



**Notice – Extraordinary General Meeting**  
**17 March 2017**

**NOTICE**

**NOTICE** is hereby given that an Extraordinary General Meeting of the Members of **IndoStar Capital Finance Limited** will be held on Friday, 17 March 2017 at 11.00 a.m. at shorter notice at the Registered Office of the Company at One Indiabulls Center, 17<sup>th</sup> Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013, to transact the following businesses:

**Further issue of equity shares on preferential basis**

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 provisions of (i) Section 62(1)(c), Section 42 and other applicable provisions of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any re-enactment(s) or modification(s), thereof for the time being in force) (**“the Act”**); (ii) the Memorandum of Association and the Articles of Association of the Company; (iii) the Foreign Exchange Management Act, 1999 (**“FEMA”**), the FDI Policy read with the circular, rules, regulations, notifications and guidelines issued under FEMA (including any re-enactment(s) or modification(s), thereof for the time being in force); (iv) such other rules, regulations, guidelines, laws and acts as applicable in this regard; and subject to approval(s) / consent(s) / permission(s) / sanction(s), as may be required from the appropriate regulatory authorities / institutions / bodies including but not limited to the Stock Exchanges, the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India and subject to such terms and conditions as may be prescribed / imposed by such regulatory authorities / institutions / bodies and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee thereof constituted by the Board of Directors for the time being to exercise the powers conferred on the Board of Directors by this resolution), consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, from time to time, in one or more tranches, up to 50,03,300 (Fifty lakh Three Thousand Three Hundred) fully paid-up equity shares of face value of INR 10/- (Rupees Ten Only) per equity share, for cash, at a premium of INR 290/- (Rupees Two Hundred and Ninety Only) per equity share, which is not less than the fair market value of such share determined on the basis of valuation report by a SEBI Registered Category – I Merchant Banker, aggregating up to INR 150,09,90,000 (One Hundred and Fifty Crore Nine Lakh Ninety Thousand Only), to the following investors (hereinafter collectively referred to as the **“Proposed Allottees”**) by way of preferential offer (**“Issue”**), on such terms and conditions as the Board may, in its absolute discretion, think fit:

<b>Sr. No.</b>	<b>Name of the Investors</b>	<b>Number of shares to be issued</b>
1.	Mission Street Pte Ltd	Up to 22,65,000 shares
2.	Everstone Capital Partners II LLC	Up to 11,35,000 shares
3.	Mrs. Laxmi Shivanand Mankekar, jointly with Mr. Shivanand Shankar Mankekar, jointly with Mr. Kedar Shivanand Mankekar	Up to 13,33,300 shares
4.	Mr. Prashant Prakash Joshi	Up to 2,70,000 shares
<b>Total</b>		<b>Up to 50,03,300 shares</b>

**RESOLVED FURTHER THAT** subject to the provisions of the Articles of Association of the Company, the equity shares to be allotted pursuant to the Issue shall rank *pari pasu* with the existing equity shares of the Company in all respects;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution(s) the Board be and is hereby authorised on behalf of the Company to take all such actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose (including sub-delegating its powers to any Committee / officials of the Company), without being required to seek any fresh approval of the Members of the Company, including but not limited to (i) finalising the terms of Issue, to modify, accept and give effect to any modifications to the terms of the Issue; (ii) to approve the appointment of depositories, intermediaries, consultants, attorneys, lawyers and such other agencies; (iii) to execute deeds, documents, writings, papers, agreements, applications and forms on behalf of the Company; (iv) to settle all questions, difficulties or doubts that may arise in connection with the Issue including pricing, allotment of equity shares, utilization of the subscription amount and other matters; (v) to take all other steps which may be incidental, consequential, relevant or ancillary in connection with the Issue; (vi) to effect any modification to the foregoing and the decision of the Board shall be final and conclusive; and (vii) to provide Certified True Copy of this resolution(s) to any entity / regulator;

**RESOLVED FURTHER THAT** all actions taken by the Board / Committee(s), or any person duly authorized by the Board / Committee(s), for the purpose of the Issue or in connection with any matter(s) referred to or contemplated in the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects.”

**Registered & Corporate Office:**

One Indiabulls Center, 17<sup>th</sup> Floor,  
Tower 2A, Jupiter Mills Compound,  
Senapati Bapat Marg, Mumbai – 400 013  
CIN: U51909MH2009PLC268160  
Website: [www.indostarcapital.com](http://www.indostarcapital.com)  
e-mail: [icf.legal@indostarcapital.com](mailto: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: 15 March 2017

**Notes:**

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business as set out in the Notice of Extraordinary General Meeting (“**EGM Notice**”) is annexed hereto and forms part of the EGM 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 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. 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.
5. Corporate Members intending to send their authorised representative(s) to attend the Extraordinary 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 Extraordinary General Meeting pursuant to the provisions of Section 113 of the Companies Act, 2013.
6. All relevant documents referred to in the EGM Notice and the Explanatory Statement will be available for inspection by the Members at the Registered & Corporate Office of the Company during normal business hours on all working days (except Saturday(s), Sunday(s) and Public Holidays) up to the date of the Extraordinary General Meeting and during the continuance of the Extraordinary General Meeting.
7. Members / Proxies / Authorised Representative(s) of the Corporate Members are requested to bring the Attendance Slip duly filled in.
8. EGM 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. EGM Notice will also be available on the website of the Company [www.indostarcapital.com](http://www.indostarcapital.com).

## **ANNEXURE TO THE EGM NOTICE**

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

Members are requested to note that towards undertaking the business activities of the Company from time to time, it will be appropriate to infuse further funds in the Company from such prospective investors who would provide strategic inputs for the operations of the Company.

Members are further requested to note that for achieving the abovementioned objective of undertaking capital infusion, the Board of Directors of the Company at their meeting held on Wednesday, 15 March 2017, accorded their approval for the issue of up to 50,03,300 fully paid-up equity shares of INR 10/- per equity share at a premium of INR 290/- per equity share aggregating up to INR 150,09,90,000, by way of preferential offer, subject to the approval of the Members of the Company.

Members are requested to note that in terms of Section 62(1)(c) of the Companies Act, 2013 read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and the FDI Policy, a company if it is authorised by a special resolution from its members, can offer shares to any persons, whether or not those persons include the existing members of the Company, for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report by an independent Merchant Banker registered with Securities and Exchange Board of India (SEBI) or an independent Chartered Accountant in practice having a minimum experience of 10 years.

Members are further requested to note that pursuant to Article 8 of the Articles of Association of the Company, any further issue of equity shares proposed to be issued by the Company shall be first offered to the existing shareholders in the proportion of fully paid-up equity shares held by them unless otherwise decided by the shareholders holding not less than 75% of the paid-up share capital of the Company.

Members are requested to note that in terms of the FDI Policy, Foreign Direct Investment up to 100% in the share capital of the Company being an NBFC engaged in "Other Financial Services" is permissible under automatic route; and hence subscription by non-resident investors to equity shares proposed to be issued by the Company shall not require approval of Foreign Investment Promotion Board / Government of India.

Members are requested to note that the proposed further issue of equity shares on preferential basis will not amount to acquisition or change in control in terms of Paragraph 64 of Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 and hence, shall not require prior approval of the Reserve Bank of India.

Members are requested to note that in accordance with Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14(2)(a) of the Companies (Prospectus and Allotment of

Securities) Rules, 2014, the broad details of the proposed preferential issue of the equity shares is as under:

1.	The objects of the issue	To mobilize funds for funding current and future activities and / or growth plans of the Company or general corporate purposes.			
2.	The total number of shares or other securities to be issued	Up to 50,03,300 equity shares			
3.	The price or price band at / within which the allotment is proposed	INR 300/- per equity share			
4.	Basis or justification on which price (including premium) has been arrived at along with the report of the registered valuer	<p>The issue price of INR 300/- per equity share is determined based on the valuation report received from a SEBI Registered Category - I Merchant Banker, which is not less than the fair market value per equity share as determined in the valuation report.</p> <p>The valuation report shall be open for inspection by the Members of the Company at the Registered &amp; Corporate Office of the Company during normal business hours on all working days (i.e., except Saturday(s), Sunday(s) and Public Holidays) up to the date of the Extraordinary General Meeting and during the continuance of the Extraordinary General Meeting.</p>			
5.	Relevant date with reference to which the price has been arrived at	The relevant date for determining the price of the equity shares is 28 February 2017.			
6.	The class or classes of persons to whom the allotment is proposed to be made	Resident Individuals and Non-residents entities.			
7.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	The promoters, directors or key managerial personnel do not intend to subscribe to the offer.			
8.	The proposed time within which the allotment shall be completed	Sixty days from the date of receipt of application money.			
9.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<b>Sr. No.</b>	<b>Name of the Proposed Allottee</b>	<b>No. of shares to be issued</b>	<b>*% of post preferential offer capital</b>
		1.	Mission Street Pte Ltd	Up to 22,65,000	2.89%
		2.	Everstone Capital Partners II LLC	Up to 11,35,000	1.45%
		3.	Mrs. Laxmi Shivanand Mankekar, jointly with	Up to 13,33,300	1.70%

