

Registration Document

Dated 10 March 2020



Hom Re Limited

a limited liability company incorporated under the laws of England and Wales with registration number 10278015 and having its registered office situated at 25 North Row North Row, London, United Kingdom, W1K 6DJ

In respect of the issuance of

Up to USD500,000,000 5% Bonds Due 2030

ISIN: MT0002381201

LEI: 1380087BRFAG9GDG481

THIS REGISTRATION DOCUMENT IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF THE LISTING RULES FOR WHOLESALE SECURITIES MARKETS ISSUED BY THE LISTING AUTHORITY AND IN ACCORDANCE WITH COMMISSION REGULATION (EU) 2017/1129 AND DELEGATED ACT ISSUED THEREUNDER.

THE SECURITIES OFFERED IN TERMS OF THIS REGISTRATION DOCUMENT AND ACCOMPANYING SECURITIES NOTE ARE COMPLEX FINANCIAL INSTRUMENTS AND ARE NOT SUITABLE FOR RETAIL INVESTORS. THE SECURITIES ARE INVESTMENTS INTENDED SOLELY FOR 'PROFESSIONAL INVESTORS' BEING INVESTORS WHO OR WHICH MEET THE CRITERIA LAID DOWN IN ANNEX II OF DIRECTIVE 2014/65/EU ON MARKETS IN FINANCIAL INSTRUMENTS ("MIFID II") AND SHALL NOT BE REPACKAGED OR SOLD TO RETAIL INVESTORS. A POTENTIAL INVESTOR SHOULD NOT INVEST IN THE SECURITIES UNLESS THE SECURITIES MEET THE INVESTMENT OBJECTIVES OF THE POTENTIAL INVESTOR.

1. IMPORTANT INFORMATION

This document constitutes a Registration Document within the terms of the Prospectus Regulation. The Registration Document contains information in respect of Hom Re Limited (the “**Issuer**”) and it has been prepared in accordance with the requirements of Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Commission Regulation (EC) No 809/2004 and delegated acts issued thereunder .

This Registration Document is valid for a period of twelve (12) months. The Prospectus may be supplemented from time to time to reflect any significant new factor, material mistake or inaccuracy relating to the information included in it. This Registration Document shall be valid in connection with: (i) the listing on the IFSM of 2,500 interest-bearing bonds and having a denomination per bond of \$200,000; and (ii) future issues of debt securities by the Issuer over the period of twelve (12) months from the approval of this Registration Document. The obligation to issue a supplement on any such significant new factor, material mistake or inaccuracy contained in this Prospectus does not apply after its validity period (that is, after the 10 March 2021).

This Registration Document contains all information which is necessary to enable investors to make an informed decision regarding the financial position and prospects of the Issuer. Some of this information is incorporated by reference from other publicly available documents. You should read the documents incorporated by reference together with this Registration Document. Documents incorporated by reference will be made available at the registered office of the Issuer.

The Directors confirm that none of the information included in this Registration Document has been sourced from a third party.

The Issuer has obtained all necessary consents, approvals and authorisations (if any) which are necessary in the United Kingdom and in Malta at the date of this Registration Document. The issuance of this Registration Document was authorised by a resolution of the Directors approved on 23 December 2019.

Information relating to an issue and/or listing on the IFSM of the Securities, including the contractual terms governing the same, will be comprised in a separate Securities Note which should always be read in conjunction with this Registration Document and any supplement thereto and hereto.

This Registration Document is not and does not purport to represent investment advice.

No broker, dealer, salesman or other person has been authorised by the Issuer to publish or issue any advertisement or to give any information or to make any representations in connection with this Registration Document. Any such information given or representation made must not be relied upon as having been authorised by the Issuer.

A copy of this Registration Document has been submitted to the Listing Authority and to the IFSM in satisfaction of the Listing Rules. The Registration Document has been approved by the Listing Authority as competent authority under the Prospectus Regulation. The Listing Authority only approves this Prospectus as meeting the disclosure requirements imposed under European Union law pursuant to the Prospectus Regulation. The contents of this Registration Document have not been reviewed or approved by any regulatory authority other than the Listing Authority.

