



INDOSTAR CAPITAL FINANCE LIMITED

Registered & Corporate Office: Unit No. 505, 5th Floor,
Wing 2/E, Corporate Avenue, Andheri - Ghatkopar Link Road, Chakala, Andheri (East), Mumbai - 400099
Corporate Identity Number: L65100MH2009PLC268160 | Tel: +91 22 43157000
Website: www.indostarcapital.com; Email: investor.relations@indostarcapital.com

ADDENDUM TO THE NOTICE OF 14TH ANNUAL GENERAL MEETING OF INDOSTAR CAPITAL FINANCE LIMITED

Addendum to the Notice of the 14TH Annual General Meeting (AGM) of the Members of Indostar Capital Finance Limited to be held on Monday, September 18, 2023 at 10:30 a.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

Notice is hereby given pursuant to the provisions of Section 160 of the Companies Act, 2013 (**‘Act’**) read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, of the intention of a member signifying candidature of a person for the office of Director of the Company. Accordingly, the following item of business is added in the aforesaid addendum to the Notice as Item No. 8 as a Special Business and this addendum shall be deemed to be an integral part of the original Notice dated August 25, 2023 convening the 14th Annual General Meeting (**“Notice of AGM”**) and the notes provided therein. **Attention of the shareholders is specifically drawn to the attached explanatory statement to explain the background of the proposal and the stand of Nomination and Remuneration Committee as well as Board of Directors of the Company thereon.**

SPECIAL BUSINESS:

8. Appointment of Mr. Devdutt Marathe (DIN: 10294876) as a Non-Executive Non-Independent Director of the Company.

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

“RESOLVED THAT pursuant to (i) the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules framed thereunder including the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (**“Act”**); (ii) the applicable provisions of the Articles of Association of the Company; (iii) the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“Listing Regulations”**); (iv) the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, as amended (**“RBI Directions”**); (v) Policy on Selection Criteria / “Fit & Proper” Person Criteria of the Company; and (vi) all other applicable laws, acts,

rules, regulations, guidelines, circulars, directions and notifications, Mr. Devdutt Marathe (DIN: 10294876), who was appointed as an Additional Non-Executive Non-Independent Director of the Company in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of 14th Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Non-Executive Non-Independent Director of the Company, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company (**“Board”**) be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution including but not limited to delegate any powers to any officials of the Company conferred upon the Board by this resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

Shikha Jain

Company Secretary &
Compliance Officer
Membership No.: ACS 59686

Place: Mumbai

Date: September 8, 2023

Registered Office:

Unit No. 505, 5th Floor, Wing 2/E,
Corporate Avenue, Andheri - Ghatkopar Link Road,
Chakala, Andheri (East), Mumbai - 400099
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Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the above Special Business to be transacted at the AGM is annexed hereto.
2. Relevant documents referred to in this addendum to Notice of AGM are available for online inspection by the Members of the Company up to the date of the AGM. Members who wish to inspect any of the relevant documents may write to the Company Secretary & Compliance Officer at investor.relations@indostarcapital.com.
3. This addendum to the Notice of AGM is available on the website of the Company at www.indostarcapital.com and website of CDSL at www.evotingindia.com.
4. All the processes, notes and instructions relating to attending AGM through VC / OAVM and e-voting set out for and applicable for the ensuing 14th AGM shall mutatis-mutandis apply to attending AGM through VC / OAVM and e-voting for the resolution proposed in this Addendum to the Notice of AGM. Furthermore, the Scrutinizers appointed for the ensuing 14th AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 14th AGM.
5. The Members are requested to note that Mr. Munish Dayal (DIN: 01683836), Non-executive Non-Independent Director of the Company has resigned from the Board of Directors of the Company with effect from September 8, 2023 due to certain personal and professional reasons. Accordingly, resolution proposed at item No. 3 of Notice of AGM for re-appointment of Mr. Munish Dayal, a director liable to retire by rotation, stands cancelled.
6. The voting on Item No. 3 of the original Notice dated August 25, 2023 convening the 14th Annual General Meeting will be disabled by Central Depositories of India Limited ("CDSL"), e-voting agency appointed by the Company and accordingly, the Members would not be able to cast their vote on the resolution proposed at the Item No. 3 of the Original Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

ITEM NO. 8 - Appointment of Mr. Devdutt Marathe (DIN: 10294876) as a Non-Executive Non-Independent Director of the Company.

