

Information for Debenture Holders of Reliance Home Finance Limited (“RHFL”)

Reliance Home Finance Limited (RHFL) has issued unsecured, subordinated, redeemable, INR denominated Non-Convertible Debentures ‘NCD’s aggregating to INR 125 Crores (Indian Rupees One Hundred Twenty-Five Crores only), by way of private placement issue, under several Series under the Debenture Trust Deed dated 05.06.2015 (DTD). Since last more than a year it is facing liquidity crunch / financial stress and hence committed defaults in redemption of NCDs. We are acting as Debenture Trustee (DT) in the above mentioned NCD Issues for the ISINs given below:

INE217K08222, INE217K08131, INE217K08149, INE217K08156, INE217K08164, INE217K08172, INE217K08180, INE217K08198, INE217K08206, INE217K08214, INE217K08230.

The NCDs issued by RHFL have been rated by Credit Rating Agencies from time to time. However, since July 2019 the credit rating has been downgraded to ‘D’ by CARE. As per the provisions of SEBI Regulations, Catalyst has placed the press release relating to revised credit ratings on its website viz. www.catalysttrustee.com under the head ‘Public Notice’, from time to time. In addition to the emails sent to the Debenture Holders from time to time, for easy reference, this report is placed for information of the debenture holders and it is proposed to update it with further developments from time to time. For more details, the debenture holders are requested to visit websites of RHFL, Catalyst, Stock Exchanges, Credit Rating Agencies and NSDL.

1. July, 2019

(i) The credit rating given by CARE in respect of the NCDs of RHFL was AA+ at the time of respective issues of the NCDs. The credit rating of NCDs was downgraded to AA on October 08, 2018 and which was further downgraded to A+, BBB+ and C/Stable on March 06, 2019 April 18, 2019 and April 26, 2019 respectively, and subsequently on July 02, 2019 was downgraded to D.

(ii) Pursuant to RBI circular the Lenders of RHFL entered into ICA to arrive at a Resolution Plan in July 2019. However due to non-receipt of requisite instructions from debenture holders, Catalyst has not acceded to ICA.

2. September, 2019

Additionally, rating given by Brickwork at the time of issuance was BWR AA+ on June 05, 2015 which was downgraded to BWR AA/Stable on February 15, 2019 which was further downgraded to BWRA+ and BWR C on April 19, 2019 and April 29, 2019 respectively and further downgraded to BWR Don September 18, 2019.

3. January 2020

(i) RHFL convened a meeting of the debenture holders on January 14, 2020 which was adjourned to January 31, 2020. Catalyst attended both the meetings and pursued with RHFL for the minutes of the meeting through reminders.

(ii) On January 21, 2020 interest in respect of NCDs RHFL F SERIES T NCD 24 became due and payable by RHFL to the respective Debenture Holders. RHFL vide letter dated January 21, 2020 addressed to BSE informed that as directed by the Lead Bank to Inter Creditor Agreement (“ICA”), the amount due and payable by RHFL on respective dates are delayed. The default was intimated to the CRA, Stock Exchanges, and SEBI and updated on our website.

(iii) Catalyst sought instructions from the Debenture holders for taking specific action vide email dated January 22, 2020.

4. February 2020

(i) Catalyst as a Debenture Trustee called for a Debenture Holders Meeting on February 28, 2020 and the notice was given to all Debenture Holders and RHFL on February 06, 2020.

(ii) On February 10, 2020 interest in respect of NCDs RHFL F SERIES T NCD 25 became due and payable by RHFL to the respective Debenture Holders. RHFL vide letter dated February 10, 2020 addressed to BSE informed that as directed by the Lead Bank to Inter Creditor Agreement (“ICA”), the amount due and payable by RHFL on respective dates are delayed. The default was intimated to the CRA, Stock Exchanges, and SEBI and also updated on our website.

(iii) The company was informed again via letter dated February 13, 2020 stating many noncompliance’s and shortcomings such as combined meeting, incorrect procedure, unsatisfactory responses to queries, abrupt end of the Debenture Holders meeting, no minutes or voting results provided, incorrect intimation to stock exchanges and others. Update on ICA was also sought from the company.