This Registration Document has been approved by the Listing Authority, as competent authority under Regulation (EU) 2017/1129. The Listing Authority only approves this Registration Document as meeting the standard of completeness, comprehensibility and consistency imposed by Regulation (EU) 2017/1129. Such approval should not be considered as an endorsement of the Issuer that is the subject of this Registration Document.

Statements made in this Registration Document are, except where otherwise stated, based on the law and practice currently in force in the United Kingdom (in respect of statements relating to the Issuer) and in Malta (in respect of statements relating to the approval of this Registration Document by the Listing Authority or the listing of Securities on the IFSM in Malta or insofar as relates to the compliance of such statements with the requirements of the Prospectus Regulation) and are subject to changes therein.

Without prejudice to the Issuer's obligations under applicable rules and regulations, the delivery of this Registration Document shall not create any impression that information therein relating to the Issuer is correct at any time subsequent to the date hereof.

None of the advisors or any person mentioned in this Registration Document, other than the Issuer and its Directors, shall be responsible for the information contained in the Prospectus, in any supplement, and in any documents incorporated by reference, and accordingly, to the extent permitted by the laws of any relevant jurisdiction, none of these persons, other than the Issuer and its Directors, accepts any responsibility as to the accuracy and completeness of the information contained in any of these documents.

The Directors accept responsibility for the information contained in this Registration Document. The Directors confirm that, to the best of their knowledge (having taken all reasonable care to ensure that such is the case), the information contained in this Registration Document is in accordance with the facts and contains no omission likely to affect the import of such information.

All and any advisors to the Issuer have acted and are acting exclusively for the Issuer in relation to this Registration Document and such advisors have no contractual, fiduciary or other obligation or responsibility towards any other person generally and will accordingly not be responsible to any investor or any other person whomsoever in relation to the contents of and any information contained in this Registration Document, its completeness or accuracy or any other statement made in connection therewith. Each person receiving this Registration Document acknowledges that such person has not relied on any of the abovementioned advisors in connection with its investigation of the accuracy of such information or its investment decision and each person must rely on its own evaluation of the Issuer and the relevant Securities and the merits and risks involved in investing in such Securities.

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3. DEFINITIONS

In this Registration Document, unless the context otherwise requires, the following terms shall have the respective meanings set out below:

"Directors"	The directors for the time being of the Issuer.
"Financial Markets Act"	The Financial Markets Act, Chapter 345 of the laws of Malta.
"IFSM"	The Institutional Financial Securities Market, a regulated market for the purposes of MiFID II that is authorised and supervised by the MFSA.
"Issuer"	Hom Re Limited, a company with limited liability registered in England with registration number 10278015 and having its registered office situated at 25 North Row North Row, London, United Kingdom, W1K 6DJ.
"Listing Authority"	The MFSA acting in its capacity as Listing Authority in terms of the Financial Markets Act.
"Listing Rules"	The Listing Rules for Wholesale Securities Markets issued by the Listing Authority (as may be amended from time to time) setting out, <i>inter alia</i> , the procedures, formalities and requirements prescribed in connection with a listing on the IFSM.
"MFSA"	The Malta Financial Services Authority as duly constituted and established pursuant to the Malta Financial Services Authority Act, Chapter 330 of the laws of Malta.
"MiFID II"	Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU.
"Prospectus"	This Registration Document together with any securities note.
"Prospectus Regulation"	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC.
"Registration Document"	This document in its entirety, as the same may be supplemented from time to time.
"Securities"	The 2,500 interest-bearing bonds having a denomination per bond of \$200,000 to be issued pursuant to the Securities Note.
"Securities Note"	The securities note being issued by the Issuer in relation to the issuance of the Securities.

A reference to a 'person' in this Registration Document includes any person, firm, company, corporation, government, state or agency of a state or any association, trust or partnership (whether or not having separate legal personality).

A reference in this Registration Document to a provision of law is a reference to that provision as amended or re-enacted.

References in this Registration Document to a company or entity shall be deemed to include a reference to any successor or replacement thereto.

4. RISK FACTORS

AN INVESTMENT IN THE ISSUER INVOLVES CERTAIN RISKS INCLUDING BUT NOT LIMITED TO THOSE DESCRIBED BELOW. PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER, WITH THEIR OWN INDEPENDENT FINANCIAL AND OTHER PROFESSIONAL ADVISORS, THE FOLLOWING RISK FACTORS AND THOSE DISCLOSED IN THE SECURITIES NOTE AND OTHER INVESTMENT CONSIDERATIONS AS WELL AS ALL THE OTHER INFORMATION CONTAINED IN THE PROSPECTUS BEFORE DECIDING TO MAKE AN INVESTMENT IN THE ISSUER. SOME OF THESE RISKS ARE SUBJECT TO CONTINGENCIES WHICH MAY OR MAY NOT OCCUR AND THE ISSUER IS NOT IN A POSITION TO EXPRESS A VIEW ON THE LIKELIHOOD OF ANY SUCH CONTINGENCIES OCCURRING.

IF ANY OF THE RISKS DESCRIBED BELOW WERE TO MATERIALISE, THEY COULD HAVE A SERIOUS EFFECT ON THE ISSUER'S FINANCIAL RESULTS, TRADING PROSPECTS AND THE ABILITY OF THE ISSUER TO FULFIL ITS OBLIGATIONS UNDER SECURITIES ISSUED BY IT FROM TIME TO TIME.

THE RISKS AND UNCERTAINTIES DESCRIBED BELOW ARE THOSE THAT THE DIRECTORS BELIEVE TO BE MATERIAL AS AT THE DATE HEREOF, BUT THESE RISKS AND UNCERTAINTIES MAY NOT BE THE ONLY ONES THAT THE ISSUER FACES. ADDITIONAL RISKS AND UNCERTAINTIES, INCLUDING THOSE WHICH THE DIRECTORS ARE NOT CURRENTLY AWARE OF OR DO NOT DEEM MATERIAL, MAY WELL RESULT IN A MATERIAL IMPACT ON THE FINANCIAL CONDITION AND OPERATIONAL PERFORMANCE OF THE ISSUER. ACCORDINGLY, PROSPECTIVE INVESTORS SHOULD MAKE THEIR OWN INDEPENDENT EVALUATION OF ALL RISK FACTORS AND SHOULD CONSIDER ALL OTHER SECTIONS IN THE PROSPECTUS BEFORE INVESTING. IN ADDITION, PROSPECTIVE INVESTORS OUGHT TO BE AWARE THAT RISKS MAY BE AMPLIFIED DUE TO A COMBINATION OF RISK FACTORS.

RISKS RELATING TO ISSUER'S BUSINESS

4.1 BREXIT

Risk identification

The Issuer's business model is dependent on the development of property for rental purposes particularly student accommodation. Whilst general economic conditions in the UK, general global macro-economic conditions, consumer confidence, employment levels, the availability of disposable income and/or credit to consumers, fluctuations in interest rates, the rate of inflation and tax rates, the weather, fuel and other energy costs are all currently positively affected as a result of BREXIT. These are factors that can potentially pose an effect on the Issuer's business.

Risk assessment

The impact of Brexit is still unknown although it is expected that there will be a period of correction and adjustment. The increased uncertainty over the past few months has already resulted in adjustment in the property markets. However, it is believed that once more details on Brexit will become public and the UK Government will start closing bilateral trade deals with other trading partners, the situation will normalise.

Risk Rating		
	Rating	Classification
Probability	Medium	Major
Impact	Medium	

4.2 CURRENCY RISK

Risk identification

A currency risk relates to the risk of loss of earnings due to adverse movements in exchange rates.

Risk assessment

A significant currency risk exists since the Bond is denominated in US\$ and most assets will be owned and traded in GBP. A further significant deterioration of GBP prior to the repayment of the Bonds would require enhanced performance by the Issuer.

