INDOSTAR CAPITAL FINANCE LIMITED

Registered Office: Silver Utopia, 3rd Floor,
Unit No 301-A, Opposite P & G Plaza, Cardinal Gracious Road,
Chakala, Andheri (E), Mumbai – 400099
Corporate Identity Number: L65100MH2009PLC268160 | Tel: +91 22 43157000
Website: www.indostarcapital.com; **Email:** investor.relations@indostarcapital.com

NOTICE OF 17TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **17TH ANNUAL GENERAL MEETING** of the Members of **INDOSTAR CAPITAL FINANCE LIMITED** ("the Company") will be held on **FRIDAY, SEPTEMBER 25, 2026 at 11:00 A.M. (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities Exchange Board of India (SEBI), to transact the following businesses:

ORDINARY BUSINESS:

1. **Adoption of Standalone Financial Statements**

   To receive, consider and adopt the audited standalone financial statements for the Financial Year ended March 31, 2026 and the Reports of the Board of Directors and the Reports of the Statutory Auditors thereon.

2. **Adoption of Consolidated Financial Statements**

   To receive, consider and adopt the audited consolidated financial statements for the Financial Year ended March 31, 2026 and the Reports of the Statutory Auditors thereon.

3. **Appoint a Director in place of Mr. Aditya Hemant Joshi (DIN: 08684627), who retires by rotation and being eligible has offered himself for re-appointment.**

   To appoint a Director in place of Mr. Aditya Hemant Joshi (DIN: 08684627), who retires by rotation and being eligible has offered himself for re-appointment.

4. **Appoint and fix remuneration of Statutory Auditors of the Company**

   To consider and, if thought fit, to pass 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 as amended from time to time ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, under the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI Listing Regulations"), and in accordance with the Reserve Bank of India (Non-Banking Financial Companies - Statutory Audit) Directions, 2026 ("RBI Master Directions") and other rules, regulations, guidelines, circulars, directions and notifications issued by the RBI, from time to time for the appointment of Statutory Auditors of the Company and as recommended by the Audit Committee and the Board of Directors, S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E/E300005), who have confirmed their eligibility as per Section 141 of the Act and RBI Master Directions, be and are hereby appointed as Statutory Auditors of the Company, to hold office for a term of 3 (Three) consecutive years from the conclusion of the 17th (Seventeenth) Annual General Meeting till the conclusion of the 20th (Twentieth) Annual General Meeting of the Company, at such remuneration as may be decided by the Board of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee constituted / may be constituted by the Board of Directors of the Company or any other person(s), for the time being exercising the powers conferred on the Board by this resolution and as may be authorised by the Board in this regard);

   RESOLVED FURTHER THAT the Board be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration and to do 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 any 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".

SPECIAL BUSINESS:

5. Issue of Non-Convertible Debentures under Private Placement

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to (i) the provisions of Sections 23, 42, 71, 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules framed thereunder including the Companies (Prospectus and Allotment of Securities) rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force); (ii) the applicable provisions of the Memorandum of Association and the Articles of Association of the Company; (iii) the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time; (iv) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time; (v) the Master Direction – Reserve Bank of India (Commercial Paper and Non-Convertible Debentures of original or initial maturity upto one year) Directions, 2024, as amended from time to time; and (vi) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions, notifications, and subject to such other consent(s) / permission(s) / sanction(s), as may be required, 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 constituted / may be constituted by the Board of the Company or any other person(s), for the time being exercising the powers conferred on the Board by this resolution and as may be authorised by the Board in this regard) to create / invite / offer / issue / allot up to such number of Non-Convertible Debentures ("NCDs") including but not limited to subordinated / perpetual debentures, under private placement, with or without security, in one or more modes or combinations thereof and in one or more series or tranches, to such eligible person(s), on such terms and conditions as the Board may determine and think fit, such that the aggregate principal amount of NCDs to be issued during a period of 1 (one) year commencing from the date of passing of this Special Resolution does not exceed ₹ 6,000 crores (Rupees Six Thousand Crores Only) within the overall borrowing limits of the Company;

RESOLVED FURTHER THAT the 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 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**

