



Notice - 8th Annual General Meeting

NOTICE

NOTICE is hereby given that the **8th Annual General Meeting** of the Members of **IndoStar Capital Finance Limited** will be held on Friday, 29 September 2017 at 11 a.m. at the Registered Office of the Company at One Indiabulls Center, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013, to transact the following businesses:

ORDINARY BUSINESS:

- 1. To receive, consider, approve and adopt (a) the Annual Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March 2017 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 31 March 2017 and the Report of the Auditors thereon.**
- 2. To appoint a Director in place of Ms. Shweta Bhatia (DIN: 03164394), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.**
- 3. 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.**
- 4. 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.**
- 5. To ratify the appointment of Statutory Auditors of the Company and to authorise the Board of Directors / Committee to fix their remuneration**

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, Section 141, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable laws, if any, and the resolution passed by the Members of the Company at the 6th Annual General Meeting of the Company held on 30 September 2015 for the appointment of S. R. Batliboi & Co., LLP, Chartered Accountants (ICAI Firm Registration No. 301003E / E300005), as Statutory Auditors of the Company for the term of 5 years, the Members of

the Company hereby ratify the appointment of S. R. Batliboi & Co. LLP., Chartered Accountants (ICAI Firm Registration No. 301003E / E300005), as Statutory Auditors of the Company to hold office from the conclusion of the 8th Annual General Meeting of the Company till the conclusion of the 9th Annual General Meeting of the Company at 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, VP – Compliance & 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 to do all such acts, deeds, matters and things as may be necessary to give full effect to the said resolution.”

SPECIAL BUSINESS:

6. Issue of Non-Convertible Debentures under Private Placement

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the (i) provisions of Section 42, Section 71, Section 179, Section 180 and all other applicable provisions of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof, for the time being in force) (**“the Act”**); (ii) provisions of the Memorandum of Association and the Articles of Association of the Company; (iii) Listing Agreement entered into by the Company with the Stock Exchanges; (iv) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (as amended from time to time); (v) Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 issued by the Reserve Bank of India; and (vi) such other rules, regulations, guidelines and acts, as may be applicable to the Company from time to time, and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the 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, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee thereof, for the time being exercising the powers conferred on the Board of Directors by this Resolution) to create / offer / issue / allot up to such number of redeemable non-convertible debentures (**“NCDs”**) under private placement, in one or more modes or combinations thereof and in one or more series or tranches, with or without security and on such terms and conditions as may be determined by the Board including but not limited to the subscriber(s) to the issue(s), the face value of NCDs to be issued, the price

at which NCDs will be issued, coupon rate, redemption period, utilization of issue proceeds and all other matters connected therewith and incidental thereto, such that the aggregate principal amount of such NCDs does not exceed INR 3,000 Crores (Rupees Three Thousand Crores only), during the period of one year from the date of passing this Resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation thereto and to settle all questions, difficulties or doubts that may arise in connection with the issue of NCDs under private placement.”

Registered & Corporate Office:

One Indiabulls Center, 17th Floor,
Tower 2A, Jupiter Mills Compound,
Senapati Bapat Marg, Mumbai – 400 013
CIN: U51909MH2009PLC268160
Website: www.indostarcapital.com
e-mail: icf.legal@indostarcapital.com
Tel: +91 22 43157000; Fax: +91 22 43157010

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

Sd/-

Jitendra Bhati

VP – Compliance & Secretarial
Membership No.: FCS 8937

Place: Mumbai

Date: 5 September 2017

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business set out in the Notice of Annual General Meeting (“**AGM Notice**”) is annexed hereto and forms part of the AGM Notice.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL 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, 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 re-appointment at this Annual General Meeting, are annexed to the AGM Notice.

5. Members are requested to register the changes, from time to time, in their email-address with the Company to enable the Company to service various notice(s), reports, documents, etc. in the electronic mode.

6. Corporate Members intending to send their authorised representative(s) to attend the Annual General Meeting are requested to send a certified copy of the board resolution authorising their representative(s) to attend and vote on their behalf at the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013.

7. Members / Proxies / Authorised Representative(s) of the Corporate Members are requested to bring the Attendance Slip duly filled in.

8. The Annual Report for the Financial Year 2016-17 and the AGM Notice along with the Attendance Slip and Proxy Form is being sent by electronic mail to all the Members whose email addresses are registered with the Company / Depository Participant(s), unless a Member has requested for a hard copy of the same.

9. The Annual Report for the Financial Year 2016-17 and AGM Notice will also be available on the website of the Company www.indostarcapital.com.

10. The Register of Director's and Key Managerial Personnel and their shareholding and the Register of Contracts with related party and contracts and bodies in which directors are interested and all other documents referred to in the AGM Notice will be available for inspection by the Members at the Registered & Corporate Office of the Company during normal business hours on all working days (i.e., except Saturday(s), Sunday(s) and Public Holiday(s)) up to the date of the Annual General Meeting and during the continuance of the Annual General Meeting.

ANNEXURE TO THE AGM NOTICE

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

Item No. 6

Members are requested to note that pursuant to Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make private placement of its securities (including Non-Convertible Debentures), unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the Members of the Company, by way of special resolution, for each of the offers or invitations and in case of offer or invitation for Non-Convertible Debentures (NCDs), it shall be sufficient if the company passes a previous special resolution only once in a year for all offers or invitations for issue of such NCDs, during a year from the date of passing of the shareholders resolution.

