

**Proceedings of the 9<sup>th</sup> Annual General Meeting of IndoStar Capital Finance Limited ("the Company")**

The 9<sup>th</sup> Annual General Meeting ("AGM") of the Members of the Company was held on Thursday, 27 September 2018 at 11:00 a.m. (IST) at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai – 400025.

Mr. R. Sridhar, Executive Vice-Chairman & CEO welcomed the Members and other fellow colleagues present at the first annual general meeting of the Company after successful completion of the initial public offering and listing of equity shares of the Company on the BSE Limited and the National Stock Exchange of India Limited on 21 May 2018.

Mr. R. Sridhar introduced the Directors and other dignitaries on the dais and conveyed regrets on behalf of the Directors who could not attend the AGM.

Mr. R. Sridhar requested the Members to note that Mr. Jayesh Gandhi, Partner, S. R. Batliboi & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company and Mr. Mukesh Siroya, Proprietor, M Siroya and Company, Company Secretaries, the Secretarial Auditor of the Company, were also present.

Mr. R. Sridhar requested Mr. Dhanpal Jhaveri to occupy the chair.

Mr. Dhanpal Jhaveri occupied the chair and welcomed the Members to the AGM.

The Chairman informed that, as per the attendance slips received, 44 Members (including Members represented by their Authorised Representative and Proxies) were present at the AGM. The requisite quorum being present, the Chairman called the Meeting to order.

The Chairman informed the Members that the Register of Directors and Key Managerial Personnel and their Shareholding, Register of Contracts with related party and Contracts and Bodies etc. in which directors are interested and all the other documents referred to in the Notice convening the 9<sup>th</sup> AGM ("AGM Notice") were available for inspection by the Members during the continuance of the AGM.

With the consent of the Members present at the AGM, the AGM Notice was taken as read.

The Chairman requested the Members to note that the Audit Report(s) on the Financial Statements (Standalone and Consolidated) and the Secretarial Audit Report, for the financial year ended 31 March 2018, respectively did not contain any qualifications, reservations, adverse remarks or disclaimers.



**IndoStar Capital Finance Limited**

Registered Office : One Indiabulls Centre, 20th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai - 400013, India  
T +91 22 4315 7000 | F +91 22 4315 7010 | contact@indostarcapital.com | www.indostarcapital.com  
CIN : L35100MH2009PLC268160

The Chairman delivered his speech.

The Chairman informed the Members that the Company had provided the Members with the facility to exercise their right to vote on the resolutions set out in the AGM Notice by electronic means from a place other than the venue of AGM ("remote e-voting"). The Company had engaged the services of Central Depository Services (India) Limited to provide the remote e-voting facility. Remote e-voting commenced on Monday, 24 September 2018 at 09:00 a.m. (IST) and ended on Wednesday, 26 September 2018 at 05:00 p.m. (IST). The Chairman further informed the Members that a facility of voting through ballot paper was available for voting by the Members who had not cast their votes through remote e-voting facility.

Ms. Ashwini Inamdar, Partner, Mehta & Mehta, Practicing Company Secretaries and failing her Ms. Dipti A. Mehta, Partner, Mehta & Mehta, Practicing Company Secretaries, was appointed as Scrutinizer for remote e-voting and voting by ballot paper at the venue of the AGM.

The following business items as set out in the AGM Notice were deliberated and transacted at the AGM:

**Ordinary Business:**

1. Adoption of: (a) the standalone audited financial statements of the Company for the financial year ended 31 March 2018, along with the report(s) of the Board of Directors and the Auditors thereon; and (b) the consolidated audited financial statements of the Company for the financial year ended 31 March 2018 and the report of the Auditors thereon - Ordinary Resolution;

Mr. Dhanpal Jhaveri being interested in Resolution No. 2 set out in the AGM Notice, requested Mr. Bobby Parikh to chair the AGM for the said resolution. Mr. Bobby Parikh occupied the chair.

2. Appointment of a Director in place of Mr. Dhanpal Jhaveri (DIN: 02018124), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment – Ordinary Resolution;

Mr. Bobby Parikh requested Mr. Dhanpal Jhaveri to re-occupy the chair. Mr. Dhanpal Jhaveri occupied the chair.



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**Special Business:**

3. Increase in the borrowing limits of the Company to INR 20,000 crore, over and above the aggregate, for the time being, of the paid-up share capital, free reserves and securities premium of the Company – Special Resolution;
4. Issue of Non-Convertible Debentures under Private Placement, during a period of 1 year commencing from the date of passing of the Special Resolution at the 9<sup>th</sup> Annual General Meeting, not exceeding INR 12,000 crore – Special Resolution;
5. Ratification and amendment of IndoStar ESOP Plan 2012 – Special Resolution;
6. Ratification and amendment of IndoStar ESOP Plan 2016 – Special Resolution;
7. Ratification and amendment of IndoStar ESOP Plan 2016 – II – Special Resolution;
8. Ratification and amendment of IndoStar ESOP Plan 2017 – Special Resolution;
9. Ratification and amendment of IndoStar ESOP Plan 2018 – Special Resolution;
10. Ratification of IndoStar ESOP Plan(s) for grant of options to the Eligible Employees of Subsidiary Companies / Holding Company – Special Resolution; and
11. Alteration to the Articles of Association of the Company – Special Resolution.

The Chairman invited the Members to raise question / queries and / or seek clarifications. No Members raised any question / query.

Members present at the AGM who had not cast their vote through remote e-voting facility, cast their vote through ballot paper.

The Chairman requested the Members to note that the voting results along with the Scrutinizer's Report will be placed on the website of the Company and the website of Central Depository Services (India) Limited and would be communicated to the BSE Limited and the National Stock Exchange of India Limited.

The Chairman further requested the Members to note that the resolutions as set out in the AGM Notice shall be deemed to be passed on the date of the AGM i.e., 27 September 2018, if carried with requisite majority.



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The Chairman thanked the Members for their presence and declared the AGM as concluded.