Risk Rating		
	Rating	Classification
Probability	Medium	Major
Impact	Medium	

4.3 LIQUIDITY RISK

Risk identification

The Issuer may be subject to the risk of the inability to access funds – this may lead to an inability to meet obligations in an orderly manner as they arise or forgone investment opportunities. Furthermore, the Securities may become illiquid and Investors may not be able to benefit from trading the Bonds of the Bond Issue, or may be forced to do such trading at significant discounts.

Risk assessment

The Issuer has resorted to financial markets to raise capital and depends on such funds being raised. It appears that there is strong interest in achieving such returns and high risks on this front are not foreseen.

Risk Rating		
	Rating	Classification
Probability	Medium	Major
Impact	Medium	

4.4 LIMITED TRADING HISTORY

Risk identification

The Issuer was incorporated on the 14 July 2016 and to date has traded on a limited basis and accordingly, each prospective investor ought to be aware that, as a result, an investment in the Bonds may entail more risk than investing in other instruments issued by companies with a substantial operating history.

Risk assessment

Given the limited trading history of the Issuer, there is no track record that can serve as a basis to evaluate the Issuer's ability to achieve its objectives successfully. This is a highly material risk for the Issuer. However, the Issuer has a number of development opportunities in hand and it is believed that this risk is mitigated by such opportunities.

Risk Rating		
	Rating	Classification
Probability	Low	Minimal
Impact	High	

4.5 DEPENDENCE ON DIRECTORS

Risk identification

The Directors will make all decisions regarding the general management of the Issuer. As a result, the success of the Issuer's activities depends largely upon the ability of the Directors. Holders of Securities have no right or power to take part in the management of the Issuer thus increasing the dependence on directors.

Risk assessment

Although the Directors play a fundamental role in the company, they will be working closely with specialized teams on each of the projects which will have the required experience to commence and finalise the projects.

Risk Rating		
	Rating	Classification
Probability	Low	Minimal
Impact	Medium	

4.6 BUSINESS RISKS

Risk identification

The performance and future developments of the property market in the UK and other markets in which the Issuer may engage in can be affected by; changes in political, economic, legal and social conditions in UK and other markets including the specific policies of central and local governments affecting the regions where the Issuer operates, which affect land supply, availability and cost of financing, and pre-sale, pricing and volume of the Issuer's property development projects; the prospective financial information regarding the Issuer's business; target projects under development or held for future development; the Issuer's ability to obtain the various permits, proper legal titles or approvals for the Issuer's target properties under development or held for future development; changes in competitive conditions and the Issuer's ability to compete under these conditions; changes in currency exchange rates; and other factors beyond the Issuer's control.

Risk assessment

The business risk is hard to assess given that it depends on many factors, including political events which are inherently volatile. Given a risk assessment of the key jurisdiction with respect to the projects being developed with the proceeds of the bond being in the United Kingdom, the risk is deemed to be low.

Risk Rating		
	Rating	Classification
Probability	Low	Minimal
Impact	Low	

4.7 RISKS RELATING TO THE RENTAL BUSINESS

Risk identification

The health of the rental market may be affected by a number of factors such as national economy, political developments, government regulations, changes in planning or tax laws, interest rate fluctuations, the availability of financing and yields of alternative investments. An increase in rental supply could negatively impact the income streams of the Issuer.

Risk assessment

The Issuer's business is dependent on tenants fulfilling their obligations. Their failure to abide by their obligations could negatively impact the business, revenues and profits of the Issuer. The Issuer is also dependent on tenants terminating or not renewing their lease agreements and the Issuer not otherwise securing alternative tenants. Therefore, given that the Issuer's income is derived from rent, it is expected that the impact on the financial position could be significant.

Risk Rating		
	Rating	Classification
Probability	Low	Minimal
Impact	Medium	

4.8 RISKS RELATING TO INVESTMENT IN INDIA

Risk identification

The Issuer, through a subsidiary company, also owns land in India. It is earmarked for development in the future and will be subject to jurisdictional and political risks associated with doing business in this jurisdiction.

Risk assessment

There is no plan to develop the property owned in India in the immediate future. Nevertheless, should the property be developed throughout the term of the bond, political and jurisdictional risk may reduce overall demand for business, demand or create issues on recoverability of amounts due. The occurrence of any of these risks or increasing concerns about these risks could have a material adverse impact on the business, financial condition, results of operations and prospects of the Issuer.

Risk Rating		
	Rating	Classification
Probability	Low	Minimal
Impact	Low	

Identifying all the risks on a heat map indicates that there is no risk which is categorized as critical but the bulk of the risks are either minimal or major.

Impact	High	4.4		
	Medium	4.5 4.7	4.1. 4.2 4.3	
	Low	4.6. 4.8		
		Low	Medium	High
		Probability		

Risk legend

	Critical
	Major
	Minimal

5. PERSONS RESPONSIBLE

All the Directors whose names appear under Section 8.1 of this Registration Document are the persons responsible for the information contained in this Registration Document. To the best of the knowledge and belief of the Directors the information contained in this Registration Document is in accordance with the facts and does not omit anything likely to affect its import, and the Directors have taken all reasonable care to ensure that this is the case.

6. STATUTORY AUDITORS

The Issuer's statutory auditors for the period covered by the historical financial information referred to in section 10 of this Registration Document are Mavani Shah & Co having business offices at 170 Draycott Avenue Kenton, Middlesex HA3 0BZ, United Kingdom.

Mavani Shah & Co is a firm of auditors and tax advisors duly registered as such with, and members of, the Financial Reporting Council and authorised to act as auditors and tax advisors in terms of the laws of England.

7. INFORMATION ABOUT THE ISSUER

<i>Full Legal & Commercial Name of the Issuer:</i>	Hom Re Limited
<i>Registered Office:</i>	25 North Row North Row, London, United Kingdom, W1K 6DJ
<i>Country of Incorporation:</i>	England
<i>Registration Number:</i>	10278015
<i>Date of Registration:</i>	14 July 2016
<i>Legal Form:</i>	Private Limited Liability Company
<i>Domicile:</i>	England
<i>Legislation Under Which It Operates:</i>	UK Companies Act 2006
<i>Telephone Number:</i>	+44 (0) 203 691 6101
<i>Email Address:</i>	welcome@homre.co.uk
<i>Website:</i>	http://homre.co.uk/
<i>LEI:</i>	1380087BRFAG9GDG481

Other than in so far as the information incorporated into this Registration Document by reference (as set out in Section 13.2) is concerned, the contents of the Issuer's website or any website directly or indirectly linked to this website have not been verified and do not form part of this Registration Document and investors should not rely on such information.

7.1 PRINCIPAL ACTIVITIES

The activities of the Issuer are the acquisition, development, leasing and/or re-sale of immovable property, primarily in the UK. To date, the Issuer has acquired land situated in India, through its subsidiary company, Hom Re SPV Asia Limited. The Issuer intends, through its subsidiary company, to develop such land, in collaboration with the Government of India, as social housing. The funding of this development is expected to be undertaken by the Government of India, with the Issuer, through its subsidiary company, receiving rental income therefrom. In addition, the Issuer has executed a memorandum of understanding with the Government of Sri Lanka for the construction of 50,000 permanent dwellings for conflict affected displaced families in certain cities in Sri Lanka. In terms of the MOU, the Government of Sri Lanka would provide the land and the procurement of planning permits and the Issuer would be responsible for the funding and development of the said housing. The funding required is expected to be obtained through bank financing in Sri Lanka.

