>B</b>	<b>ASSETS</b>				
<b>1</b>	<b>Non-Current Assets</b>				
	(a) Fixed Assets				
	(i) Tangible Assets	7.17	7.04	7.17	7.04
	(ii) Intangible Assets	2.09	1.89	2.09	1.89
	(b) Non-Current Investments	12.40	12.40	20.82	17.59
	(c) Long Term Loans and Advances	7,203.01	5,627.47	7,203.01	5,627.47
	<b>Sub-Total Non-Current Assets</b>	<b>7,224.67</b>	<b>5,648.80</b>	<b>7,233.09</b>	<b>5,653.99</b>
<b>2</b>	<b>Current Assets</b>				
	(a) Cash and Bank Balances	20.03	17.53	20.03	17.53
	(b) Short Term Loans and Advances	501.93	395.44	501.93	395.44
	(c) Other Current Assets	16.59	13.91	16.59	13.91
	<b>Sub-Total Current Assets</b>	<b>538.55</b>	<b>426.88</b>	<b>538.55</b>	<b>426.88</b>
	<b>TOTAL - ASSETS</b>	<b>7,763.22</b>	<b>6,075.68</b>	<b>7,771.64</b>	<b>6,080.87</b>



2) The Company's main business is to provide loans for purchase or construction of residential house. All other activities of the company revolve around the main business. As such, there are no separate reportable segments as per the Accounting Standards on Segment Reporting (AS 17) as specified under Section 133 of the

3) Loans sanctioned during the period ended March 31, 2016 amounted to Rs.3,082.76 crore as against Rs.2,398.88 crore in the corresponding period of the previous year, a growth of 28.51 %. Disbursements during the period ended March 31, 2016 amounted to Rs.2,851.20 crore as compared to Rs.2,181.15 crore during the corresponding period of the previous year representing a growth of 30.72 %. Loans outstanding have increased from Rs.6,012.92 crore as at March 31, 2015 to Rs.7,691.19 crore as at March 31, 2016 registering a growth of 27.91%

4) As at March 31, 2016, the total borrowing of the company stood at Rs.6,537.92 crore as against Rs.5,104.42 crore in the corresponding period of the previous year.

5) The gross NPAs of the Company as on March 31, 2016 are Rs.100.87 crore (1.31 % of the total loans) as against Rs.79.12 crore (1.32% of total loans) as on March 31, 2015. Net NPAs of the Company as on March 31, 2016 was 0.48% as against 0.50% in the corresponding period of the previous year.

6) The financial statement of the associate company which are pending adoption by the Board of Directors of the associate company have been considered for consolidation.

7) During the period under review, there are no transactions in the nature of exceptional or extraordinary items

8) The Company has maintained 100% Asset Cover on its secured redeemable non-convertible debentures as

9) Figures have been regrouped, rearranged and reclassified wherever necessary

10) The above results for the quarter / year ended March 31, 2016 have been reviewed and recommended by

Place : Chennai  
Date : 10.05.2016

For Repco Home Finance Ltd.,

Sd/-  
(R Varadarajan)  
Managing Director



RHFL/CL/PUN/16-17/DEB/117

29.09.2016

**Mr. Bala,**  
Repc Home Finance Ltd.,  
'REPCO TOWER', 33,  
North Usman Road,  
T-Nagar, Chennai-600 017

Dear Sir,

**Re: Debenture Trusteeship for the proposed issue of Secured Redeemable Non-Convertible Debentures of Rs.100 Cr.**

We refer to your letter dt.29.09.2016 informing that your company proposes to issue Secured Redeemable Non-Convertible Debentures of Rs.100 Crore on private placement basis under [Series 3 of 2016].

We hereby convey our acceptance to act as Debenture Trustees for the said issue of Secured Redeemable Non-Convertible Debentures of Rs.100 Crore on private placement basis under [Series 3 of 2016].

The Company and the Trustee shall enter into relevant Trustee Agreement as required by Regulation 13 of SEBI (Debenture Trustee) Regulations, 1993. The company shall also create the security offered within three months from the date of closure of issue and comply with the provisions of applicable laws.

Assuring you the best professional services.

Thanking you,

Yours faithfully,



**Authorized Signatory**



CARE/CRO/RL/2016-17/1145

**Shri V Raghu**  
Executive Director,  
**RepcO Home Finance Limited,**  
Corporate Office, Third Floor, Alexander Square,  
New No: 2, Sardar Patel Road, Guindy, Chennai - 600 032,  
Tamil Nadu, India

July 20, 2016

**Confidential**

Dear Sir,

**Credit rating for Non-Convertible Debenture (NCD) Issue**

On the basis of recent developments including operational and financial performance of your company for FY16, our Rating Committee has reviewed the following rating:

Facilities	Amount (Rs. crore)	Rating <sup>1</sup>	Remarks
Non-Convertible Debenture Issue	1,500* (Rupees One thousand Five hundred crore only)	<b>CARE AA (Double A)</b>	Reaffirmed

\*Outstanding of Rs.400 crore as on March 31, 2016

2. Details of the instruments are provided in Annexure I.
3. The rationale for this rating will be communicated to you separately.
4. CARE reserves the right to undertake a surveillance/review of the rating from time to time, based on circumstances warranting such review, subject to at least one such review/surveillance every year.
5. CARE reserves the right to suspend/withdraw/revise the rating assigned on the basis of new information or in the event of failure on the part of the company to furnish such information, material or clarifications as may be required by CARE. CARE shall also be entitled to publicize/disseminate such suspension / withdrawal / revision in the assigned rating in any manner considered appropriate by it, without reference to you.

<sup>1</sup>Complete definitions of the ratings assigned are available at [www.careratings.com](http://www.careratings.com) and in other CARE publications.

6. Users of this rating may kindly refer our website [www.careratings.com](http://www.careratings.com) for latest update on the outstanding rating.
7. CARE ratings are **not** recommendations to sanction, renew, disburse or recall the concerned bank facilities.

If you need any clarification, you are welcome to approach us in this regard.

Thanking you,

Yours faithfully,



**Ravi Shankar R**  
Deputy Manager  
Ravi.s@careratings.com



**P Sudhakar**  
AGM  
p.sudhakar@careratings.com

Encl.: As above

**Disclaimer**

CARE's ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE has based its ratings on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments.

Annexure I

Details of instruments rated

Instrument	Amount (Rs. Crore)
Non-Convertible Debentures – I	500.00
Non-Convertible Debentures – II	1000.00
<b>Total</b>	<b>1500.00</b>

6