Yours faithfully,

For IndoStar Capital Finance Limited

  
Jitendra Bhati  
SVP - Compliance & Secretarial  
(Membership No. FCS 8937)



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CIN : L65100MH2009PLC268160



Voting Results (Remote e-voting and voting through ballot paper at the AGM) of 9<sup>th</sup> Annual General Meeting of the IndoStar Capital Finance Limited held on Thursday, 27 September 2018

|  |  |
|--|--|
| <b>Date of the AGM</b>   | 27 September 2018                        |
| <b>Total number of shareholders on record date (i.e. on 20 September 2018)</b>   | 1,17,623                                 |
| <b>No. of Shareholders present in the meeting either in person or through proxy:</b><br><br>Promoters and Promoter Group:<br>Public: | <br><br>3<br>41                          |
| <b>No. of Shareholders attended the meeting through Video Conferencing :</b><br><br>Promoters and Promoter Group:<br>Public:         | <br><br>Not Applicable<br>Not Applicable |



| Agenda Item No. 1   |                               |                           | Adoption of:<br>(a) the standalone audited financial statements of the Company for the financial year ended March 31, 2018, along with the report(s) of the Board of Directors and the Auditors thereon; and<br>(b) the consolidated audited financial statements of the Company for the financial year ended March 31, 2018 and the report of the Auditors thereon. |  |                                 |                              |   |   |
|---|-------------------------------|---------------------------|--|--|---------------------------------|------------------------------|---|---|
| Resolution Required (Ordinary/ Special)                                   |                               |                           | Ordinary Resolution  |  |                                 |                              |   |   |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                           | No   |  |                                 |                              |   |   |
| Category  | Mode of Voting                | No. of shares held<br>[1] | No. of votes polled<br>[2]   | % of Votes Polled on outstanding shares<br>[3]=([2]/[1])*100 | No. of Votes – in favour<br>[4] | No. of Votes –Against<br>[5] | % of Votes in favour on votes polled<br>[6]=([4]/[2])*100 | % of Votes against on votes polled<br>[7]=([5]/[2])*100 |
| Promoter and Promoter Group   | E-Voting                      | 54,079,228                | 54,079,228   | 100.0000   | 54,079,228                      | 0                            | 100.0000  | 0.0000  |
|   | Poll / Ballot Paper           |                           | -  | -  | -                               | -                            | -   | -   |
|   | Postal Ballot (if applicable) |                           | NA   | NA   | NA                              | NA                           | NA  | NA  |
|   | <b>Total</b>                  |                           | <b>54,079,228</b>  | <b>100.0000</b>  | <b>54,079,228</b>               | <b>0</b>                     | <b>100.0000</b>   | <b>0.0000</b>   |
| Public Institutions   | E-Voting                      | 21,678,555                | 16,772,555   | 77.3693  | 16,772,555                      | 0                            | 100.0000  | 0.0000  |
|   | Poll / Ballot Paper           |                           | -  | -  | -                               | -                            | -   | -   |
|   | Postal Ballot (if applicable) |                           | NA   | NA   | NA                              | NA                           | NA  | NA  |
|   | <b>Total</b>                  |                           | <b>16,772,555</b>  | <b>77.3693</b>   | <b>16,772,555</b>               | <b>0</b>                     | <b>100.0000</b>   | <b>0.0000</b>   |
| Public Non Institutions   | E-Voting                      | 16,479,632                | 5,113,318  | 31.0281  | 5,113,177                       | 141                          | 99.9972   | 0.0028  |
|   | Poll / Ballot Paper           |                           | 5,448  | 0.0331   | 5,448                           | 0                            | 100.0000  | 0.0000  |
|   | Postal Ballot (if applicable) |                           | NA   | NA   | NA                              | NA                           | NA  | NA  |
|   | <b>Total</b>                  |                           | <b>5,118,766</b>   | <b>31.0612</b>   | <b>5,118,625</b>                | <b>141</b>                   | <b>99.9972</b>  | <b>0.0028</b>   |
| <b>Total</b>  |                               | <b>92,237,415</b>         | <b>75,970,549</b>  | <b>82.3641</b>   | <b>75,970,408</b>               | <b>141</b>                   | <b>99.9998</b>  | <b>0.0002</b>   |





| Agenda Item No. 2   |                               |                    | Appointment of Director in place of Mr. Dhanpal Jhaveri (DIN: 02018124), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment. |   |                          |                       |                                      |                                    |
|---|-------------------------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required (Ordinary/ Special)                                   |                               |                    | Ordinary Resolution   |   |                          |                       |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                    | No  |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting                | No. of shares held | No. of votes polled   | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                               | [1]                | [2]   | $[3]=\frac{[2]}{[1]}\times 100$         | [4]                      | [5]                   | $[6]=\frac{[4]}{[2]}\times 1$        | $[7]=\frac{[5]}{[2]}\times 100$    |
| Promoter and Promoter Group   | E-Voting                      | 54,079,228         | 54,079,228  | 100.0000                                | 54,079,228               | 0                     | 100.0000                             | 0.0000                             |
|   | Poll / Ballot Paper           |                    | -   | -                                       | -                        | -                     | -                                    |                                    |
|   | Postal Ballot (if applicable) |                    | NA  | NA                                      | NA                       | NA                    | NA                                   |                                    |
|   | <b>Total</b>                  |                    | <b>54,079,228</b>   | <b>100.0000</b>                         | <b>54,079,228</b>        | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting                      | 21,678,555         | 16,840,841  | 77.6843                                 | 15,440,841               | 1,400,000             | 91.6869                              | 8.3131                             |
|   | Poll / Ballot Paper           |                    | -   | -                                       | -                        | -                     | -                                    |                                    |
|   | Postal Ballot (if applicable) |                    | NA  | NA                                      | NA                       | NA                    | NA                                   |                                    |
|   | <b>Total</b>                  |                    | <b>16,840,841</b>   | <b>77.6843</b>                          | <b>15,440,841</b>        | <b>1,400,000</b>      | <b>91.6869</b>                       | <b>8.3131</b>                      |
| Public Non Institutions   | E-Voting                      | 16,479,632         | 5,113,344   | 31.0283                                 | 5,113,177                | 167                   | 99.9967                              | 0.0033                             |
|   | Poll / Ballot Paper           |                    | 5,448   | 0.0331                                  | 5,448                    | 0                     | 100.0000                             | 0.0000                             |
|   | Postal Ballot (if applicable) |                    | NA  | NA                                      | NA                       | NA                    | NA                                   |                                    |
|   | <b>Total</b>                  |                    | <b>5,118,792</b>  | <b>31.0614</b>                          | <b>5,118,625</b>         | <b>167</b>            | <b>99.9967</b>                       | <b>0.0033</b>                      |
| <b>Total</b>  |                               | <b>92,237,415</b>  | <b>76,038,861</b>   | <b>82.4382</b>                          | <b>74,638,694</b>        | <b>1,400,167</b>      | <b>98.1586</b>                       | <b>1.8414</b>                      |