(iv) Catalyst convened a meeting of the debenture holders on February 28, 2020. RHFL also attended the meeting to address the concerns of the debenture holders.

5. March 2020

(i) Owing to various event of defaults committed by RHFL and having received the requisite consent of Debenture Holder’s in meeting on February 28, 2020, Catalyst has vided letter dated March 04, 2020 addressed to RHFL declared event of default under the DTD. Accordingly, Catalyst called upon RHFL to make payment of principal amount and all interest and penal interest payable by RHFL to unsecured NCDs holders within 7 days. The said timeline expired on 11.03.2020.

(ii) Notice for appointment of Nominee Director was sent to RHFL on March 04, 2020.

(iii) Further instructions for initiating legal action along with estimated costs was sought from the Debenture Holders on March 05, 2020.

(iv) Due to non-payment by RHFL, and as per the debenture holders’ meeting, to protect the interests of the Debenture Holders, Catalyst approached the Reserve Bank of India to initiate insolvency and liquidation proceedings of Reliance Home Finance Ltd. under Insolvency and Bankruptcy (Insolvency & Liquidation Proceedings of Financial Service Providers and Application to Adjudication Authority) Rules, 2019 (FSP Rules), on March 16, 2020. The same was intimated to the Debenture Holders and SEBI.

(v) We also intimated SEBI via letter dated March 17, 2020 on various non-compliances on the part of RHFL such as non- receipt of minutes of the meetings conducted by the company, appointment of nominee director and update on ICA.

(vi) The Debenture Holders were informed about the action taken through a report dated March 17, 2020 and sought further instructions therein.

(vii) Catalyst pursued with RHFL for various non-compliances and non-payment of redemption amount RHFL through its letter dated March 17, 2020.

(viii) Reminders were sent to RHFL for Non-compliances and non-payment on April 09, 2020, May 04, 2020 as there were no responses. DH were also pursued for their instructions.

6. June 2020

(i) On June 02, 2020 Catalyst has sent reminder seeking minutes of the Debenture Holders' meeting convened by RHFL on 14.01.2020 and 31.01.2020, recall of entire issue amount along with interest and other charges and Appointment of Nominee Director.

(ii) As per communication received from RHFL the timeline under the ICA process was extended upto June 30, 2020.

(iii) We again pursued with RBI for initiation of action under IBC, FSP Rules. The same was intimated to SEBI and Debenture Holders. We sought instructions from DH for taking appropriate action.

(iv) On June 10, 2020, RHFL defaulted in payment of interest payment for RHFL F SERIES T NCD 15 ISIN - INE217K08131 and on June 15, 2020 under RHFL F SERIES T NCD 16 ISIN - INE217K08149.

(v) On June 17, 2020 Catalyst wrote to CRA, SEBI, stock exchanges under circular No. SEBI/HO/MIRSD/MIRSD3/CIR/P/2017/72 dated 30.06.2017 of SEBI, that considering the recall notice dated March 04, 2020 the whole amount stands preponed further intimation of defaults on due dates as per the term sheet, is now not expected via letter dated June 16, 2020.

(vi) SEBI was informed further to our letter dated March 17, 2020 developments which took place in the matter of RHFL stating ICA update, informing RBI to invoke provisions of Insolvency and Bankruptcy code 2016, No update on appointment of Nominee Director, no specific action received from majority Debenture Holder via Letter June 16, 2020.

(vii) The Debenture Holders were informed vide letter dated June 16, 2020 update on ICA, Delhi High court case details, flaws were highlighted from the Director's and Auditor's Report, no update on appointment of Nominee Director, initiating action under FSP Rules, also specific action were sought from the Debenture Holders again.

7. July 2020

(i) On July 03, 2020 Catalyst sought information from RHFL about update on ICA dated July 6, 2019, reminder was sent on July 13, 2020.

(ii) As per communication received from RHFL the ICA process was extended upto September 30, 2020. Once again, we intimated the debenture holders about the extension of ICA extension and sought instructions for necessary action vide email dated July 17, 2020.

(iii) Other defaults by RHFL are as per table below:

Sr. no.	ISIN	Series Name	Due Date
1	INE217K08164	RHFL F SERIES T NCD 18	29-Jun-2020
2	INE217K08172	RHFL F SERIES T NCD 19	1-Jul-2020
3	INE217K08180	RHFL F SERIES T NCD 20	3-Jul-2020

8. August, 2020

(i) In addition to application to RBI under FSP Rules, Catalyst is considering to file an application under Sec.71 (10) of the Companies Act, 2013 against RHFL and the same was communicated to the Debenture Holders on August 6, 2020. Other legal options as discussed in the Debenture Holders' meeting dated February 28, 2020 were also brought to their notice once again for their specific instructions.

(ii) On August 24, 2020, Catalyst again wrote to RBI that any resolution plan of RHFL would therefore not be feasible in the absence of a cohesive action plan involving all major Creditors like Debenture Holders.

Additionally, since Lenders are proposing to dispose off assets of RHFL and appropriate the same we do not want Debenture Holders to suffer as investments in debentures are made by institutional investors like insurance companies, pension / gratuity funds etc and are unable to bear such heavy losses. Again, requested RBI to invoke provisions of Insolvency and Bankruptcy Code, 2016 as also requested by IDBI Trusteeship Servicers Limited.

(iii) Other defaults by RHFL are as per below table:

Sr. no.	ISIN	Series Name	Due Date
1	INE217K08198	RHFL F SERIES T NCD 21	21-Aug-20
2	INE217K08206	RHFL F SERIES T NCD 22	24-Aug-20

9. September, 2020

(i) In response to Catalyst letter dated August 24, 2020, RBI has vided its letter no. DOR. NBFC. (HFC)No.34/27.01.013/20-21 dated September 8, 2020 informed us that the Lenders of RHFL have taken the resolution process forward under the 'Prudential Framework for Resolution of Stressed Assets' and that it does not intend to intervene in the process.

(ii) On September 14, 2020, Catalyst has filed an application under Section 71(10) of the Companies Act, 2013 against RHFL at NCLT (Mumbai) with diary number 2709138030632020 and the same has been intimated to the Debenture Holders.

(iii) Catalyst has written to Bank of Baroda in its capacity as the Lead Lender of the Consortium of Banks in RHFL vide letter dated September 29, 2020, requesting it to provide details of the ICA proceeding so far and keeping us informed in the matter. Further Catalyst has also intimated Bank of Baroda that any resolution plan without considering the dues of Debenture Holders and affecting the interest of Debenture Holders will not be binding on Debenture Holder and Debenture Trustee. The same has been forwarded to RBI for providing necessary Instruction. (Letter to Bank of Baroda has been placed on website for ready reference)

(iv) Catalyst has written to SEBI vide letter dated September 29, 2020, informing about updates in matter. The same is placed on our website for ready reference.

(v) Other Defaults by RHFL as per below table:

Sr. No.	ISIN	Series Name	Due Date
1	INE217K08214	RHFL F SERIES T NCD 23	15-September-21

10. October 2020

(i) Bank of Baroda replied to Catalyst's letter dated September 29, 2020 vide its letter dated October 15, 2020 referring to the ongoing resolution process of Reliance Home Finance Limited ("Company"). Bank of Baroda provided the details of debenture holders who have joined the ICA. Further, Bank of Baroda referred to the SEBI circular dated October 13, 2020 and urged Catalyst to taken action thereunder to enable the other debenture holders also to join the ICA.

(ii) Catalyst replied to Bank of Baroda vide its letter on October 21, 2020 in light of the requirements under the SEBI circular dated October 13, 2020, and sought confirmation on several points. Both letters are uploaded on the website for reference. The above letter was also forwarded to RBI and SEBI for information.

11. November 2020

(i) Catalyst requested the Lead Bank (Bank of Baroda) vide email on November 10, 2020 for minutes of the Lenders Meeting held on November 06, 2020. Bank of Baroda replied on November 17, 2020 stating that the resolution process being highly confidential, it was not their practice to share the information. However they urged Catalyst as the Debenture Trustee to join ICA on behalf of Debenture Holders. The communication by Bank of Baroda was shared with the Debenture Holders on November 18, 2020.

