REPCO HOME FINANCE LIMITED

Repco Home Finance

Our Company was incorporated as a public limited company under Companies Act, 1956 on April 4, 2000 with the name Repco Home Finance Limited. We received our certificate of commencement of business on May 2, 2000 from the Registrar of Companies, Tamil Nadu. There has been no change in the name and the registered office of our Company since incorporation. For further details, see the section titled "History and Certain Corporate Matters" on page 100 of the Red Herring Prospectus.

Registered Office: Repco Tower, No. 33, North Usman Road, T. Nagar, Chennai 600 017, Tamil Nadu, India; **Telephone:** +91 44 2834 0715; **Facsimile:** +91 44 2834 0716. **Corporate Office:** Karumuttu Centre, Second Floor - North Wing, Old No: 498, New No: 634, Anna Salai, Nandanam, Chennai 600 035, Tamil Nadu, India. **Telephone:** +91 44 4210 6650; **Facsimile:** +91 44 4210 6651. **Contact Person and Compliance Officer:** Mr. K. Prabhu; **Telephone:** +91 44 4210 6650; **Facsimile:** +91 44 4210 6651. **E-mail:** cs@repcohome.com; **Website:** www.repcohome.com.

PUBLIC ISSUE OF 15,720,262 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF REPCO HOME FINANCE LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE, AGGREGATING TO ₹ [•] MILLION (THE "ISSUE"). THE ISSUE INCLUDES A RESERVATION OF 180,000 EQUITY SHARES OF ₹ 10 EACH FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED IN "DEFINITIONS AND ABBREVIATIONS") AT THE ISSUE PRICE ("EMPLOYEE RESERVATION PORTION"). THE ISSUE LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE SHALL CONSTITUTE 25.29% OF THE POST ISSUE PAID-UP CAPITAL AND THE NET ISSUE SHALL CONSTITUTE 25% OF THE POST ISSUE PAID-UP CAPITAL OF OUR COMPANY.

PROMOTER OF OUR COMPANY: REPCO BANK LIMITED

ADDENDUM TO THE RED HERRING PROSPECTUS DATED MARCH 4, 2013
NOTICE TO INVESTORS

This is with reference to the red herring prospectus dated March 4, 2013 filed with the Registrar of Companies, Chennai, Tamil Nadu (the "**RoC**") and the Securities and Exchange Board of India ("**SEBI**") in relation to the Issue and the public notices dated March 8, 2013 and March 9, 2013 (together the "**Red Herring Prospectus**"). All capitalized terms used in this notice shall, unless the context otherwise requires, have the meanings ascribed in the Red Herring Prospectus and the corrigenda thereto. Investors may note the following supplements to the disclosures in the Red Herring Prospectus. The same may be taken as updated and included in the Application Form and Abridged Prospectus:

(A) In addition to the corrigendum dated March 9, 2013 published on March 11, 2013 issued in connection with a civil suit filed by Mr. M. Balasubramanian, our erstwhile Managing Director (the "**Plaintiff**") on March 6, 2013 bearing C.S No. 152 of 2013 under Order IV Rule 1 of the Code of Civil Procedure, 1908 read with Order VII Rule 1 of the Original Side Rules before the Hon'ble Madras High Court, the following shall be included and will be reflected in the section "Outstanding Litigation and Material Developments" on page 169 of the Red Herring Prospectus under the head "Legal proceedings against our Company":

The Hon'ble Madras High Court had not granted an interim injunction in favour of the Plaintiff, consequently the notice dated March 8, 2013 received by us from the lawyers of the Plaintiff had erroneously recorded that an injunction in favour of the Plaintiff was granted.

Our Company has filed a counter affidavit dated March 11, 2013 (the "**Affidavit**") in reply to the application filed by the Plaintiff bearing O.A. No. 143 of 2013 in C.S. No. 152 of 2013 (the "**Application**") before the Hon'ble Madras High Court. In the Affidavit, the Company Secretary on behalf of our Company has craved leave to file a detailed counter-affidavit to the averments in the Application and contest the same on merits. Further, we have given an undertaking that pending disposal of the Application, our Company shall earmark and not deal with the allocation of 100,000 employees stock options claimed by the Plaintiff in the Application as it is not part of the Issue. The Hon'ble Madras High Court after hearing the counsels of the Plaintiff and our Company passed an order dated March 11, 2013 recording our undertaking as stated in our Affidavit and listed the matter on March 25, 2013 for filing the reply.

(B) Accordingly the update, as reproduced in paragraph (A) above, will be included in the section "Risk Factors" on page xiii of the Red Herring Prospectus, under "***Risk Factor No.1- There are outstanding legal proceedings and claims against us, and our Promoter, and any adverse decision in such proceedings may have a material adverse effect on our business, result of operations and financial condition.***" under the sub-head "***I. Civil proceedings against the Company.***"

Except for the above, the contents of the Red Herring Prospectus, Application Form and Abridged Prospectus remain unchanged. These changes will be reflected in the Prospectus to be filed with the RoC.

The Red Herring Prospectus, Application Form and Abridged Prospectus stands amended to the extent stated herein above. The above notice is required to be read in conjunction with other disclosures in the Red Herring Prospectus.

For **REPCO HOME FINANCE LIMITED**
on behalf of the Board of Directors
Sd/-
Managing Director

Place : Chennai
Date: March 11, 2013

*Repco Home Finance Limited, (the "**Company**") is proposing, subject to market conditions and other considerations, a public issue of its securities (the "**Issue**") and has filed a red herring prospectus dated March 4, 2013, (the "**RHP**") with the Registrar of Companies, Tamil Nadu. The RHP is available on the website of the Securities and Exchange Board of India at www.sebi.gov.in and on the respective websites of the book running lead managers to the Issue at www.sbicaps.com, www.idfccapital.com and www.jmfl.com. Investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, see the section titled "Risk Factors" on page xiii of the RHP. This document is not an issue of securities for sale in the United States or elsewhere. This document has been prepared for publication in India and is not for publication or distribution, directly or indirectly, in or into the United States. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**") and may not be offered or sold within the United States (as defined in Regulation S of the U.S. Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in reliance on Regulation S of the U.S. Securities Act.*