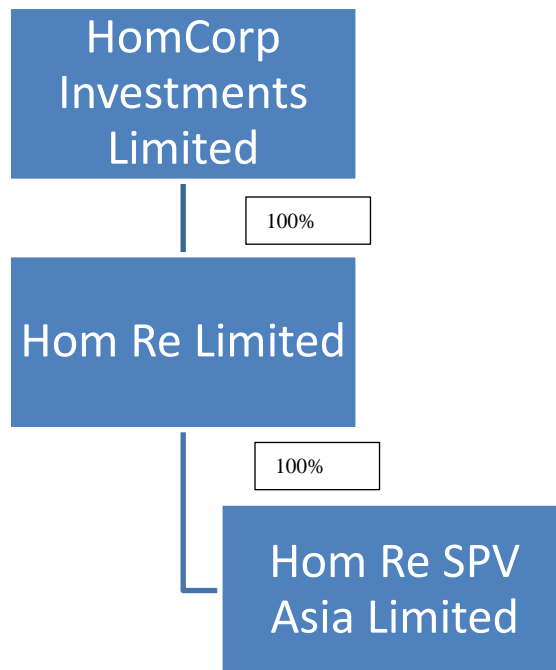
Through the issuance of the Bonds pursuant to the Securities Note, the Issuer intends to identify, develop and operate large-scale and high-grade residential, mixed-use and student housing properties, in good locations in major cities and popular vacation destinations within the UK.

7.2 TREND INFORMATION

There has been no material adverse change in the prospects of the Issuer since the date of its last published audited financial statements.

7.3 ORGANISATIONAL STRUCTURE

The organization structure of the Issuer is set out below:



The Issuer is presently dependent on its subsidiary company, Hom Re SPV Asia Limited due to the latter holding the major asset of the Issuer. It is expected that this dependency will reduce once the Issuer acquires additional properties in its direct name.

8. ADMINISTRATIVE AND MANAGEMENT BODIES

8.1 BOARD OF DIRECTORS AND MANAGEMENT

The present members of the board of directors and management structure of the Issuer are as follows:

<i>Name</i>	<i>Function</i>	<i>Business Address</i>
Raj Vaikunthrai Soni	Executive Director & Chief Executive Officer	25 North Row, Mayfair, London W1K 6DJ
David Boyce	Executive Director & Chief Operating Officer	25 North Row, Mayfair, London W1K 6DJ
HomCorp Investments Limited	Corporate Non-Executive Director (Represented by Mr Sohan Lal)	Lee View House, South Terrace, Cork, Ireland
Shyam Garg	Non-Executive Director	25 North Row, Mayfair, London W1K 6DJ

Raj Vaikunthrai Soni – Chief Executive Officer and Director

Raj is the 7th generation of a prominent precious metals family business; he was born in India and raised in Kuwait. Raj and his family have been integral to the growth of the gold and precious metals business in the Middle East. Raj joined the family business in Kuwait in 1978 and helped expand it to London in 1981. Moving from Kuwait to the UAE in 1991 where the family established Ajanta & Empire Jewellers, which soon began to add other commodities to their business activities.

Raj is a seasoned entrepreneur and ambitious businessman looking to develop a bespoke range of Real Estate assets. He has a personal property portfolio comprising of various residential properties.

He is now a Senior Stakeholder in two hotel projects, firstly a €400MM 120 Bedroom 5 Star hotel in association with Jumeriah along with 100 luxury Jumeriah branded eco-villas with a total project running into several hundred million euros – as featured in the Financial Times. The second hotel project is with Sheraton with a total cost in excess of €300MM. Both of these projects are self-running which has afforded Raj the opportunity with free time which he is devoting to the Issuer.

Raj is the Chief Executive Officer of the Issuer and has already begun leveraging his expertise and corporate management skills in line with his role.

Raj completed his business studies from Polyglot Institute of Kuwait in 1978 and BEC International from Paddington Collage in 1982.

David Boyce BSc, BE Civil, MBA, MRICS, C Eng., MICE, CDIR, and FIOD - Chief Operating Officer & Director

David graduated from the University of Auckland with BSc Geology and BE Civil Engineering and he later completed an MBA from Cranfield. He is a Chartered Civil Engineer, a Member of the Royal Institution of Chartered Surveyors, a Chartered Director, and a Member of the Institution of Engineers and a Fellow of the Institute of Directors. He has a broad international experience and networks resulting from roles in New Zealand, United Kingdom, Norway, Kuwait, Switzerland, Malaysia and Mauritius.