12. December 2020

(i) Bank of Baroda vide email dated 17.12.2020 shared the draft of Deed of Accession to the ICA which was shared with Debenture Holders on December 18, 2020 for necessary instructions.

(ii) Catalyst requested Bank of Baroda vide email dated December 23, 2020 for clarity on certain aspects including the total time taken for resolution as per SEBI ICA circular 13.10.2020 and queries of Debenture Holders. Reminder was sent on December 31, 2020.

13. January 2021

(i) The issuer via email dated January 01, 2021 updated inter alia, that the lenders have agreed to extend the ICA till March 31, 2021 and the current operations of the Company, including the cashflows, are being directed, reviewed and managed under the supervision of the lenders of the Company and such lenders are jointly deciding over the operational and strategic aspects of the Company.

(ii) Bank of Baroda replied to our/debenture holders' queries vide email dated January 1, 2021 and clarified that the debenture holders would be bound by all the provisions of the ICA including the standstill provision upon acceding to ICA. Bank of Baroda also clarified that participation in the lenders' meeting and voting on agenda items would be possible only upon accession to ICA. Exchange of information, collaboration and arriving at acceptable solution would be possible upon accession to ICA.

(iii) Catalyst wrote to the Debenture Holders via email dated January 05, 2021 seeking their consent to join ICA also shared email communication from Bank of Baroda and RHFL.

(iv) Catalyst via email January 07, 2021 wrote to both RHFL and Bank of Baroda seeking detailed list of creditors, complete details of the resolution process/proceedings thus far and the details of the monitoring and utilization of the funds and informing about the matter from time to time. Further we also urged RHFL and BOB not to take any steps in derogation and violation of the rights of Catalyst and the Debenture Holders under captioned ISINs.

(v) Catalyst vide letter dated January 07, 2021 informed SEBI about the status in the matter and sought guidance.

(vi) We followed up with Debenture Holders on January 12, 2021 for email sent on January 05, 2021 for consent and necessary instructions.

(vii) Catalyst vide letter dated January 13, 2021 wrote to RBI again urging them to reconsider the decision to initiate IBC process against RHFL under the FSP rules at the earliest. The above letter was also sent to SEBI for their information.

(viii) On January 29, 2021 we intimated BOB about receipt of consent for joining ICA only from one debenture holder with a holding value of 0.65 Cr.

(ix) Other Defaults by RHFL are as per below table:

Sr. No.	ISIN	Series Name	Due Date
1	INE217K0822	RHFL F SERIES T NCD 24	21-Jan-2021

14. February 2021

(i) On February 02, 2021, Catalyst approached BOB to share all relevant details pertaining to the ongoing resolution process including copies of letters inviting offers and also bids received from bidders for the benefit of the debenture holders. BOB also requested to sign the undertaking before joining the meeting. The Debenture Holders were also updated.

(ii) BOB proposed to convene a Meeting on 03.02.2021 at 03.00 pm to discuss and evaluate the revised BID submitted by the Resolution Applicants and way forward in the account of Reliance Home Finance Limited.

(iii) Catalyst approached Debenture Holders again on February 09, 2021 seeking update on Nondisclosure undertaking. Till date we have received non-disclosure undertaking from one debenture holder. In the absence of requisite majority under the ISINs with regard to non-disclosure undertaking, Catalyst is unable to execute the non-disclosure undertaking and attend the meeting of ICA lenders. Similarly, in the absence of requisite majority under the ISINs, Catalyst is unable to accede to ICA. The Debenture holders may however, directly accede to the ICA.

(iv) The Sec.71(10) application was listed for hearing on 3.02.21 before the NCLT, Mumbai. No one appeared on behalf of RHFL though served. Our Advocate briefly apprised the Tribunal of the facts. The Tribunal has directed us to serve court notice and listed the matter for hearing on the 9/03/2021. Further the next date of hearing is 26.04.2021.

