

CTL/RHFL/2019-20/7374

February 06, 2020

NOTICE OF MEETING OF DEBENTURE HOLDERS
URGENT AND IMPORTANT

Dear Debenture Holders,

Reg: Unsecured, Subordinated, Redeemable, Non-Convertible INR Denominated Debenture Issue of **Reliance Home Finance Limited** (Issuer) Under the Debenture Trust Deed dated June 5, 2015 between Issuer and Catalyst Trusteeship Ltd. (formerly known as GDA Trusteeship Ltd.)

Sub: **Default in payment of interest by Reliance Home Finance Limited**, under INE217K08222 and consequent "Acceleration Event" to INE217K08131, INE217K08149, INE217K08156, INE217K08164, INE217K08172, INE217K08180, INE217K08198, INE217K08206, INE217K08214, INE217K08222, INE217K08230

We had sought directions from Debenture Holders for action to be taken in respect of the above referred debentures. The Debenture Holders were requested to send in their responses by the cut-off date January 29, 2020. Till date we have not received directions from the Debenture Holders (upto requisite threshold level) for initiating any action.

The Issuer had informed that the meeting of Debenture Holders convened by them to be held on January 14, 2020 was adjourned to January 31, 2020. There is no update from the Issuer with regard to minutes of the meeting and results of E-voting. We have been pursuing with the Issuer for the same.

It is observed that the status elaborated in our communication CTL/RHFL/2019-20/7208 dated January 22, 2020 has not undergone any material change and we are yet to receive instructions from the requisite threshold of debenture holders.

Therefore, we now propose to convene a meeting of all Debenture Holders for which details are given herein below:

Date: February 28, 2020

Venue: Catalyst Trusteeship Limited, Windsor, 6th Floor, Office No. 604,
C.S.T. Road, Kalina, Santacruz (East), Mumbai-400098

Time: 4:00 pm to 6:00 pm

Part I- Agenda

The agenda of the meeting is:

01. To discuss and declare "Event of Default" under Debenture Trust Deed dated June 5, 2015 (DTD) between Issuer and Catalyst Trusteeship Ltd. (formerly known as GDA Trusteeship Ltd.)
02. To demand accelerated payment of all outstanding amounts under the DTD
03. To direct the Debenture Trustee for legal action to be taken
04. Pre-Funding cost of proposed action.
05. Any other item with the permission of the Chair.



CATALYST TRUSTEESHIP LIMITED (FORMERLY GDA TRUSTEESHIP LIMITED)

An ISO:9001 Company

Mumbai Office Windsor, 6th Floor, Office No. 604, C.S.T. Road, Kalina, Santacruz (East), Mumbai 400 098 Tel +91 (022) 4922 0555 Fax +91 (022) 4922 0505

Regd. Office GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune 411 038 Tel +91 (020) 25280081 Fax +91 (020) 25280275

Delhi Office Office No. 810, 8th Floor, Kailash Building, 26, Kasturba Gandhi Marg, New Delhi - 110001 Tel 11 430 29101/02.

CIN No. U74999PN1997PLC110262 Email dt@ctltrustee.com Website www.catalysttrustee.com

Pune | Mumbai | Bengaluru | Delhi | Chennai



Part II- Legal Recourse

As you may be aware that the Debentures being "Unsecured", the legal course open for recovery is to file a Commercial Suit. The estimated cost of the legal recourse is Rs 25 Lakhs to be shared by each Debenture Holder in proportion of its outstanding holding in the DTD. Debenture Holder wise contribution will be informed separately.

The other alternative is to make an application under Section 71 (10) of Companies Act 2013, to National Company Law Tribunal seeking their direction to the issuer to pay.

Part III- Procedure for attending the meeting

You are requested to ensure that the representative attending the meeting is:

- a. Empowered to attend and vote on all the aforementioned matters;
- b. Carries requisite letter / Board Resolution authorising him/her to attend and vote;
- c. Attested signature of the representative; and
- d. Identity proof of the representative.

It should be noted that in the absence of the above, the representative would not be eligible to attend / vote.

In terms of the provisions of the DTD, if the resolution is to be passed it would require consent of 75% of Debenture Holders, present and voting in value terms.

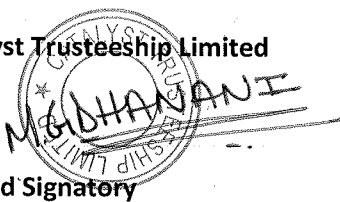
You are requested to kindly consider all related matters and ensure that suitable representative attends the meeting. Please also inform us as early as possible, the details of name of the representative who shall attend the meeting, to enable us to make necessary arrangements. The said representative is required to submit the certified true copy of resolution / authorization letter before start of the meeting.

Please confirm your presence by return email positively on or before February 24, 2020.

Please acknowledge receipt.

Yours faithfully,

For Catalyst Trusteeship Limited



Authorized Signatory



PROXY FORM

NAME OF THE DEBENTURE ISSUING COMPANY: **Reliance Home Finance Ltd.**
REGISTERED OFFICE: Reliance Centre, 6th Floor, South Wing, Off
Western Express Highway, Santacruz (East)
Mumbai - 400055

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NAME OF THE DEBENTURE TRUSTEE: **Catalyst Trusteeship Ltd.**

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NAME OF THE FIRST HOLDER:

MAILING ADDRESS:

E – MAIL Id:

PAN NO:

ISIN:

I / We being the Debenture Holder/s ofDebentures of the aforesaid ISIN of the said corporate, hereby appoint:

Full Name:

Address:

As my / our proxy to attend and vote for me / us and on my / our behalf, at the meeting of the Debenture Holders of the Issuing Company, convened by Catalyst Trusteeship Ltd, as Debenture Trustee under the DTD, held on February 28, 2020 at 04.00 pm at Windsor, 6th Floor, Office No. 604, C.S.T. Road, Kalina, Santacruz (East), Mumbai – 400098 and at any adjournment thereof in respect of such agenda as are indicated below:

01. To discuss and declare "Event of Default" under Debenture Trust Deed dated June 5, 2015 (DTD) between Issuer and Catalyst Trusteeship Ltd. (formerly known as GDA Trusteeship Ltd.)
02. To demand accelerated payment of all outstanding amounts under the DTD
03. To direct the Debenture Trustee for legal action to be taken
04. Pre-Funding cost of proposed action.
05. Any other item with the permission of the Chair.

Signature of First Debenture Holder:

Signature of Proxy Holder: