

## **M Siroya and Company Company Secretaries**

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066  
Tel.: +91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: [siroyam@gmail.com](mailto:siroyam@gmail.com); [www.msiroya.com](http://www.msiroya.com)

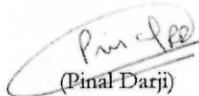
### **Scrutinizer's Report**

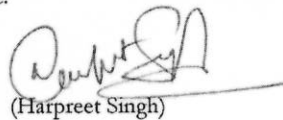
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman of Extraordinary General Meeting of the Members of  
**IndoStar Capital Finance Limited**  
One Indiabulls Centre, 17<sup>th</sup> Floor  
Tower 2A, Jupiter Mills Compound  
Senapati Bapat Marg,  
Mumbai - 400013

Dear Sir,

1. I, Mukesh Siroya, a practicing Company Secretary, have been appointed by the Board of Directors of IndoStar Capital Finance Limited ("ICF" or "Company") as Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the Special Resolution contained in the Notice of the Extraordinary General Meeting ("EGM") of the Company scheduled to be held on February 16, 2015 at 11.00 a.m. at One Indiabulls Centre, 17<sup>th</sup> Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai - 400013.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the Special Resolution contained in the Notice of the EGM of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favor" or "against" the Special Resolution stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL") the authorized agency engaged to provide e-voting facilities.
3. Further to the above, I submit my Report as under:
  - i) The e-voting period remained open from Thursday, February 12, 2015 (09:00 A.M.) to Thursday, February 12, 2015 (09:00 P.M.).
  - ii) The Members of the Company as on the "cut-off" date i.e. January 30, 2015 were entitled to vote on the Special Resolution (Item No. 1 as set out in the Notice of the EGM of the Company).
  - iii) The votes cast were unblocked on February 13, 2015 in the presence of 2 witnesses, Ms. Pinal Darji and Mr. Harpreet Singh, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
- iv) The details containing *inter alia*, list of Members, who voted "for", "against" the Special Resolution that was put to vote, was generated from the e-voting website of the CDSL i.e. <https://www.evoting.india.com> and based on such reports generated, the result of the e-voting is as under :

  
(Pinal Darji)

  
(Harpreet Singh)



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Item No 1:

**Special Resolution for Alteration of Memorandum of Association pursuant to shifting of the Registered Office from the State of West Bengal to the State of Maharashtra.**

i) Vote in favor of the Special Resolution

	Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN No: 150203005 (for Fully Paid-up Equity Shares)	Nil	NA	NA
EVSN No: 150203006 (for Partly Paid-up Equity Shares)	Nil	NA	NA
<b>Total</b>	Nil	NA	NA

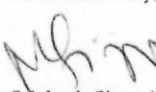
ii) Voted Against the Special Resolution:

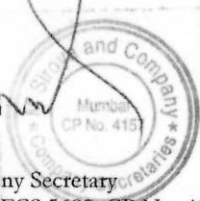
	Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN No: 150203005 (for Fully Paid-up Equity Shares)	Nil	NA	NA
EVSN No: 150203006 (for Partly Paid-up Equity Shares)	Nil	NA	NA
<b>Total</b>	Nil	NA	NA

iii) Invalid votes:

	Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN No: 150203005 (for Fully Paid-up Equity Shares)	Nil	NA	NA
EVSN No: 150203006 (for Partly Paid-up Equity Shares)	Nil	NA	NA
<b>Total</b>	Nil	NA	NA

Thanking you,  
Yours faithfully,

  
(Mukesh Siroya)  
Practicing Company Secretary  
Membership No. FCS 5682, CP No. 4157



Place: Mumbai  
Date: February 13, 2015

**M Siroya and Company**  
**Company Secretaries**

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**FORM No. MGT-13**  
**Report of Scrutinizer(s)**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman of Extraordinary General Meeting of the Members of  
IndoStar Capital Finance Limited  
One Indiabulls Centre, 17<sup>th</sup> Floor  
Tower 2A, Jupiter Mills Compound  
Senapati Bapat Marg,  
Mumbai - 400013

Annual /Extraordinary General Meeting of the Members of IndoStar Capital Finance Limited held on February 16, 2015 at 11.00 a.m. at One Indiabulls Centre, 17<sup>th</sup> Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai - 400013.

Dear Sir,

I/We, Mukesh Siroya, Practicing Company Secretary appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Extraordinary General Meeting of the Members of IndoStar Capital Finance Limited, held on February 16, 2015 at 11.00 a.m. at One Indiabulls Centre, 17<sup>th</sup> Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai - 400013, submit my Report as under:

1. After the time fixed for closing of the poll by the Chairman, 2 Polling Boxes, one each for Fully Paid-up Shares and Partly Paid-up Shares, kept for polling were locked in my/our presence with due identification marks placed by me/us.
2. The locked Polling Boxes were subsequently opened in my/our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. ~~The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.~~

OR

I did not find any poll papers invalid.