Members are requested to note that the Company had issued a Notice dated August 25, 2023 for convening the 14th Annual General Meeting (“**Notice of AGM**”) scheduled to be held on Monday, September 18, 2023 at 10.30 a.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) and the same has already been circulated to the Members of the Company in due compliance with the provisions of the Companies Act, 2013 (“**the Act**”) read with the Rules framed thereunder.

Subsequent to dispatch of Notice of AGM, in terms of the right under the shareholders’ agreement (“**SHA**”) executed among the Company, BCP V Multiple Holdings Pte. Ltd. (“**Brookfield**”) and Indostar Capital (“**ICM**”) which is effective from July 09, 2020, the Company received a communication from Brookfield nominating Mr. Devdutt Marathe (DIN: 10294876) as Non-Executive Non-Independent Director on the Board of Directors of the Company.

Members are requested to note that pursuant to nomination received from Brookfield and upon recommendation of the Nomination & Remuneration Committee (“**NRC**”), the Board of Directors through resolution passed by circulated dated September 8, 2023 approved appointment of Mr. Devdutt Marathe, as an Additional Director in the category of Non-Executive Non-Independent Director, liable to retire by rotation, of the Company in terms of Section 161(1) of the Act, to hold office up to the date of the 14th Annual General Meeting of the Company.

Brief profile of Mr. Marathe and disclosure(s) / information under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and the Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India are set out in Annexure to this addendum to Notice of AGM.

Members are requested to note that the Company has received consent in writing from Mr. Marathe to

act as Non-Executive Non-Independent Director of the Company and declaration(s) and confirmation(s) stating that he is not disqualified from being appointed as Director of the Company in terms of Section 164 and other applicable provisions of the Act and the circulars, directions, notifications, regulations, guidelines issued by the Reserve Bank of India and the Securities and Exchange Board of India.

Members are requested to note that in terms of Section 178 of the Act, terms of reference of NRC, RBI Directions and Policy on Selection Criteria / “Fit & Proper” Person Criteria of the Company, the NRC has assessed and confirmed the eligibility and “fit & proper” person status of the proposed director for his appointment as Non-Executive Non-Independent Director, based on the information, declarations, disclosures and undertakings provided by him.

Members are requested to note that the Company has received a notice in writing in terms of the provisions of Section 160 of the Act from a Member proposing the candidature of Mr. Marathe, as a Non-Executive Non-Independent Director on the Board of Directors of the Company. The Board of Directors recommends the resolution set out at Item No. 8 of the addendum to the Notice of AGM to the Members for their consideration and approval, by way of an Ordinary Resolution.

Except Mr. Marathe or his relatives none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 8 of the addendum to the Notice of AGM.

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

Shikha Jain
Company Secretary &
Compliance Officer
Membership No.: ACS 59686

Place: Mumbai
Date: September 8, 2023

ANNEXURE TO THE ADDENDUM TO THE NOTICE CONVENING THE 14TH ANNUAL GENERAL MEETING

ADDITIONAL INFORMATION OF DIRECTOR SEEKING APPOINTMENT AT THE 14TH ANNUAL GENERAL MEETING WITH RESPECT TO ITEM NO. 8.

Name of the Director	Mr. Devdutt Marathe
Age	40 years
Date of first Appointment on the Board of the Company	September 8, 2023
Brief Resume, Qualifications, Experience and Nature of his expertise in functional areas	Mr. Devdutt Marathe is an investment professional with over thirteen years' experience in the Private Equity space. He is currently a Senior VP at Brookfield Asset Management focused on the Private Equity business in the India / Middle East region. Previously, Mr. Marathe was a Principal at Apax Partners, where he led or participated in several transactions across financial services, healthcare and technology sectors. Mr. Marathe holds B.Tech. and MS degrees in Electrical Engineering from IIT Madras and Caltech (USA) respectively, and a PGDM from IIM Ahmedabad.
Terms and Conditions of appointment / re-appointment	Liabie to retire by rotation.
Remuneration sought to be paid	NIL
Remuneration last drawn	Not applicable
(FY 2022-23)	
Shareholding in the Company	NIL
Relationship with other Directors / Managers / Key Managerial Personnel	Not related to any Director or Key Managerial Personnel of the Company
No. of Board Meetings attended during the financial year 2022-23 (No. of Meetings held during tenure of directorship)	Not applicable
Other Directorships	Nil
Membership / Chairmanship of Committees of other Boards	Nil
Listed entities from which resigned in past three years	None