



Notice - 6th Annual General Meeting

NOTICE

Notice is hereby given that the Sixth Annual General Meeting of the Members of **IndoStar Capital Finance Limited** will be held on Saturday, September 26, 2015, at 12:00 noon, at the Board Room, Hyatt Regency, JA-1, Sector III, Salt Lake City, Kolkata - 700098 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt (a) the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2015 and the Report(s) of the Board of Directors and Auditors thereon; and (b) the Annual Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2015 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Alok Oberoi (DIN: 01779655), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Vimal Bhandari (DIN: 00001318), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Shailesh Shirali (DIN: 06525626), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable laws, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. S. R. Batliboi & Co. LLP., Chartered Accountants (Firm Registration No. 301003E), be and are hereby appointed as Statutory Auditors of the Company, to hold office for a period of five years, from the conclusion of this Annual General Meeting till the conclusion of the Eleventh Annual General Meeting of the Company, subject to ratification by Members at every Annual General Meeting of the Company, on such remuneration as shall be decided by the Board of Directors of the Company or any Committee thereof.

RESOLVED FURTHER THAT the Directors of the Company, Mr. Pankaj Thapar, Chief Financial Officer and Mr. Jitendra Bhati, AVP – Compliance and Secretarial, be and are hereby severally authorized to file necessary form(s), intimations with the Registrar of Companies and other authorities as may be required, and do all such acts, deeds and things as may be necessary to give effect to the said resolution.”

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. L. Brooks Entwistle (DIN 00561480), who was appointed as an Additional Director of the Company by the Board of Directors in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at the 6th Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Directors of the Company, Mr. Pankaj Thapar, Chief Financial Officer and Mr. Jitendra Bhati, AVP – Compliance and Secretarial, be and are hereby severally authorized to file necessary form(s), intimations with the Registrar of Companies and other authorities as may be required, and do all such acts, deeds and things as may be necessary to give effect to the said resolution.”

7. (i) To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 197 read with Section 198 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Memorandum of Association and Articles of Association of the Company, and such other rules, regulations and guidelines as may be applicable from time to time, subject to such other approval(s), consent(s), permission(s) and / or sanction(s) as may be required from appropriate regulatory authorities / institutions or bodies including but not limited to the Stock Exchange(s), the Securities and Exchange Board of India, the Reserve Bank of India and subject to such terms and conditions as may be prescribed / imposed by such regulatory authorities / institutions while granting their approval(s), consent(s), permission(s) and / or sanction(s), the payment of Commission to each of the Non-Executive Independent Directors of the Company as mentioned below, for the financial year ending 31 March 2015, subject to deduction of appropriate taxes, be and is hereby approved:

Sr. No.	Name of Director	Amount (INR)
1.	Mr. Eric Stuart Schwartz	7,00,000
2.	Mr. Bobby Parikh	7,00,000
3.	Mr. Ravi Narain	7,00,000
4.	Mr. D Sivanandhan	1,00,000
	Total	22,00,000

RESOLVED FURTHER THAT Mr. Vimal Bhandari, Managing Director & CEO, Mr. Dhanpal Jhaveri, Director, Mr. Pankaj Thapar, Chief Financial Officer, Ms. Ophealia DeRoze, Authorised Signatory and Mr. Jitendra Bhati, AVP – Compliance & Secretarial, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings

as it may in its absolute discretion deem necessary for the purpose of giving effect to the above resolution.

RESOLVED FURTHER THAT a copy of this resolution duly certified as a True Copy by Mr. Pankaj Thapar, Chief Financial Officer or Mr. Jitendra Bhati, AVP – Compliance & Secretarial, be submitted to the concerned authority and they are requested to rely upon the authority of the same.”

7. (ii) To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197 read with Section 198 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Memorandum of Association and Articles of Association of the Company and such other rules, regulations and guidelines as may be applicable from time to time, subject to such other approval(s), consent(s), permission(s) and / or sanction(s) as may be required from appropriate regulatory authorities / institutions or bodies including but not limited to the Stock Exchange(s), the Securities and Exchange Board of India, the Reserve Bank of India and subject to such terms and conditions as may be prescribed / imposed by such regulatory authorities/institutions while granting their approval(s), consent(s), permission(s) and / or sanction(s), a sum by way of Commission, not exceeding in aggregate 1% (one percent) of the net profits of the Company calculated in accordance with the provisions of the Companies Act, 2013, be paid and distributed amongst the Non-Executive Independent Directors of the Company in such proportions and in such manner as may be determined by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee, for the time being exercising the powers conferred on the Board of Directors by this resolution) for each of the financial year commencing from 2015-16 for a period of five years, be and is hereby approved.

RESOLVED FURTHER THAT Mr. Vimal Bhandari, Managing Director & CEO, Mr. Dhanpal Jhaveri, Director, Mr. Pankaj Thapar, Chief Financial Officer, Ms. Ophealia DeRoze, Authorised Signatory and Mr. Jitendra Bhati, AVP – Compliance & Secretarial, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary for the purpose of giving effect to the above resolution.

RESOLVED FURTHER THAT a copy of this resolution duly certified as a True Copy by Mr. Pankaj Thapar, Chief Financial Officer or Mr. Jitendra Bhati, AVP – Compliance & Secretarial, be submitted to the concerned authority and they are requested to rely upon the authority of the same.”

Corporate Office:
One Indiabulls Center, 17th Floor,
Tower 2A, Jupiter Mills Compound,
Senapati Bapat Marg,
Mumbai – 400 013

Place: Mumbai
Date: September 3, 2015

**By the Order of the Board of Directors
For IndoStar Capital Finance Limited**

**Sd/-
Jitendra Bhati
AVP – Compliance & Secretarial
Membership No.: ACS 23307**

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item 6, 7(i) & 7(ii) is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The form of proxy to be valid should be duly completed, stamped and signed and must be deposited with the Company at least 48 hours before the time scheduled for the Meeting.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. Brief profile(s) of Director(s), who are seeking appointment/ re-appointment at this Annual General Meeting are annexed hereto.
5. Members are requested to register their e-mail address, including changes therein from time to time, with the Company to enable the Company to service various notice, reports, documents etc. to the Members in electronic mode.
6. Members / Proxies are requested to bring the Attendance Slip duly filled in.
7. The Notice of the Annual General Meeting along with the Attendance Slip and Proxy Form is being sent by electronic mail to all Members whose email addresses are registered with the Company / Depository Participant(s) unless a Member has requested for a hard copy of the same.
8. The Notice of Annual General Meeting is also available on the website of the Company www.indostarcapital.com
9. All documents referred to in the Notice will be available for inspection at the Company's registered office and corporate office during normal business hours on working days up to the date of this Annual General Meeting.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 6

Mr. L Brooks Entwistle was appointed as an Additional Director of the Company by the Board of Directors with effect from April 23, 2015 and accordingly in terms of the provisions of the Articles of Association of the Company read with Section 161 of the Companies Act, 2013, holds office upto the date of this Annual General Meeting of the Company. The Company has received notice in writing in terms of provisions of Section 160 of the Companies Act, 2013, from a Member, proposing the candidature of Mr. L Brooks Entwistle for the office of Non-Executive Director on the Board of the Company.

The Company has received from Mr. L Brooks Entwistle, a declaration of fulfilling 'Fit & Proper' person criteria as prescribed by the Reserve Bank of India and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and Rules made thereunder.

Brief profile of Mr. L Brooks Entwistle is given in the annexure to this Notice.

The Board recommends the resolution set out at Item No. 6 of this Notice to the Members for their consideration and approval.

Except Mr. L Brooks Entwistle, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 6 of this Notice.

Item no. 7(i) and 7(ii)

Members are requested to note that on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 15 May 2015 considered and approved, subject to the approval of the Members, to pay commission, as mentioned in resolution set out at Item No. 7(i) of this Notice, to each of the Non-Executive Independent Directors namely Mr. Ravi Narain, Mr. Eric Stuart Schwartz, Mr. Bobby Parikh and Mr. D. Sivanandhan, for the Financial Year 2014-15, to be paid on approval and adoption of Annual Audited Financial Statements of the Company and to pay commission not exceeding in aggregate 1% (one percent) of the net profits of the Company calculated in accordance with the provisions of the Companies Act, 2013, for each of the Financial Year commencing from 2015-16 for a period of 5 years.

The Company has on its Board very knowledgeable professionals possessing vast experience and expertise in their respective fields as Non-Executive Independent Directors. These Non-Executive Independent Directors of the Company devote considerable time for the Company's business operations, particularly in respect of the vital business decisions and business strategy. The Company has been drawing on the professional expertise of its Non-Executive Independent Directors and believes that they should be adequately remunerated by way of paying commission as permitted under the Companies Act, 2013.