(v) Other Defaults:

Sr. No.	ISIN	Series Name	Due Date
1	INE217K08230	RHFL F SERIES T NCD 25	10-Feb-2021

15. April 2021

(i) On 26th April 2021, Board was discharged and the matter is now adjourned to 16.06.2021 due to the prevailing pandemic situation.

16. June 2021

(i) On June 10, 2021, Catalyst received a letter from BOB stating that voting facility has been provided to all the ICA lenders which was opened from 10:00 pm IST on May 31, 2021 till 5:00 pm IST on June 15, 2021. The BOB letter dt.10.6.21 was forwarded to the Non-ICA Debenture Holders for their instructions and Catalyst also highlighted that we havenot received consent from requisite percentage of the Debenture Holders for joining ICA. Thus, we are unable to accede to ICA. Catalyst has written

to the Issuer to conduct suitable meeting of the non-ICA members and inform the outcome of the same.

(ii) Further, on June 15, 2021 Catalyst was in receipt of consent for joining ICA only from one debenture holder with a holding value of 0.75 Cr.

(iii) On June 16, 2021 one more debenture holder holding 0.65 cr who had previously consented to acceding to ICA has reiterated its assent to joining the ICA.

(iv) However, in the absence of requisite majority under the ISINs, Catalyst is unable to accede to ICA. The Debenture holders may however, directly accede to the ICA. Similarly, in the absence of requisite majority under the ISINs with regard to non-disclosure undertaking, Catalyst is unable to execute the non-disclosure undertaking and attend the meeting of ICA lenders.

(v) On 18th June 2021, Catalyst received email and Letter from Issuer and invited our attention to the Letter dated June 10, 2021 and June 19, 2021, from Bank of Baroda (the 'Lead Bank') inter alia requesting us to convene a meeting of all Debenture Holders i.e Non – ICA to seek approval on the successful implementation of the approved Bid and the Distribution Mechanism to ensure a timely completion of the resolution process.

(vi) As per Letter dated June 19, 2021, from Bank of Baroda, it states that in order to resolve the stress situation of the Company for the benefit of all the stakeholders, the ICA Lenders had invited Expression of Interest cum bid ("EOI cum Bid") from potential bidder(s) ("PRAs"). Consequently, the ICA Lenders had received few bids from PRAs. ICA lenders post several rounds of negotiation and competitive bidding have received four binding and final resolution plans. Further, the final bids and the distribution mechanism was decided to be kept for voting before the ICA Lenders. Pursuant to voting process convened by the ICA Lenders, the bid submitted by Authum Investment and Infrastructure Limited was declared as the ("Successful Bidder").

(vii) Based on the above, Catalyst has now proposed to convene a meeting of all Debenture Holders seeking approval/ instructions of the Debenture Holder(s) in favour of/against the Successful Bid and the Distribution Mechanism for the implementation of the Resolution Plan as approved by the RHFL Lenders on July 15, 2021.

(viii) Above Notice for calling Meeting of Debenture Holders was sent out to RHFL, BOB Capital Markets Limited and Ernst & Young LLP and all the Debenture Holders vide email dated 24th June, 2021.

(ix) Other Defaults:

Sr. no.	ISIN	Series Name	Due Date
1	INE217K08131	RHFL F SERIES T NCD 15	09-Jun-21
2	INE217K08149	RHFL F SERIES T NCD 16	12-Jun-21
3	INE217K08156	RHFL F SERIES T NCD 17	15-Jun-21
4	INE217K08164	RHFL F SERIES T NCD 18	29-Jun-21

17. July 2021

(i) The meeting of the Debenture Holders scheduled by Catalyst on July 15, 2021 was cancelled and postponed due to unavoidable circumstances and unavailability of key persons. Further, the abovementioned was informed to RHFL, BOB Capital Markets Limited and Ernst & Young LLP and all the Debenture Holders vide our email dated July 15, 2021 and also apprised that sufficient prior intimation of the next meeting would be given to them.