| Agenda Item No. 3   |                               | Approval for increase in the borrowing limits of the Company to INR 20,000 crore, over and above the aggregate, for the time being, of the paid-up share capital, free reserves and securities premium of the Company |                     |   |                          |                       |                                      |                                    |
|---|-------------------------------|---|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required (Ordinary/ Special)                                   |                               | Special Resolution  |                     |   |                          |                       |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               | No  |                     |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting                | No. of shares held  | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                               | [1]   | [2]                 | [3]=([2]/[1])*100                       | [4]                      | [5]                   | [6]=([4]/[2])*10                     | [7]=([5]/[2])*100                  |
| Promoter and Promoter Group   | E-Voting                      | 54,079,228  | 54,079,228          | 100.0000                                | 54,079,228               | 0                     | 100.0000                             | 0.0000                             |
|   | Poll / Ballot Paper           |   | -                   | -                                       | -                        | -                     | -                                    | -                                  |
|   | Postal Ballot (if applicable) |   | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|   | <b>Total</b>                  |   | <b>54,079,228</b>   | <b>100.0000</b>                         | <b>54,079,228</b>        | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting                      | 21,678,555  | 16,840,841          | 77.6843                                 | 14,699,133               | 2,141,708             | 87.2827                              | 12.7173                            |
|   | Poll / Ballot Paper           |   | -                   | -                                       | -                        | -                     | -                                    | -                                  |
|   | Postal Ballot (if applicable) |   | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|   | <b>Total</b>                  |   | <b>16,840,841</b>   | <b>77.6843</b>                          | <b>14,699,133</b>        | <b>2,141,708</b>      | <b>87.2827</b>                       | <b>12.7173</b>                     |
| Public Non Institutions   | E-Voting                      | 16,479,632  | 5,113,318           | 31.0281                                 | 5,113,125                | 193                   | 99.9962                              | 0.0038                             |
|   | Poll / Ballot Paper           |   | 5,448               | 0.0331                                  | 5,448                    | 0                     | 100.0000                             | 0.0000                             |
|   | Postal Ballot (if applicable) |   | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|   | <b>Total</b>                  |   | <b>5,118,766</b>    | <b>31.0612</b>                          | <b>5,118,573</b>         | <b>193</b>            | <b>99.9962</b>                       | <b>0.0038</b>                      |
| <b>Total</b>  |                               | <b>92,237,415</b>   | <b>76,038,835</b>   | <b>82.4382</b>                          | <b>73,896,934</b>        | <b>2,141,901</b>      | <b>97.1831</b>                       | <b>2.8169</b>                      |





| Agenda Item No. 4   |                               | Approval for issue of Non-Convertible Debentures under Private Placement, during a period of 1 year commencing from the date of passing of the Special Resolution at the 9th Annual General Meeting, not exceeding INR 12,000 crore |                     |   |                          |                       |                                      |                                    |
|---|-------------------------------|---|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required (Ordinary/ Special) whether promoter/ promoter group are interested in the agenda/resolution? |                               | Special Resolution  |                     |   |                          |                       |                                      |                                    |
|   |                               | No  |                     |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting                | No. of shares held  | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                               | [1]   | [2]                 | $[3]=\frac{[2]}{[1]}*100$               | [4]                      | [5]                   | $[6]=\frac{[4]}{[2]}*100$            | $[7]=\frac{[5]}{[2]}*100$          |
| Promoter and Promoter Group   | E-Voting                      | 54,079,228  | 54,079,228          | 100.0000                                | 54,079,228               | 0                     | 100.0000                             | 0.0000                             |
|   | Poll / Ballot Paper           |   | -                   | -                                       | -                        | -                     | -                                    | -                                  |
|   | Postal Ballot (if applicable) |   | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|   | <b>Total</b>                  |   | <b>54,079,228</b>   | <b>100.0000</b>                         | <b>54,079,228</b>        | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting                      | 21,678,555  | 16,840,841          | 77.6843                                 | 14,672,378               | 2,168,463             | 87.1238                              | 12.8762                            |
|   | Poll / Ballot Paper           |   | -                   | -                                       | -                        | -                     | -                                    | -                                  |
|   | Postal Ballot (if applicable) |   | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|   | <b>Total</b>                  |   | <b>16,840,841</b>   | <b>77.6843</b>                          | <b>14,672,378</b>        | <b>2,168,463</b>      | <b>87.1238</b>                       | <b>12.8762</b>                     |
| Public Non Institutions   | E-Voting                      | 16,479,632  | 5,113,344           | 31.0283                                 | 5,113,125                | 219                   | 99.9957                              | 0.0043                             |
|   | Poll / Ballot Paper           |   | 5,448               | 0.0331                                  | 5,448                    | 0                     | 100.0000                             | 0.0000                             |
|   | Postal Ballot (if applicable) |   | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|   | <b>Total</b>                  |   | <b>5,118,792</b>    | <b>31.0614</b>                          | <b>5,118,573</b>         | <b>219</b>            | <b>99.9957</b>                       | <b>0.0043</b>                      |
| <b>Total</b>  |                               | <b>92,237,415</b>   | <b>76,038,861</b>   | <b>82.4382</b>                          | <b>73,870,179</b>        | <b>2,168,682</b>      | <b>97.1479</b>                       | <b>2.8521</b>                      |



| Agenda Item No. 5   |                               |                    | Ratification and amendment of IndoStar ESOP Plan 2012 |   |                          |                        |                                      |                                    |
|---|-------------------------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution Required (Ordinary/ Special)                                   |                               |                    | Special Resolution                                    |   |                          |                        |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                    | No  |   |                          |                        |                                      |                                    |
| Category  | Mode of Voting                | No. of shares held | No. of votes polled                                   | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                               | [1]                | [2]   | $[3]=\frac{[2]}{[1]}*100$               | [4]                      | [5]                    | $[6]=\frac{[4]}{[2]}*100$            | $[7]=\frac{[5]}{[2]}*100$          |
| Promoter and Promoter Group   | E-Voting                      | 54,079,228         | 54,079,228  | 100.0000                                | 54,079,228               | 0                      | 100.0000                             | 0.0000                             |
|   | Poll / Ballot Paper           |                    | -   | -                                       | -                        | -                      | -                                    |                                    |
|   | Postal Ballot (if applicable) |                    | NA  | NA                                      | NA                       | NA                     | NA                                   |                                    |
|   | <b>Total</b>                  |                    | <b>54,079,228</b>                                     | <b>100.0000</b>                         | <b>54,079,228</b>        | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting                      | 21,678,555         | 16,840,841  | 77.6843                                 | 13,103,291               | 3,737,550              | 77.8066                              | 22.1934                            |
|   | Poll / Ballot Paper           |                    | -   | -                                       | -                        | -                      | -                                    |                                    |
|   | Postal Ballot (if applicable) |                    | NA  | NA                                      | NA                       | NA                     | NA                                   |                                    |
|   | <b>Total</b>                  |                    | <b>16,840,841</b>                                     | <b>77.6843</b>                          | <b>13,103,291</b>        | <b>3,737,550</b>       | <b>77.8066</b>                       | <b>22.1934</b>                     |
| Public Non Institutions   | E-Voting                      | 16,479,632         | 5,113,318   | 31.0281                                 | 5,113,099                | 219                    | 99.9957                              | 0.0043                             |
|   | Poll / Ballot Paper           |                    | 5,448   | 0.0331                                  | 5,448                    | 0                      | 100.0000                             | 0.0000                             |
|   | Postal Ballot (if applicable) |                    | NA  | NA                                      | NA                       | NA                     | NA                                   |                                    |
|   | <b>Total</b>                  |                    | <b>5,118,766</b>                                      | <b>31.0612</b>                          | <b>5,118,547</b>         | <b>219</b>             | <b>99.9957</b>                       | <b>0.0043</b>                      |
| <b>Total</b>  |                               | <b>92,237,415</b>  | <b>76,038,835</b>                                     | <b>82.4382</b>                          | <b>72,301,066</b>        | <b>3,737,769</b>       | <b>95.0844</b>                       | <b>4.9156</b>                      |



| Agenda Item No. 6   |                               | Ratification and amendment of IndoStar ESOP Plan 2016 |                     |   |                          |                       |                                      |                                    |
|---|-------------------------------|---|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required (Ordinary/ Special)                                   |                               | Special Resolution                                    |                     |   |                          |                       |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               | No  |                     |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting                | No. of shares held                                    | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                               | [1]   | [2]                 | [3]={[2]/[1]}*100                       | [4]                      | [5]                   | [6]={[4]/[2]}*1                      | [7]={[5]/[2]}*100                  |
| Promoter and Promoter Group   | E-Voting                      | 54,079,228  | 54,079,228          | 100.0000                                | 54,079,228               | 0                     | 100.0000                             | 0.0000                             |
|   | Poll / Ballot Paper           |   | -                   | -                                       | -                        | -                     | -                                    | -                                  |
|   | Postal Ballot (if applicable) |   | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|   | <b>Total</b>                  |   | <b>54,079,228</b>   | <b>100.0000</b>                         | <b>54,079,228</b>        | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting                      | 21,678,555  | 16,840,841          | 77.6843                                 | 13,103,291               | 3,737,550             | 77.8066                              | 22.1934                            |
|   | Poll / Ballot Paper           |   | -                   | -                                       | -                        | -                     | -                                    | -                                  |
|   | Postal Ballot (if applicable) |   | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|   | <b>Total</b>                  |   | <b>16,840,841</b>   | <b>77.6843</b>                          | <b>13,103,291</b>        | <b>3,737,550</b>      | <b>77.8066</b>                       | <b>22.1934</b>                     |
| Public Non Institutions   | E-Voting                      | 16,479,632  | 5,113,318           | 31.0281                                 | 5,113,073                | 245                   | 99.9952                              | 0.0048                             |
|   | Poll / Ballot Paper           |   | 5,448               | 0.0331                                  | 5,448                    | 0                     | 100.0000                             | 0.0000                             |
|   | Postal Ballot (if applicable) |   | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|   | <b>Total</b>                  |   | <b>5,118,766</b>    | <b>31.0612</b>                          | <b>5,118,521</b>         | <b>245</b>            | <b>99.9952</b>                       | <b>0.0048</b>                      |
| <b>Total</b>  |                               | <b>92,237,415</b>                                     | <b>76,038,835</b>   | <b>82.4382</b>                          | <b>72,301,040</b>        | <b>3,737,795</b>      | <b>95.0844</b>                       | <b>4.9156</b>                      |





| Agenda Item No. 7   |                               | Ratification and amendment of IndoStar ESOP Plan 2016 - II |                     |   |                          |                       |                                      |                                    |
|---|-------------------------------|--|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required (Ordinary/ Special)                                   |                               | Special Resolution   |                     |   |                          |                       |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               | No   |                     |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting                | No. of shares held   | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                               | [1]  | [2]                 | [3]=([2]/[1])*100                       | [4]                      | [5]                   | [6]=([4]/[2])*10                     | [7]=([5]/[2])*100                  |
| Promoter and Promoter Group   | E-Voting                      | 54,079,228   | 54,079,228          | 100.0000                                | 54,079,228               | 0                     | 100.0000                             | 0.0000                             |
|   | Poll / Ballot Paper           |  | -                   | -                                       | -                        | -                     | -                                    | -                                  |
|   | Postal Ballot (if applicable) |  | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|   | <b>Total</b>                  |  | <b>54,079,228</b>   | <b>100.0000</b>                         | <b>54,079,228</b>        | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting                      | 21,678,555   | 16,840,841          | 77.6843                                 | 13,103,291               | 3,737,550             | 77.8066                              | 22.1934                            |
|   | Poll / Ballot Paper           |  | -                   | -                                       | -                        | -                     | -                                    | -                                  |
|   | Postal Ballot (if applicable) |  | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|   | <b>Total</b>                  |  | <b>16,840,841</b>   | <b>77.6843</b>                          | <b>13,103,291</b>        | <b>3,737,550</b>      | <b>77.8066</b>                       | <b>22.1934</b>                     |
| Public Non Institutions   | E-Voting                      | 16,479,632   | 5,113,318           | 31.0281                                 | 5,113,073                | 245                   | 99.9952                              | 0.0048                             |
|   | Poll / Ballot Paper           |  | 5,448               | 0.0331                                  | 5,448                    | 0                     | 100.0000                             | 0.0000                             |
|   | Postal Ballot (if applicable) |  | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|   | <b>Total</b>                  |  | <b>5,118,766</b>    | <b>31.0612</b>                          | <b>5,118,521</b>         | <b>245</b>            | <b>99.9952</b>                       | <b>0.0048</b>                      |
| <b>Total</b>  |                               | <b>92,237,415</b>  | <b>76,038,835</b>   | <b>82.4382</b>                          | <b>72,301,040</b>        | <b>3,737,795</b>      | <b>95.0844</b>                       | <b>4.9156</b>                      |



| Agenda Item No. 8   |                               | Ratification and amendment of IndoStar ESOP Plan 2017 |                     |   |                          |                       |                                      |                                    |
|---|-------------------------------|---|---------------------|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required (Ordinary/ Special)                                   |                               | Special Resolution                                    |                     |   |                          |                       |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               | No  |                     |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting                | No. of shares held                                    | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                               | [1]   | [2]                 | [3]={[2]/[1]}*100                       | [4]                      | [5]                   | [6]={[4]/[2]}*100                    | [7]={[5]/[2]}*100                  |
| Promoter and Promoter Group   | E-Voting                      | 54,079,228  | 54,079,228          | 100.0000                                | 54,079,228               | 0                     | 100.0000                             | 0.0000                             |
|   | Poll / Ballot Paper           |   | -                   | -                                       | -                        | -                     | -                                    | -                                  |
|   | Postal Ballot (if applicable) |   | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|   | <b>Total</b>                  |   | <b>54,079,228</b>   | <b>100.0000</b>                         | <b>54,079,228</b>        | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting                      | 21,678,555  | 16,840,841          | 77.6843                                 | 13,103,291               | 3,737,550             | 77.8066                              | 22.1934                            |
|   | Poll / Ballot Paper           |   | -                   | -                                       | -                        | -                     | -                                    | -                                  |
|   | Postal Ballot (if applicable) |   | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|   | <b>Total</b>                  |   | <b>16,840,841</b>   | <b>77.6843</b>                          | <b>13,103,291</b>        | <b>3,737,550</b>      | <b>77.8066</b>                       | <b>22.1934</b>                     |
| Public Non Institutions   | E-Voting                      | 16,479,632  | 5,113,318           | 31.0281                                 | 5,113,073                | 245                   | 99.9952                              | 0.0048                             |
|   | Poll / Ballot Paper           |   | 5,448               | 0.0331                                  | 5,448                    | 0                     | 100.0000                             | 0.0000                             |
|   | Postal Ballot (if applicable) |   | NA                  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|   | <b>Total</b>                  |   | <b>5,118,766</b>    | <b>31.0612</b>                          | <b>5,118,521</b>         | <b>245</b>            | <b>99.9952</b>                       | <b>0.0048</b>                      |
| <b>Total</b>  |                               | <b>92,237,415</b>                                     | <b>76,038,835</b>   | <b>82.4382</b>                          | <b>72,301,040</b>        | <b>3,737,795</b>      | <b>95.0844</b>                       | <b>4.9156</b>                      |



| Agenda Item No. 9   |                               |                    | Ratification and amendment of IndoStar ESOP Plan 2018 |   |                          |                       |                                      |                                    |
|---|-------------------------------|--------------------|---|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required (Ordinary/ Special)                                   |                               |                    | Special Resolution                                    |   |                          |                       |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                    | No  |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting                | No. of shares held | No. of votes polled                                   | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                               | [1]                | [2]   | $[3]=\{[2]/[1]\}*100$                   | [4]                      | [5]                   | $[6]=\{[4]/[2]\}*10$                 | $[7]=\{[5]/[2]\}*100$              |
| Promoter and Promoter Group   | E-Voting                      | 54,079,228         | 54,079,228  | 100.0000                                | 54,079,228               | 0                     | 100.0000                             | 0.0000                             |
|   | Poll / Ballot Paper           |                    | -   | -                                       | -                        | -                     | -                                    | -                                  |
|   | Postal Ballot (if applicable) |                    | NA  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|   | <b>Total</b>                  |                    | <b>54,079,228</b>                                     | <b>100.0000</b>                         | <b>54,079,228</b>        | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting                      | 21,678,555         | 16,840,841  | 77.6843                                 | 12,463,181               | 4,377,660             | 74.0057                              | 25.9943                            |
|   | Poll / Ballot Paper           |                    | -   | -                                       | -                        | -                     | -                                    | -                                  |
|   | Postal Ballot (if applicable) |                    | NA  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|   | <b>Total</b>                  |                    | <b>16,840,841</b>                                     | <b>77.6843</b>                          | <b>12,463,181</b>        | <b>4,377,660</b>      | <b>74.0057</b>                       | <b>25.9943</b>                     |
| Public Non Institutions   | E-Voting                      | 16,479,632         | 5,113,318   | 31.0281                                 | 5,113,073                | 245                   | 99.9952                              | 0.0048                             |
|   | Poll / Ballot Paper           |                    | 5,448   | 0.0331                                  | 5,448                    | 0                     | 100.0000                             | 0.0000                             |
|   | Postal Ballot (if applicable) |                    | NA  | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|   | <b>Total</b>                  |                    | <b>5,118,766</b>                                      | <b>31.0612</b>                          | <b>5,118,521</b>         | <b>245</b>            | <b>99.9952</b>                       | <b>0.0048</b>                      |
| <b>Total</b>  |                               | <b>92,237,415</b>  | <b>76,038,835</b>                                     | <b>82.4382</b>                          | <b>71,660,930</b>        | <b>4,377,905</b>      | <b>94.2425</b>                       | <b>5.7575</b>                      |