4. The result of the Poll is as under:
  - (1) **Special Resolution - Alteration of Memorandum of Association pursuant to shifting of the Registered Office from the State of West Bengal to the State of Maharashtra**



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Company Secretaries**

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(i) Voted in favour of the Special Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
- 4 Members holding Fully Paid-up Equity Shares of Rs. 10/- each	6,86,27,677.19	100%
- 7 Members holding Partly Paid-up Equity Shares of Rs. 10/- each (Rs. 0.01 paid up)	(6,86,19,367 votes cast by Members holding Fully Paid-up Equity Shares + 8,310.19* votes cast by Members holding Partly Paid-up Equity Shares)	(99.99% votes cast by Members holding Fully Paid-up Equity Shares + 0.01% votes cast by Members holding Partly Paid-up Equity Shares)

\*As per the Articles of Association of the Company the Members holding Partly Paid up Shares shall have voting right in proportion to their share in the Paid-up Share Capital. Accordingly, Partly Paid-up Shares' votes are taken as 1 vote against 1000 Partly Paid-up shares.

(ii) Voted against the Special Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	Nil	Nil

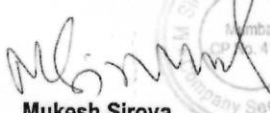
(iii) Invalid votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	Nil	Nil

- A Compact Disc (CD) containing a list of Members who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

  
  
**Mukesh Siroya**  
**M Siroya and Company**  
**Company Secretaries**  
**FCS-5682; CP-4157**

Place: Mumbai

Date: February 16, 2015

**M Siroya and Company**  
**Company Secretaries**

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**Scrutinizer's Report- Combined**

To,

The Chairman of Extraordinary General Meeting of the Members of  
IndoStar Capital Finance Limited (the Company)  
held on the 1February 16, 2015,  
One Indiabulls Centre, 17<sup>th</sup> Floor  
Tower 2A, Jupiter Mills Compound  
Senapati Bapat Marg,  
Mumbai – 400013

Dear sir,

1. I, Mukesh Siroya, a practicing Company Secretary, have been appointed as a Scrutinizer by
  - i) The Board of Directors of IndoStar Capital Finance Limited (the "Company") for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules);and
  - ii) The Chairman of the Extraordinary General Meeting ("EGM") under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, for conducting the Poll process at the EGM of the Company, held on the February 16, 2015 at 11.00 a.m. at One Indiabulls Centre, 17<sup>th</sup> Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400013.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the Special Resolution contained in the Notice of the EGM of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the EGM is restricted to make a Scrutinizer's Report of the votes cast "in favor" or "against" the Special Resolution stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Ltd ("CDSL") the authorized agency engaged by the Company to provide e-voting facilities for e-voting and votes cast at the poll (through physical means) at EGM.
3. I have issued separate Scrutinizer's Report dated February 13, 2015 on the e-voting on the Special Resolution contained in the Notice of the EGM and Scrutinizer's Report on Poll in Form No. MGT 13. As requested by management I submit herewith my combined Report on the results of e-voting together with that of poll as under:



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Sub Matter of Special Resolution	Fully Paid Up			Partly Paid UP		
	Number of Members Voted	Number of Votes Casted by them	% of total number of valid votes cast	Number of Members Voted	Number of Votes Casted by them	% of total number of valid votes cast
<b>Poll</b>						
Voted For the Resolution	4	6,86,19,367	99.99	7	8,310.19*	0.01
Voted against the Resolution						
<b>E-Voting</b>						
Voted For the Resolution	0	0	0	0	0	0
Voted against the Resolution	0	0	0	0	0	0
<b>Grand Total</b>	<b>4</b>	<b>6,86,19,367</b>	<b>99.99</b>	<b>7</b>	<b>8,310.19*</b>	<b>0.01</b>
<b>Total Number of Members Voted</b>	- 4 Members holding Fully Paid-up Equity Shares of Rs. 10/- each - 7 Members holding Partly Paid-up Equity Shares of Rs. 10/- each (Rs. 0.01 paid up)					
<b>Total Number of Votes Cast</b>	6,86,27,677.19					
<b>% of Total Number of valid votes cast</b>	100%					
<b>Final Result</b>	Special Resolution passed at the EGM unanimously					

\*As per the Articles of Association of the Company the Members holding Partly Paid up Shares shall have voting right in proportion to their share in the Paid-up Share Capital. Accordingly, Partly Paid-up Shares' votes are taken as 1 vote against 1000 Partly Paid-up shares.

Thanking you,  
Yours faithfully,

(Mukesh Siroya)

Practicing Company Secretary

Membership No. FCS 5682, CP No. 4157

M Siroya and Company

Company Secretaries

A-103, Samved Building, Near Ekta Bhoomi Gardens

Rajendra Nagar, Borivali (E), Mumbai - 400 066

Place : Mumbai

Date : February 16, 2015

**RESULT OF E-VOTING AND POLL DECLARED BY THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING HELD ON FEBRUARY 16, 2015**

Pursuant to the applicable provisions of Companies Act, 2013 and rules framed thereunder, the Extraordinary General Meeting ("EGM") of the Company was held on Monday, February 16, 2015 at 11:00 A.M at One Indiabulls Centre, Tower 2A, 17<sup>th</sup> Floor, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400013, to seek approval of Members of the Company on the business mentioned in the Notice of the EGM dated February 4, 2015.

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014, the Company had provided facility to the Members to vote electronically ("e-voting") on the Special Resolution mentioned in the Notice of EGM dated February 4, 2015 and had appointed M/s. M Siroya and Company, represented by CS Mukesh Siroya (Certificate of Practice No. 4157), as a Scrutinizer to conduct the e-voting process in a fair and transparent manner. The e-voting period commenced on February 12, 2015 from 9:00 a.m and concluded on February 12, 2015 at 9:00 p.m. The Company had also provided the facility to the Members who were not able to vote electronically; to cast their vote through poll at the EGM. The Chairman of the EGM under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, with the consent of the Members present at meeting appointed M/s. M Siroya and Company, represented by CS Mukesh Siroya as Scrutinizer for conducting the Poll process at the EGM held on the February 16, 2015.

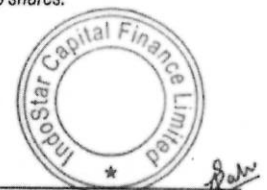
The Scrutinizer submitted his reports on e-voting, poll and combined Report on the e-voting and poll on February 16, 2015 and the following results were announced on February 16, 2015 by the Chairman at the EGM:

<b>Sub Matter of Special Resolution</b>	Alteration of Memorandum of Association pursuant to shifting of the Registered Office from the State of West Bengal to the State of Maharashtra
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**Poll:**

	Fully Paid Up			Partly Paid UP		
	Number of Members Voted	Number of Votes Cast	% of Total Number of Valid Votes Cast	Number of Members Voted	Number of Votes Cast	% of Total Number of Valid Votes Cast
Voted For the Resolution	4	6,86,19,367	99.99	7	8,310.19*	0.01
Voted against the Resolution	0	0	0	0	0	0
<b>Total</b>	<b>4</b>	<b>6,86,19,367</b>	<b>99.99</b>	<b>7</b>	<b>8,310.19*</b>	<b>0.01</b>

*\*As per the Articles of Association of the Company the Members holding Partly Paid up Shares shall have voting right in proportion to their share in the Paid-up Share Capital. Accordingly, Partly Paid-up Shares' votes are taken as 1 vote against 1000 Partly Paid-up shares.*



**IndoStar Capital Finance Limited**

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

Registered Office: Room # 6, 4th Floor, Commerce House, 2A Ganesh Chandra Avenue, Kolkata 700 013

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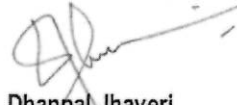
E-Voting:

	Fully Paid Up			Partly Paid UP		
	Number of Members Voted	Number of Votes Cast	% of Total Number of Valid Votes Cast	Number of Members Voted	Number of Votes Cast	% of Total Number of Valid Votes Cast
Voted For the Resolution	0	0	0	0	0	0
Voted against the Resolution	0	0	0	0	0	0
Total	0	0	0	0	0	0

Combined Results:

Total Number of Members Voted	- 4 Members holding Fully Paid-up Equity Shares of Rs. 10/- each - 7 Members holding Partly Paid-up Equity Shares of Rs. 10/- each (Rs. 0.01 paid up)
Total Number of Votes Cast	6,86,27,677.19
% of Total Number of valid votes cast	100%
Final Result	Special Resolution passed unanimously at the EGM

For IndoStar Capital Finance Limited

  
Dhanpal Jhaveri  
(Chairman of the Extraordinary General Meeting held on February 16, 2015)



Date: February 16, 2015  
Place: Mumbai

**IndoStar Capital Finance Limited**

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

Registered Office: Room # 6, 4th Floor, Commerce House, 2A Ganesh Chandra Avenue, Kolkata 700 013

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