(ii) Other Defaults:

Sr. no.	ISIN	Series Name	Due Date
1	INE217K08172	RHFL F SERIES T NCD 19	01-July-21
2	INE217K08180	RHFL F SERIES T NCD 20	03-July-21

18. August 2021

(i) On August 09, 2021, we have received an affidavit in reply from RHFL in Company Petition No. (IB) 1447 of 2021 filed with the Hon'ble National Company Law Tribunal Mumbai Bench.

(ii) Catalyst has written to BOB vide letter dated August 24, 2021, informing that we are considering the option of seeking consent from the debenture holders for the resolution plan approved by lender banks and sought guidance/response on the queries pertaining to the Resolution Plan and queries related to joining ICA.

(iii) Bank of Baroda replied to our queries vide email dated August 27, 2021, and shared copy of the RHFL Process Note and brief presentation on Resolution Plan and also clarified that the ICA lenders who have exposure in the form of NCDs have provided their consent to Authum Investment Resolution plan through voting process. Bank of Baroda also clarified vide email dated that August 31, 2021, that it is mandatory for the debenture trustees to sign the intercreditor agreement on behalf of the debenture holders before considering resolution plan to be implemented as a result of ICA proceedings.

(iv) Other Defaults:

Sr. no.	ISIN	Series Name	Due Date
1	INE217K08198	RHFL F SERIES T NCD 21	21-August-21
2	INE217K08206	RHFL F SERIES T NCD 22	24-August-21

19. September 2021

(i) Catalyst has intimated SEBI vide letter dated September 1, 2021, on various pending issues and have also appraised SEBI on developments in the matter.

(ii) Catalyst vide letter dated September 3, 2021 requested RBI and updated about the present status in the matter and once again urged to initiate IBC process against RHFL under the FSP Rules, 2019, at the earliest.

(iii) Other Defaults:

Sr. no.	ISIN	Series Name	Due Date
1	INE217K08214	RHFL F SERIES T NCD 23	15-September-21

20. November 2021

(i) On November 09, 2021, Catalyst has filed an Affidavit in Rejoinder to the Affidavit in Reply of RHFL at NCLT (Mumbai) in C.P. No. 1447 of 2020.

21. February 2022

On 5th February 2022 we received Letter from Bank of Maharashtra requesting for convening Meeting of Debenture Holders. On 14th February 2022 we received Letter from United India Insurance Company Limited requesting for convening Debenture Holders Meeting. We had sent email to Debenture Holder on 17th February 2022 and 22nd February 2022 requesting to respond regarding reduction of the time of Notice period from 21 days to 7 days for holding a meeting.

22. March 2022

On 24th March 2022 we had intimated Debenture Holders about conducting Meeting of Debenture Holders on 15th April 2022 along with Notice and Agenda dated 24th March, 2022 to hold meeting of Debenture Holders under the Debenture Trust Deed dated 5th June 2015.

22. April 2022

On 6th April 2022 we had intimated Debenture Holders about conducting Meeting of Debenture Holders on 18th April 2022 as 15th April 2022 was Public Holiday. On 18th April 2022 Debenture Holders meeting was conducted by virtual mode where in only one Debenture Holder was present for the meeting.

In this meeting Chairman stated that Catalyst being non-member under ICA process, had not received any specific timelines on distribution under Resolution Plan. Catalyst could not accept the Resolution Plan for want of requisite instructions from Debenture Holders. Considering the less number of debenture holders, specific instructions were sought by way of letters from Debenture Holders, instead e-voting process, in respect of **(1)** acceptance or rejection of the Resolution Plan of Authum Investment & Infrastructure Ltd and **(2)** filing of a Commercial Suit with High Court, in the format that may provide.

24. June 2022

14th Annual General Meeting of Reliance Home Finance Limited was held on Friday, 24th June 2022 at 11:00 a.m. (IST) through Video Conferencing.

25. August 2022

On 4th August 2022 we had send Letter to Reserve Bank of India Requesting for Invocation of Corporate Insolvency resolution process (CIPR) for Reliance Home Finance Limited ("RHFL").

27. November 2022

Debenture holders were updated about status of e-voting conducted vide email dated 14th November 2022.