| Agenda Item No. 10  |                               |                    | Ratification of IndoStar ESOP Plan(s) for grant of options to the Eligible Employees of Subsidiary Companies / Holding Company |   |                          |                       |                                      |                                    |
|---|-------------------------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required (Ordinary/ Special)                                   |                               |                    | Special Resolution   |   |                          |                       |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                    | No   |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting                | No. of shares held | No. of votes polled  | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                               | [1]                | [2]  | $[3]=([2]/[1])*100$                     | [4]                      | [5]                   | $[6]=([4]/[2])*1$                    | $[7]=([5]/[2])*100$                |
| Promoter and Promoter Group   | E-Voting                      | 54,079,228         | 54,079,228   | 100.0000                                | 54,079,228               | 0                     | 100.0000                             | 0.0000                             |
|   | Poll / Ballot Paper           |                    | -  | -                                       | -                        | -                     | -                                    | -                                  |
|   | Postal Ballot (if applicable) |                    | NA   | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|   | <b>Total</b>                  |                    | <b>54,079,228</b>  | <b>100.0000</b>                         | <b>54,079,228</b>        | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting                      | 21,678,555         | 16,840,841   | 77.6843                                 | 13,103,291               | 3,737,550             | 77.8066                              | 22.1934                            |
|   | Poll / Ballot Paper           |                    | -  | -                                       | -                        | -                     | -                                    | -                                  |
|   | Postal Ballot (if applicable) |                    | NA   | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|   | <b>Total</b>                  |                    | <b>16,840,841</b>  | <b>77.6843</b>                          | <b>13,103,291</b>        | <b>3,737,550</b>      | <b>77.8066</b>                       | <b>22.1934</b>                     |
| Public Non Institutions   | E-Voting                      | 16,479,632         | 5,113,318  | 31.0281                                 | 5,113,073                | 245                   | 99.9952                              | 0.0048                             |
|   | Poll / Ballot Paper           |                    | 5,448  | 0.0331                                  | 5,448                    | 0                     | 100.0000                             | 0.0000                             |
|   | Postal Ballot (if applicable) |                    | NA   | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|   | <b>Total</b>                  |                    | <b>5,118,766</b>   | <b>31.0612</b>                          | <b>5,118,521</b>         | <b>245</b>            | <b>99.9952</b>                       | <b>0.0048</b>                      |
| <b>Total</b>  |                               | <b>92,237,415</b>  | <b>76,038,835</b>  | <b>82.4382</b>                          | <b>72,301,040</b>        | <b>3,737,795</b>      | <b>95.0844</b>                       | <b>4.9156</b>                      |



| Agenda Item No. 11  |                               |                    | Alteration to the Articles of Association of the Company |   |                          |                       |                                      |                                    |
|---|-------------------------------|--------------------|--|---|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required (Ordinary/ Special)                                   |                               |                    | Special Resolution                                       |   |                          |                       |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                               |                    | No   |   |                          |                       |                                      |                                    |
| Category  | Mode of Voting                | No. of shares held | No. of votes polled                                      | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|   |                               | [1]                | [2]  | $[3]=\{[2]/[1]\} * 100$                 | [4]                      | [5]                   | $[6]=\{[4]/[2]\} * 100$              | $[7]=\{[5]/[2]\} * 100$            |
| Promoter and Promoter Group   | E-Voting                      | 54,079,228         | 54,079,228   | 100.0000                                | 54,079,228               | 0                     | 100.0000                             | 0.0000                             |
|   | Poll / Ballot Paper           |                    | -  | -                                       | -                        | -                     | -                                    | -                                  |
|   | Postal Ballot (if applicable) |                    | NA   | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|   | <b>Total</b>                  |                    | <b>54,079,228</b>  | <b>100.0000</b>                         | <b>54,079,228</b>        | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting                      | 21,678,555         | 16,840,841   | 77.6843                                 | 15,440,841               | 1,400,000             | 91.6869                              | 8.3131                             |
|   | Poll / Ballot Paper           |                    | -  | -                                       | -                        | -                     | -                                    | -                                  |
|   | Postal Ballot (if applicable) |                    | NA   | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|   | <b>Total</b>                  |                    | <b>16,840,841</b>  | <b>77.6843</b>                          | <b>15,440,841</b>        | <b>1,400,000</b>      | <b>91.6869</b>                       | <b>8.3131</b>                      |
| Public Non Institutions   | E-Voting                      | 16,479,632         | 5,113,318  | 31.0281                                 | 5,113,125                | 193                   | 99.9962                              | 0.0038                             |
|   | Poll / Ballot Paper           |                    | 5,448  | 0.0331                                  | 5,448                    | 0                     | 100.0000                             | 0.0000                             |
|   | Postal Ballot (if applicable) |                    | NA   | NA                                      | NA                       | NA                    | NA                                   | NA                                 |
|   | <b>Total</b>                  |                    | <b>5,118,766</b>   | <b>31.0612</b>                          | <b>5,118,573</b>         | <b>193</b>            | <b>99.9962</b>                       | <b>0.0038</b>                      |
| <b>Total</b>  |                               | <b>92,237,415</b>  | <b>76,038,835</b>  | <b>82.4382</b>                          | <b>74,638,642</b>        | <b>1,400,193</b>      | <b>98.1586</b>                       | <b>1.8414</b>                      |





## COMPANY SECRETARIES

201-206, SHIV SMRITI, 2ND FLOOR, 49/A, DR. ANNIE BESANT ROAD, ABOVE CORPORATION BANK, WORLI, MUMBAI-400 018  
TEL : +91-22-6611 9696 • E-mail: dipti@mehta-mehta.com • Visit us : www.mehta-mehta.com

AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

### Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and  
Rule 20 of the Companies (Management and Administration) Rules, 2014]

The Chairman  
Indostar Capital Finance Limited

09<sup>th</sup> Annual General Meeting ("AGM") of the Members of Indostar Capital Finance Limited ("the Company") held on Thursday, September 27, 2018 at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai - 400025

Dear Sir,

I, **Dipti Mehta**, Practicing Company Secretary and Partner, M/s. Mehta & Mehta, Company Secretaries, appointed by the Board of Directors of Indostar Capital Finance Limited ("the Company") to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the process of remote e-voting and voting through ballot paper at the 09<sup>th</sup> Annual General Meeting ("AGM") of the Company in respect of the Resolutions as set out in the Notice convening the AGM, do hereby submit my report as follows:

1. The Resolutions were transacted through the process of remote e-voting and voting through ballot paper at the venue of the AGM. For the purpose of remote e-voting, the Company had engaged the services of Central Depository Services (India) Limited ("CDSL").
2. Voting rights were reckoned on the paid-up value of shares registered in the name of the Members as on Thursday, September 20, 2018 ("cut-off date").
3. The period for remote e-voting commenced on Monday, September 24, 2018 at 09:00 a. m. (IST) and ended on Wednesday, September 26, 2018 at 05:00 p.m. (IST). The Remote e-voting module was disabled by CDSL for voting thereafter.
4. The facility for voting through ballot paper was made available at the AGM venue for the Members attending the Meeting and who did not cast their vote through remote e-voting.