In view of the greater involvement of the Non-Executive Independent Directors in the affairs of the Company, it is desirable that they should be compensated for the time and efforts put in by them, by paying commission not exceeding in aggregate 1% (one percent) of the net profits of the Company calculated in accordance with the provisions of the Companies Act, 2013, for financial year 2014-15 and for each of the Financial Year commencing from 2015-16 for a period of 5 years.

The Board recommends the resolution(s) set out at Item No. 7(i) and 7(ii) of this Notice to the Members for their consideration and approval.

Except Mr. Eric Stuart Schwartz, Mr. Bobby Parikh, Mr. Ravi Narain and Mr. D Sivanandhan, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution(s) set out at Item No. 7(i) and 7(ii) of this Notice.

Corporate Office:
One Indiabulls Center, 17th Floor,
Tower 2A, Jupiter Mills Compound,
Senapati Bapat Marg,
Mumbai – 400 013

Place: Mumbai
Date: September 3, 2015

**By the Order of the Board of Directors
For IndoStar Capital Finance Limited**

**Sd/-
Jitendra Bhati
AVP – Compliance & Secretarial
Membership No.: ACS 23307**

ANNEXURE TO NOTICE DATED SEPTEMBER 3, 2015

Brief Profile(s) of Directors appointed / re-appointed

Name of the Director	Mr. Alok Oberoi	Mr. Vimal Bhandari	Mr. Shailesh Shirali	Mr. L. Brooks Entwistle
Age	52 years	57 years	46 years	48 years
Date of first Appointment on the Board	28/04/2011	28/04/2011	15/03/2013	23/04/2015
Qualifications	Bachelor of Arts from Cornell University. MBA from the Johnson Graduate School.	Bachelor of Commerce from Mumbai University. A Chartered Accountant.	Bachelor of Commerce from Mumbai University. A Chartered Accountant	AB from Dartmouth College. MBA from Harvard Business School.
Experience	Mr. Oberoi has over two decades of extensive experience in the field of investments, including advising on various investment strategies as well as structuring international joint ventures.	Mr. Bhandari is a proficient and a proven top management professional with over twenty five years of experience in a range of businesses in the financial services industry.	Mr. Shirali has over 19 years of experience in financial services, including several senior roles focused on structured finance.	Mr. Entwistle has over two decades of experience in Private Equity and Investment Banking.
Shareholding in the Company	Nil	4,31,458 equity shares	5,96,915 equity shares	Nil
Relationship with other Directors / Managers / KMP	Not related	Not related	Not related	Not related
No. of Board Meetings attended during the year	1	5	5	N.A.
Other Directorships	VLCC Health Care Limited ACPI Holdings Limited ACPI Investments Group Limited ACP Partners Limited ACP Select Fund Limited ACP Partners Strategic Opportunities	Kalpataru Power Transmission Limited DCM Shriram Limited Bayer CropScience Limited RBL Bank Limited Piramal Glass Limited JK Tyre & Industries Limited	Nil	Nil

	Fund Innpoint Limited Indivision Capital Management	Bharat Forge Limited IndoStar Asset Advisory Private Limited		
Membership / Chairmanship of Committees of other Boards	Nil	<p>Kalpataru Power Transmission Limited Chairman – Nomination and Compensation Committee Member – Audit Committee</p> <p>Bayer CropScience Limited Chairman – Nomination and Compensation Committee Member Audit Committee CSR Committee</p> <p>RBL Bank Limited Chairman – Board Credit Committee Alternate Chairman - Audit Committee Member - Capital Raising Committee Stakeholders' Relations Committee Risk Management Committee Human Resource & Remuneration Committee</p> <p>Piramal Glass Limited Chairman – Audit Committee Nomination & Remuneration Committee Member – CSR Committee</p> <p>Bharat Forge Limited Member - Nomination & Remuneration Committee</p>	N.A.	N.A.



IndoStar Capital Finance Limited
(CIN: U51909WB2009PLC136998)

Registered Office: Room No. 6, 4th Floor, Commerce House, 2A, Ganesh Chandra Avenue,
Kolkata – 700 013

Corporate Office: One Indiabulls Center, 17th Floor, Tower 2A, Jupiter Mills Compound,
Senapati Bapat Marg, Mumbai – 400 013

Tel: +91 22 43157000; **Fax:** +91 22 43157010

Website: www.indostarcapital.com; **Email:** icf.legal@indostarcapital.com

ATTENDANCE SLIP

Registered Folio / DP ID and Client ID	
Name and address of the shareholder(s)	
Joint Holder 1	
Joint Holder 2	

I / We hereby record my / our presence at the 6th ANNUAL GENERAL MEETING of the Company on Saturday, September 26, 2015, at 12:00 noon, at the Board Room, Hyatt Regency, JA-1, Sector III, Salt Lake City, Kolkata - 700098.

Member's Folio / DP ID-Client ID No.	Member's / Proxy's name in Block Letters	Member's / Proxy's Signature

NOTE:

Please complete the Folio / DP ID-Client ID No. and name of the Member / Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Venue.



IndoStar Capital Finance Limited

(CIN: U51909WB2009PLC136998)

Registered Office: Room No. 6, 4th Floor, Commerce House, 2A, Ganesh Chandra Avenue,
Kolkata – 700 013

Corporate Office: One Indiabulls Center, 17th Floor, Tower 2A, Jupiter Mills Compound,
Senapati Bapat Marg, Mumbai – 400 013

Tel: +91 22 43157000; **Fax:** +91 22 43157010

Website: www.indostarcapital.com; **Email:** icf.legal@indostarcapital.com

PROXY FORM

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

Name of the member(s):

Registered Address:

E-mail Id:

Folio No./ Client ID No.:

DP ID :

I / We, being the member(s) holding shares of the above named Company, hereby appoint:

1. Name: Address:.....

E-mail Id: Signature: or failing him:

2. Name: Address:.....

E-mail Id:..... Signature:.....

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 6th Annual General Meeting of the Company, to be held on Saturday, September 26, 2015, at 12:00 noon, at the Board Room, Hyatt Regency, JA-1, Sector III, Salt Lake City, Kolkata – 700098 and at any adjournment thereof in respect of the following resolutions as are indicated below:

Resolution No.	Business
Ordinary Business	
1.	To receive, consider, approve and adopt (a) the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2015 and the Report(s) of the Board of Directors and Auditors thereon; and (b) the Annual Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2015 and the Report of the Auditors thereon.
2.	To appoint a Director in place of Mr. Alok Oberoi (DIN: 01779655), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3.	To appoint a Director in place of Mr. Vimal Bhandari (DIN: 00001318), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4.	To appoint a Director in place of Mr. Shailesh Shirali (DIN: 06525626), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
5.	To appoint M/s. S R Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. 301003E) as Statutory Auditors of the Company to hold office for a period of five years i.e. from the conclusion of this Annual General Meeting of the Company till the conclusion of the Eleventh Annual General Meeting of the Company, subject to ratification by Members at every Annual General Meeting and to authorize the Board to fix their remuneration.
Special Business	
6.	Appointment of Mr. L Brooks Entwistle (DIN 00561480) as Non-Executive Director of the Company.
7.	Approval for Payment of Commission to Non-Executive Independent Director of the Company: (i) Payment of Commission to the Non-Executive Independent Directors for the Financial Year ended March 31, 2015. (ii) Payment of Commission upto aggregate of 1% of the Net Profits of the Company to Non-Executive Independent Directors for the Financial Year(s) 2016 – 20.