Amongst the various positions held By David, he was the General Manager of the Commercial Division of Kuwait Construction and Processing Company, which is a group of 5 companies, based in Kuwait, Dubai and Oman, employing 350 members of staff. Was the Director of Operations of Swiss Property International, where he prepared the company for a CHF50m IPO on the AIM. He was the CEO of the Construction and Property Division of British American Investment Group, which had 9 companies and 1200 employees and General Manager of Rinota Project Management where he overlooked the development of a 270 apartment Tower. He was the Chairman of Schindler Lifts UK, Director of Bramer Asset Management and member of the Investment Committee responsible for maximizing property portfolio returns for both private and institutional Investors.

Shyam Garg – Non-Executive Director

Shyam has had an illustrious career as an Auditor, which has involved working with Gujarat Nippon Bemetal Pvt. Ltd, Reliance Info., Prime Developers Pvt. Ltd, and to his most recent being a Partner with Manish Ginoria & Associate. Shyam's vast academic experience also encompasses substantial professional training ranging from Auditing to Tax management. In every instance Shyam has achieved full compliance with the financial Auditors from the Institute of Chartered Accountants of India and the University of Rajasthan.

With such expertise Shyam brings an experience that will manage the audit and compliance functions of the business as a non-executive and independent director. Shyam is the Chairman of the Audit Committee.

HomCorp Investments Limited – as represented by Mr Sohan Lal – Director

Mr Sohan Lal is appointed as representative of HomCorp Investments Limited. Mr Lal is the managing director of Alchemist Corporation Limited (Listed Bombay Stock Exchange, India). He also works as an independent corporate advisor on the panel of various corporates. He is a Fellow Member of the Institute of Chartered Accountants of India and having qualified in 1976. He is a seasoned professional having over 40 years of experience in the various fields ranging from finance with the added experience of auditing of public & private companies, government entities, insurance companies and banks. Sohan Lal started in the year 1980 as an entrepreneur and setup business of Iron and Steel, supplied goods to various government, railway projects and other bid industries in private and public sector. He also has experience to work to GDA and other real estate projects. In 37 years of his business life, he completed and operated a number of real estate projects in the private and public sector in India and other places. Sohan Lal has completed his bachelor's degree (B. Com) from Meerut University, UP (India), qualified as a chartered accountant and passed examination of ICAI in 1976.

8.2 AUDIT COMMITTEE

The Board of Directors has established an Audit Committee, the members of which are Sohan Lal, Raj Vaikunthrai Soni and Shyam Garg. The Chairmanship is vested in Shyam Garg, who in view of his qualification and warrant as a chartered accountant, is competent in accounting and/or auditing. The functions of the audit committee include:

- (i) making recommendations to the Board regarding the appointment, reappointment and removal of the external auditor, approve the remuneration and terms of engagement of the external auditor and address any questions of resignation or dismissal of such Auditor;
- (ii) developing and implement policies on the engagement of our external auditor for non-audit services;
- (iii) monitoring the integrity of the financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and review significant financial reporting judgments contained in them; and
- (iv) reviewing the financial and accounting policies and practices, review the external auditor's Management letter and respond to any queries raised by the Management and the Board.

8.3 CONFLICTS OF INTEREST

Mr Raj Vaikunthrai Soni (Executive Director) sits on the board of directors of the parent company of the Issuer as well as on the board of directors of the Issuer. Furthermore, Mr Sohan Lal, through HomCorp Investments Limited is vested with the control of the Issuer and sits on the board of directors of the Issuer.

Other than as aforesaid, there are no potential conflicts of interest between the duties to the Issuer of its Directors and their private interests and / or other duties.