5. Further, the votes cast through remote e-voting were unblocked in the presence of two witnesses Mr. Mihant Alimchandani and Mr. Yash Goswami neither of whom are in the employment of the Company.
6. The report on votes cast through remote e-voting was generated from CDSL e-voting website <https://www.evotingindia.com>
7. The consolidated results of remote e-voting and voting through ballot paper at the AGM venue is enclosed as an Annexure to this report.

Thanking You,

For Mehta & Mehta  
Company Secretaries

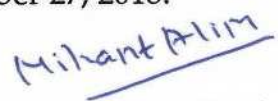
  
Dipti Mehta  
Scrutinizer  
FCS No: 3667  
CP No: 3202

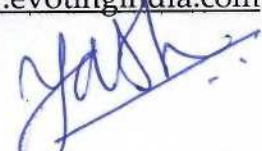


Place: Mumbai  
Date: September 27, 2018

Enclosed: Annexure

We, the undersigned have witnessed that the votes cast through remote e-voting were unblocked from CDSL's e-voting website <https://www.evotingindia.com> in our presence on September 27, 2018.

  
Name : Mihant Alimchandani  
Address : Flat No. 401, B-Wing, Deccan Building, Union Park Road, Bandra (West), Mumbai - 400052

  
Name : Yash Goswami  
Address : Room No. 16, Amrut Nagar CHS, M. B. Estate, Agashi Road, Virar (West), Mumbai - 401303

Countersigned by

  
Chairman of the Board  
Indostar Capital Finance Limited



**Item No. 1: Ordinary Resolution**

To receive, consider and adopt:

- (a) The standalone audited financial statements of the Company for the financial year ended March 31, 2018, along with the report(s) of the Board of Directors and the Auditors thereon;
- (b) The consolidated audited financial statements of the Company for the financial year ended March 31, 2018 and the report of the Auditors thereon.

| Particulars                       | Remote e-voting             |                                       | Voting through ballot paper at the venue of the AGM |                                       | Consolidated voting results       |   |   |
|-----------------------------------|-----------------------------|---------------------------------------|---|---------------------------------------|-----------------------------------|---|---|
|                                   | Number of Members who voted | Number of Shares for which votes cast | Number of Members who voted                         | Number of Shares for which votes cast | Total number of Members who voted | Total number of Shares for which votes cast | Percentage of votes to total number of valid votes cast |
| Voted in favour of the resolution | 119                         | 7,59,64,960                           | 10  | 5,448                                 | 129                               | 7,59,70,408                                 | 99.9998%  |
| Votes against the resolution      | 6                           | 141                                   | -   | -                                     | 6                                 | 141   | 0.0002%   |
| Invalid votes                     | -                           | -                                     | 5   | 130                                   | 5                                 | 130   | -   |

**Item No. 2: Ordinary Resolution**

To appoint a Director in place of Mr. Dhanpal Jhaveri (DIN: 02018124), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.

| Particulars                       | Remote e-voting             |                                       | Voting through ballot paper at the venue of the AGM |                                       | Consolidated voting results       |   |   |
|-----------------------------------|-----------------------------|---------------------------------------|---|---------------------------------------|-----------------------------------|---|---|
|                                   | Number of Members who voted | Number of Shares for which votes cast | Number of Members who voted                         | Number of Shares for which votes cast | Total number of Members who voted | Total number of Shares for which votes cast | Percentage of votes to total number of valid votes cast |
| Voted in favour of the resolution | 120                         | 7,46,33,246                           | 10  | 5,448                                 | 130                               | 7,46,38,694                                 | 98.1586%  |
| Votes against the resolution      | 8                           | 14,00,167                             | -   | -                                     | 8                                 | 14,00,167                                   | 1.8414%   |
| Invalid votes                     | -                           | -                                     | 5   | 130                                   | 5                                 | 130   | -   |

**Item No. 3: Special Resolution**

Increase in the borrowing limits of the Company.

| Particulars                       | Remote e-voting             |                                       | Voting through ballot paper at the venue of the AGM |                                       | Consolidated voting results       |   |   |
|-----------------------------------|-----------------------------|---------------------------------------|---|---------------------------------------|-----------------------------------|---|---|
|                                   | Number of Members who voted | Number of Shares for which votes cast | Number of Members who voted                         | Number of Shares for which votes cast | Total number of Members who voted | Total number of Shares for which votes cast | Percentage of votes to total number of valid votes cast |
| Voted in favour of the resolution | 112                         | 7,38,91,486                           | 10  | 5,448                                 | 122                               | 7,38,96,934                                 | 97.1831%  |
| Votes against the resolution      | 15                          | 21,41,901                             | -   | -                                     | 15                                | 21,41,901                                   | 2.8169%   |
| Invalid votes                     | -                           | -                                     | 5   | 130                                   | 5                                 | 130   | -   |





**Item No. 4: Special Resolution**

Issue of Non-Convertible Debentures under Private Placement.

| Particulars                       | Remote e-voting             |                                       | Voting through ballot paper at the venue of the AGM |                                       | Consolidated voting results       |   |   |
|-----------------------------------|-----------------------------|---------------------------------------|---|---------------------------------------|-----------------------------------|---|---|
|                                   | Number of Members who voted | Number of Shares for which votes cast | Number of Members who voted                         | Number of Shares for which votes cast | Total number of Members who voted | Total number of Shares for which votes cast | Percentage of votes to total number of valid votes cast |
| Voted in favour of the resolution | 111                         | 7,38,64,731                           | 10  | 5,448                                 | 121                               | 7,38,70,179                                 | 97.1479%  |
| Votes against the resolution      | 17                          | 21,68,682                             | -   | -                                     | 17                                | 21,68,682                                   | 2.8521%   |
| Invalid votes                     | -                           | -                                     | 5   | 130                                   | 5                                 | 130   | -   |

**Item No. 5: Special Resolution**

Ratification and amendment of Indostar ESOP Plan 2012.

| Particulars                       | Remote e-voting             |                                       | Voting through ballot paper at the venue of the AGM |                                       | Consolidated voting results       |   |   |
|-----------------------------------|-----------------------------|---------------------------------------|---|---------------------------------------|-----------------------------------|---|---|
|                                   | Number of Members who voted | Number of Shares for which votes cast | Number of Members who voted                         | Number of Shares for which votes cast | Total number of Members who voted | Total number of Shares for which votes cast | Percentage of votes to total number of valid votes cast |
| Voted in favour of the resolution | 107                         | 7,22,95,618                           | 10  | 5,448                                 | 117                               | 7,23,01,066                                 | 95.0844%  |
| Votes against the resolution      | 20                          | 37,37,769                             | -   | -                                     | 20                                | 37,37,769                                   | 4.9156%   |
| Invalid votes                     | -                           | -                                     | 5   | 130                                   | 5                                 | 130   | -   |