		Mr. Shivanand Shankar Mankekar, jointly with Mr. Kedar Shivanand Mankekar		
		4. Mr. Prashant Prakash Joshi	Up to 2,70,000	0.34%
10.	The change in control, if any, in the Company that would occur consequent to the preferential offer	There will be no change in control pursuant to the proposed further issue of equity shares by way of preferential offer. However, the percentage stake of the Promoter, Indostar Capital, Mauritius, will stand reduced to the extent of shares offered and allotted under the proposed issue.		
11.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Save and except the preferential issue as proposed in the resolution as set out in the Notice convening EGM, the Company has made no other allotment of securities on preferential basis.		
12.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Not Applicable as the proposed issue and allotment of equity shares on preferential basis is for consideration in cash.		

13. Pre issue and post issue shareholding pattern of the Company:

Sr. No.	Category	Pre Issue		*Post Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
<b>A</b>	<b>Promoters' Holding</b>				
1.	Indian:				
	Individual	--	--	--	--
	<b>Bodies Corporate</b>	--	--	--	--
	<b>Sub-Total</b>	--	--	--	--
2.	Foreign Promoters	7,11,02,635	96.92%	7,11,02,635	90.74%
	<b>Sub-Total (A)</b>	<b>7,11,02,635</b>	<b>96.92%</b>	<b>7,11,02,635</b>	<b>90.74%</b>
<b>B.</b>	<b>Non-Promoters' Holding</b>				
1.	Institutional Investors	--	--	--	--
2.	Non-Institution	--	--	--	--
	Private Corporate Bodies	--	--	34,00,000	4.34%
	Directors and Relatives	10,28,373	1.40%	10,28,373	1.31%
	Indian Public	12,27,491	1.68%	28,30,791	3.61%
	Others (including NRIs)	--	--		
	<b>Sub-Total (B)</b>	<b>22,55,864</b>	<b>3.08%</b>	<b>72,59,164</b>	<b>9.26%</b>
	<b>GRAND TOTAL</b>	<b>7,33,58,499</b>	<b>100%</b>	<b>7,83,61,799</b>	<b>100%</b>

\*The post issue shareholding is based on assumption of subscription and allotment of 50,03,300 equity shares as proposed in the resolution set out at in this EGM Notice. Subject to the approval of the Board, the actual post issue shareholding may vary based on actual subscription and allotment made.

Members are requested to note that the approval of the Members of the Company is sought in terms of Section 62(1)(c) of the Companies Act, 2013 read with the Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Section 42 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 for the proposed further issue of equity shares by way of preferential offer.

The Board recommends the resolution set out in this Notice to the Members for their consideration and approval, by way of a Special Resolution.

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 Special Resolution set out in EGM Notice.

**Registered & Corporate Office:**

One Indiabulls Center, 17<sup>th</sup> Floor,  
Tower 2A, Jupiter Mills Compound,  
Senapati Bapat Marg, Mumbai – 400 013  
CIN: U51909MH2009PLC268160  
Website: [www.indostarcapital.com](http://www.indostarcapital.com)  
e-mail: [icf.legal@indostarcapital.com](mailto: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: 15 March 2017





**IndoStar Capital Finance Limited**  
(CIN: U51909MH2009PLC268160)

**Registered & Corporate Office:** One Indiabulls Center, 17<sup>th</sup> Floor, Tower 2A, Jupiter Mills Compound,  
Senapati Bapat Marg, Mumbai – 400 013

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

**Website:** [www.indostarcapital.com](http://www.indostarcapital.com); **Email:** [icf.legal@indostarcapital.com](mailto: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 an EXTRAORDINARY GENERAL MEETING of the Company held on Friday, 17 March 2017, at shorter notice, at One Indiabulls Center, 17<sup>th</sup> 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 Extraordinary General Meeting Venue.



**IndoStar Capital Finance Limited**  
**(CIN: U51909MH2009PLC268160)**

**Registered & Corporate Office:** One Indiabulls Center, 17<sup>th</sup> Floor, Tower 2A, Jupiter Mills Compound,  
 Senapati Bapat Marg, Mumbai – 400 013

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

**Website:** [www.indostarcapital.com](http://www.indostarcapital.com); **Email:** [icf.legal@indostarcapital.com](mailto: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 Extraordinary General Meeting of the Company to be held on Friday, 17 March 2017, at shorter notice, at One Indiabulls Center, 17<sup>th</sup> Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Business
1.	Further issue of equity shares on preferential basis

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, 17<sup>th</sup> 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 Extraordinary General Meeting.