Signed this day of 2015

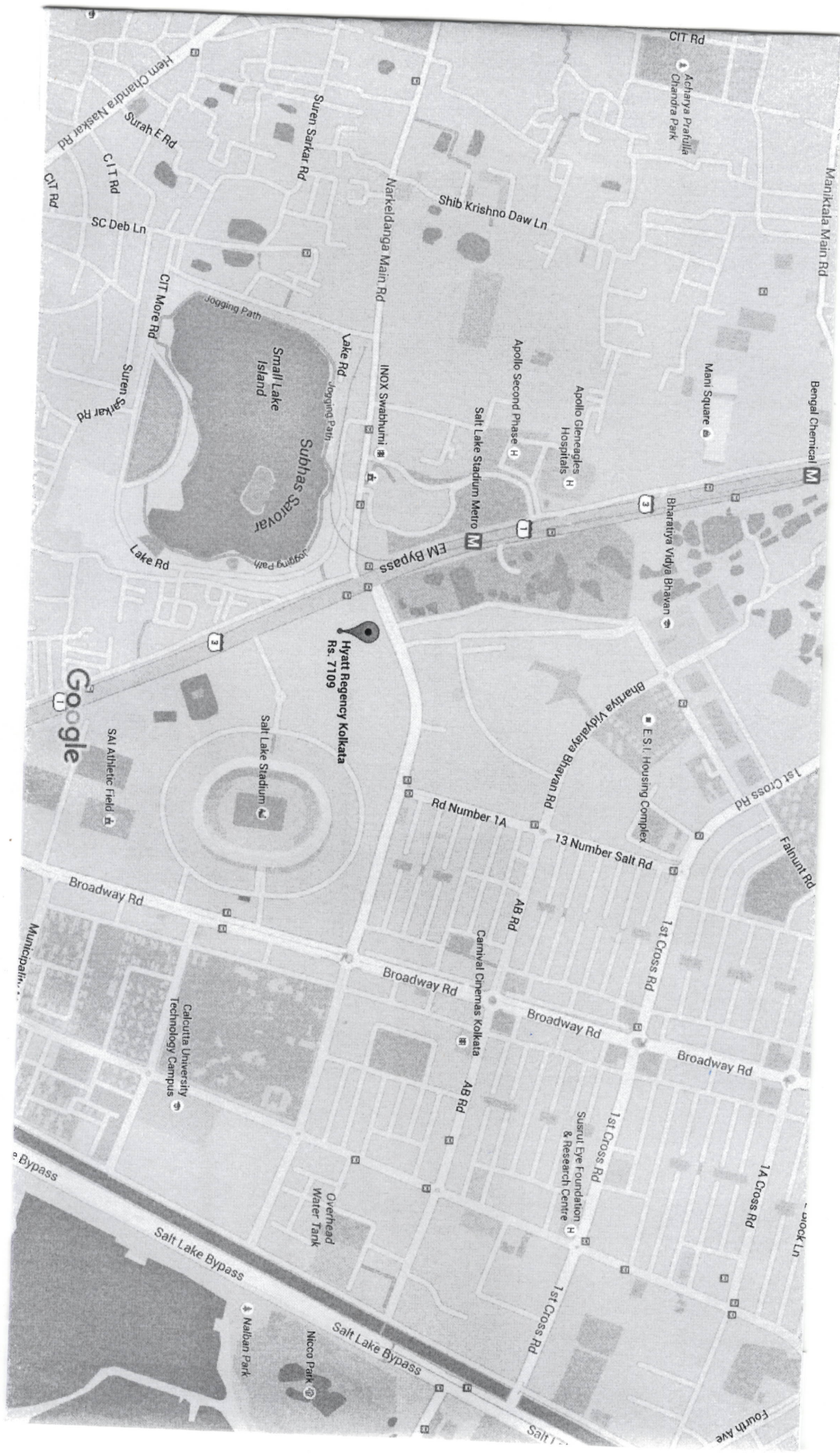
Signature of Shareholder(s): _____

Signature of Proxy holder(s): _____

Affix Revenue Stamp

NOTE:

1. This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, **Room No. 6, 4th Floor, Commerce House, 2A, Ganesh Chandra Avenue, Kolkata – 700 013** not less than FORTY-EIGHT HOURS (48 hrs) before the commencement of the Meeting.
2. For the Resolution, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.



Hyatt Regency Kolkata
Rs. 7109

Google

Nalban Park

Micoo Park

Overhead Water Tank

Calcutta University
Technology Campus

SAL Athletic Field

Salt Lake Stadium

Subhas Sahoo Park

Small Lake Island

Jogging Path

CIT More Rd

Suren Sarkar Rd

Surah E Rd

SC Deb Ln

CIT Rd

Hem Chandra Naskar Rd

Narkeldanga Main Rd

Shib Krishna Daw Ln

Apollo Second Phase H

Apollo Glen Eagles Hospitals

Salt Lake Stadium Metro

EM Bypass

CIT Rd

Acharya Pratula Chandra Park

Maniktala Main Rd

Bengal Chemical

Mani Square

Bharatiya Vidya Bhawan

E.S.I. Housing Complex

Bharatiya Vidyalaya Bhawan Rd

Rd Number 1A

13 Number Salt Rd

AB Rd

Carnival Cinemas Kolkata

Broadway Rd

Broadway Rd

Broadway Rd

1st Cross Rd

1st Cross Rd

1st Cross Rd

Susmit Eye Foundation & Research Centre

1A Cross Rd

Block Ln

Fourth Ave

Salt Lake Bypass

Salt Lake Bypass

Bypass