9. CAPITAL STRUCTURE AND MAJOR SHAREHOLDERS

The issued share capital of the Issuer is GBP 10,000,001 divided into 10,000,001 ordinary shares of a nominal value of GBP 1, fully paid up and subscribed by HomCorp Investments Limited. HomCorp Investments Limited is a private company limited by shares registered under the laws of Ireland with registration number 577791 is owned by Shanmougum Pajanee Ramalinga Chetty as to 0.003% and by Sohan Lal as to 99.988% and by Raj Vaikunthrai Soni as to 0.008%.

Accordingly, through the majority shareholding held in HomCorp Investments Limited, control of the Issuer is vested in Mr Sohan Lal. The Audit Committee has the purpose, *inter alia*, of vetting and approving related party transactions thus managing any risks associated with the abuse of control by the Issuer's major shareholder.

The Issuer is not aware of any arrangements the operation of which may at a subsequent date result in a change in control of the Issuer.

10. FINANCIAL STATEMENTS

Financial statements of the Issuer have been made up (and published) for the accounting periods ended 31 July 2018 and July 2019. The said financial statements, together with the auditor's report thereon, are incorporated by reference.

There has been no significant change in the financial or trading position of the Issuer which has occurred since the end of the last financial period for which audited financial information has been published.

11. LEGAL AND ARBITRATION PROCEEDINGS

There are no governmental, legal or arbitration proceedings against the Issuer during the previous twelve months, including any pending or threatened proceedings, which the Issuer is aware and considers could have significant effects on its financial position or profitability.

12. MATERIAL CONTRACTS

There are no material contracts entered outside the ordinary course of the Issuer's business, which could result in any group member being under an obligation or entitlement that is material to the Issuer's ability to meet its obligations to holders of the Securities.

13. DOCUMENTS AVAILABLE FOR INSPECTION AND INCORPORATED BY REFERENCE

13.1 DOCUMENTS AVAILABLE FOR INSPECTION

For the life of this Registration Document, copies of the following documents will be available for inspection or for collection by physical means, free of charge, at the registered office of the Issuer during normal business hours:

- (i) the updated constitutive document of the Issuer;
- (ii) the current Registration Document;
- (iii) any Securities Note as may be issued by the Issuer from time to time;
- (iv) any agreements executed with the Agents and with any service provider engaged by the Issuer in relation to and for the purposes of the issue and/or listing of Securities on the IFSM;
- (v) any agreements (including without limitation any loan or similar agreements) entered into by the Issuer with any third party which may relate to the use of the proceeds of an issue of Securities by the Issuer, as further described in the relevant Securities Note;
- (vi) all historical and future financial statements and audit reports issued in respect of the Issuer.

13.2 DOCUMENTS INCORPORATED BY REFERENCE

The audited annual financial statements of the Issuer, including the audit report thereon, for the financial years ended July 2018 and July 2019, shall be deemed to be incorporated in, and to form part of, this Registration Document.

The above document incorporated by reference are available for inspection on the Issuer's website (<http://homre.co.uk/>) and by visiting the Issuer's registered office during normal business hours at the registered office of the Issuer. Copies of the documents referred to in sections 13.1(i), (ii), (iii) and (vi) above may also be requested and provided by electronic means through a request to the Issuer's contact email: welcome@homre.co.uk.

14. DIRECTORY

Registered Office:	Hom Re Limited 25 North Row Mayfair London, W1K 6DJ
Directors:	HomCorp Investments Limited (represented by Sohan Lal) Raj Vaikunthrai Soni David Boyce Shyam Garg
Paying & Settlement Agent:	Alter Domus Fund Services (Malta) Limited Vision Exchange Building Triq it-Territorjals, Zone 1, Central Business District, Birkirkara, CBD 1070, Malta
Registrar	Alter Domus Fund Services (Malta) Limited Vision Exchange Building Triq it-Territorjals, Zone 1, Central Business District, Birkirkara, CBD 1070, Malta
Listing Agent:	Calamatta Cuschieri Investment Services Limited Ewropa Business Centre Triq Dun Karm Birkirkara, BKR 9034, Malta
Auditor:	Mavani Shah & Co Chartered Certified Accountants 170 Draycott Avenue Kenton, Middlesex HA3 0BZ