Members are requested to note that in compliance with the above, Members of the Company at their Annual General Meeting held on 7 September 2016, accorded their approval for issue of NCDs under private placement basis, during the period of one year, for an aggregate principal amount not exceeding INR 2,500 Crores. The said approval by the Members of the Company would expire on 6 September 2017. Members are requested to note that it is proposed to obtain the approval of Members of the Company at this Annual General Meeting for issue of NCDs under private placement, in one or more tranches, for an amount not exceeding INR 3,000 crores, during the period of one year from the date of this Annual General Meeting.

The Board recommends the resolution set out at Item No. 6 of this AGM Notice to the Members for their consideration and approval, by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the AGM Notice, except to the extent of any charge / security that may be created by the Company in favour of any entity in which any of the Director(s) or other Key Managerial Personnel of the Company or their relatives may be associated in any capacity.

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

Sd/-
Jitendra Bhati
VP – Compliance & Secretarial
Membership No.: FCS 8937

Place: Mumbai
Date: 5 September 2017

ANNEXURE TO AGM NOTICE DATED 5 SEPTEMBER 2017

Brief Profile(s) of Directors seeking re-appointment at this Annual General Meeting

Name of the Director	Ms. Shweta Bhatia	Mr. Alok Oberoi	Mr. Vimal Bhandari
Age	40 years	54 years	59 years
Date of first Appointment on the Board	28 April 2011	28 April 2011	28 April 2011
Qualifications	Bachelor of Arts degree magna cum laude in Economics and Computer Science from Smith College, Massachusetts; MBA from Harvard Business School.	Master's in Business Administration and Bachelors of Science from Cornell University.	Bachelor of Commerce from Mumbai University; A Chartered Accountant from the Institute of Chartered Accountants of India
Experience	Ms. Bhatia has over 15 years of experience in private equity and investment banking.	Mr. Oberoi has almost three decades of experience of which he has 14 years of experience in Private Wealth Management and around 16 years of experience in Principal Investments and Private Wealth Businesses.	Mr. Bhandari has over three decades of experience in a range of services in the financial services industry.
Shareholding in the Company	Nil	Nil	4,31,458 equity shares
Relationship with other Directors / Managers / KMP	Not related	Not related	Not related
No. of Board Meetings attended during the financial year 2016-17	7	2	7
Other Directorships	Tikona Digital Networks Private Limited	ACPI Investments Group Ltd	Kalpataru Power Transmission Limited

Name of the Director	Ms. Shweta Bhatia	Mr. Alok Oberoi	Mr. Vimal Bhandari
		ACPI Wealth Management Limited ACP Partners Limited ACP Select Fund Limited Innopoint Limited ACPI (Corporate Member) Ltd. Indivision Capital Management F&B Asia Ventures Ltd Onegan Ltd. Spectrum Fund (Sicav) PLC	DCM Shriram Limited Bayer Cropscience Limited RBL Bank Limited Piramal Glass Limited JK Tyre & Industries Limited Bharat Forge Limited IndoStar Asset Advisory Private Limited HDFC Trustee Company Limited
Membership / Chairmanship of Committees of other Boards	Nil	Nil	<p>Kalpataru Power Transmission Limited Chairman - Nomination and Compensation Committee Member - Audit Committee</p> <p>Bayer Cropscience Limited Chairman - Nomination and Remuneration Committee Member - Audit Committee Member - CSR Committee</p> <p>The RBL Bank Limited Alt. Chairman - Audit Committee Member - Board Investment & Credit Committee Member - Risk Management Committee</p>

Name of the Director	Ms. Shweta Bhatia	Mr. Alok Oberoi	Mr. Vimal Bhandari
			<p>Member - Human Resource and Remuneration Committee</p> <p>Member - Capital Raising Committee</p> <p>Member - Wilful Defaulter Identification Review Committee</p> <p>Piramal Glass Limited</p> <p>Chairman - Audit Committee</p> <p>Chairman - Nomination and Remuneration Committee</p> <p>Member - CSR Committee</p> <p>JK Tyre & Industries Limited</p> <p>Member - Nomination and Remuneration Committee</p> <p>Bharat Forge Limited</p> <p>Member - Nomination and Remuneration Committee</p> <p>DCM Shriram Limited</p> <p>Member - Nomination and Remuneration Committee</p>



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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 8th Annual General Meeting of the Company held on Friday, 29 September 2017 at 11 a.m. at One Indiabulls Center, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013.

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

NOTE:

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



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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 8th Annual General Meeting of the Company, to be held on Friday, 29th day of September 2017 at 11 a.m. at One Indiabulls Center, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Business
Ordinary Business	
1.	To receive, consider, approve and adopt (a) the Annual Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March 2017 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 31 March 2017 and the Report of the Auditors thereon.
2.	To appoint a Director in place of Ms. Shweta Bhatia (DIN: 03164394), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.
3.	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.
4.	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.
5.	To ratify the appointment of S. R. Batliboi & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 301003E / E300005) to hold office from the conclusion of 8 th Annual General Meeting till the conclusion of the 9 th Annual General Meeting of the Company and to authorize the Board / Committee to fix their remuneration.
Special Business	
6.	Issue of Non-Convertible Debentures under Private Placement

Signed this day of 2017

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