**Item No. 6: Special Resolution**

Ratification and amendment of Indostar ESOP Plan 2016.

| Particulars                       | Remote e-voting             |                                       | Voting through ballot paper at the venue of the AGM |                                       | Consolidated voting results       |   |   |
|-----------------------------------|-----------------------------|---------------------------------------|---|---------------------------------------|-----------------------------------|---|---|
|                                   | Number of Members who voted | Number of Shares for which votes cast | Number of Members who voted                         | Number of Shares for which votes cast | Total number of Members who voted | Total number of Shares for which votes cast | Percentage of votes to total number of valid votes cast |
| Voted in favour of the resolution | 106                         | 7,22,95,592                           | 10  | 5,448                                 | 116                               | 7,23,01,040                                 | 95.0844%  |
| Votes against the resolution      | 21                          | 37,37,795                             | -   | -                                     | 21                                | 37,37,795                                   | 4.9156%   |
| Invalid votes                     | -                           | -                                     | 5   | 130                                   | 5                                 | 130   | -   |





**Item No. 7: Special Resolution**

Ratification and amendment of Indostar ESOP Plan 2016 - II.

| Particulars                       | Remote e-voting             |                                       | Voting through ballot paper at the venue of the AGM |                                       | Consolidated voting results       |   |   |
|-----------------------------------|-----------------------------|---------------------------------------|---|---------------------------------------|-----------------------------------|---|---|
|                                   | Number of Members who voted | Number of Shares for which votes cast | Number of Members who voted                         | Number of Shares for which votes cast | Total number of Members who voted | Total number of Shares for which votes cast | Percentage of votes to total number of valid votes cast |
| Voted in favour of the resolution | 106                         | 7,22,95,592                           | 10  | 5,448                                 | 116                               | 7,23,01,040                                 | 95.0844%  |
| Votes against the resolution      | 21                          | 37,37,795                             | -   | -                                     | 21                                | 37,37,795                                   | 4.9156%   |
| Invalid votes                     | -                           | -                                     | 5   | 130                                   | 5                                 | 130   | -   |

**Item No. 8: Special Resolution**

Ratification and amendment of Indostar ESOP Plan 2017.

| Particulars                       | Remote e-voting             |                                       | Voting through ballot paper at the venue of the AGM |                                       | Consolidated voting results       |   |   |
|-----------------------------------|-----------------------------|---------------------------------------|---|---------------------------------------|-----------------------------------|---|---|
|                                   | Number of Members who voted | Number of Shares for which votes cast | Number of Members who voted                         | Number of Shares for which votes cast | Total number of Members who voted | Total number of Shares for which votes cast | Percentage of votes to total number of valid votes cast |
| Voted in favour of the resolution | 106                         | 7,22,95,592                           | 10  | 5,448                                 | 116                               | 7,23,01,040                                 | 95.0844%  |
| Votes against the resolution      | 21                          | 37,37,795                             | -   | -                                     | 21                                | 37,37,795                                   | 4.9156%   |
| Invalid votes                     | -                           | -                                     | 5   | 130                                   | 5                                 | 130   | -   |

**Item No. 9: Special Resolution**

Ratification and amendment of Indostar ESOP Plan 2018.

| Particulars                       | Remote e-voting             |                                       | Voting through ballot paper at the venue of the AGM |                                       | Consolidated voting results       |   |   |
|-----------------------------------|-----------------------------|---------------------------------------|---|---------------------------------------|-----------------------------------|---|---|
|                                   | Number of Members who voted | Number of Shares for which votes cast | Number of Members who voted                         | Number of Shares for which votes cast | Total number of Members who voted | Total number of Shares for which votes cast | Percentage of votes to total number of valid votes cast |
| Voted in favour of the resolution | 87                          | 7,16,55,482                           | 10  | 5,448                                 | 97                                | 7,16,60,930                                 | 94.2425%  |
| Votes against the resolution      | 40                          | 43,77,905                             | -   | -                                     | 40                                | 43,77,905                                   | 5.7575%   |
| Invalid votes                     | -                           | -                                     | 5   | 130                                   | 5                                 | 130   | -   |



**Item No. 10: Special Resolution**

Ratification of Indostar ESOP Plan(s) for Grant of Options to the Eligible Employees of Subsidiary Companies / Holding Company

| Particulars                       | Remote e-voting             |                                       | Voting through ballot paper at the venue of the AGM |                                       | Consolidated voting results       |   |   |
|-----------------------------------|-----------------------------|---------------------------------------|---|---------------------------------------|-----------------------------------|---|---|
|                                   | Number of Members who voted | Number of Shares for which votes cast | Number of Members who voted                         | Number of Shares for which votes cast | Total number of Members who voted | Total number of Shares for which votes cast | Percentage of votes to total number of valid votes cast |
| Voted in favour of the resolution | 106                         | 7,22,95,592                           | 10  | 5,448                                 | 116                               | 7,23,01,040                                 | 95.0844%  |
| Votes against the resolution      | 21                          | 37,37,795                             | -   | -                                     | 21                                | 37,37,795                                   | 4.9156%   |
| Invalid votes                     | -                           | -                                     | 5   | 130                                   | 5                                 | 130   | -   |

**Item No. 11: Special Resolution**

Alteration to the Articles of Association of the Company.

| Particulars                       | Remote e-voting             |                                       | Voting through ballot paper at the venue of the AGM |                                       | Consolidated voting results       |   |   |
|-----------------------------------|-----------------------------|---------------------------------------|---|---------------------------------------|-----------------------------------|---|---|
|                                   | Number of Members who voted | Number of Shares for which votes cast | Number of Members who voted                         | Number of Shares for which votes cast | Total number of Members who voted | Total number of Shares for which votes cast | Percentage of votes to total number of valid votes cast |
| Voted in favour of the resolution | 118                         | 7,46,33,194                           | 10  | 5,448                                 | 128                               | 7,46,38,642                                 | 98.1586%  |
| Votes against the resolution      | 9                           | 14,00,193                             | -   | -                                     | 9                                 | 14,00,193                                   | 1.8414%   |
| Invalid votes                     | -                           | -                                     | 5   | 130                                   | 5                                 | 130   | -   |