Place: Mumbai
Date : July 29, 2026

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

Registered Office:
Silver Utopia, 3rd Floor,
Unit No 301-A, Opposite P & G Plaza,
Cardinal Gracious Road, Chakala,
Andheri (E), Mumbai – 400099
CIN: L65100MH2009PLC268160
Tel: +91 22 43157000
E-mail: investor.relations@indostarcapital.com
Website: www.indostarcapital.com

NOTES FOR MEMBER'S ATTENTION:

Virtual Meeting

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular no. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, read with the subsequent circulars issued in this regard, and the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred as "MCA Circulars") has allowed the Companies to conduct the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") until further notice. Accordingly, in compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the MCA Circulars, the 17th Annual General Meeting of the Company shall be conducted through VC / OAVM.

2. The Company has engaged Central Depository Services (India) Limited ("CDSL") to provide the facilities in respect of:

   a) voting through remote e-Voting;

   b) participation in the AGM through VC / OAVM facility; and

   c) e-Voting during the AGM.

3. In accordance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

4. Since the AGM is being held through VC / OAVM, pursuant to the MCA Circulars:

   a. Members can attend the AGM through login credentials provided to them for this purpose. Physical attendance of the Members at the AGM venue is not required. Accordingly, attendance slip and route map are not annexed to this Notice.

   b. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

   c. Appointment of proxy to attend and cast vote on behalf of the Member under Section 105 of the Act will not be available for the AGM and hence the Proxy Form is not annexed to this Notice.

   d. In pursuance to Section 112 and Section 113 of the Act, Corporate / Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and participate there at and cast their votes through remote e-Voting or e-Voting during AGM. Corporate / Institutional Members are requested to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote and demat account details, to the Company at investor.relations@indostarcapital.com.

5. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the SEBI Listing Regulations and applicable circulars on e-Voting facility provided by Listed Entities, the SS-2, and the MCA Circulars, Members have the option to vote electronically either before the AGM ("remote e-Voting") or during the AGM on the resolutions set out in the AGM Notice.

6. The Company's Registrar and Transfer Agent for its share registry work (Physical and Electronic) is MUFG Intime India Private Limited ("MUFG") having their office at C 101, Embassy 247, L.B.S Marg, Vikhroli (West), Mumbai - 400083.

Explanatory Statement

7. Additional information relating to Ordinary Business i.e., Item No. 04 and Explanatory Statement pursuant to Section 102 of the Act read with the SS-2 and the SEBI Listing Regulations, relating to Special Business as set out in the Notice convening the AGM ("AGM Notice") are annexed hereto.

8. Information as required under Regulation 36(3) of the SEBI Listing Regulations and the SS-2 issued by ICSI with respect to Mr. Aditya Hemant Joshi (DIN: 08684627), seeking re-appointment as Non-Executive Director is annexed hereto and forms part of the AGM Notice.

Electronic Dispatch of AGM Notice and Annual Report

9. In compliance with the circulars issued by MCA and SEBI, the AGM Notice along with the Annual Report for the Financial Year 2025-26 ("Annual Report") is being sent through electronic mode to those Members whose email addresses are

registered with the Company / Depository Participants / Registrar and Transfer Agent – MUFG.

10. As per SEBI Listing Regulations, physical copy of Annual Report is required to sent only those Members who have requested the same and accordingly, Members who wish to obtain physical copy of Annual Report may write to the Company at investor.relations@indostarcapitalcom.

11. Members are requested to note that the AGM Notice and Annual Report for the Financial Year 2025-26 is also available on the website of the Company at https://www.indostarcapital.com/investors-corner#investor-services, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency providing the remote e-Voting facility) at www.evotingindia.com.

Procedure for joining the AGM through VC / OAVM

12. Members will be able to attend the AGM through VC / OAVM at www.evotingindia.com or https://eservices.nsdl.com by using their e-Voting login credentials.

13. Members can join the AGM through VC / OAVM facility 30 minutes before the scheduled time of commencement of the AGM and shall be kept open throughout the proceedings of the AGM, by following the procedure provided in the AGM Notice.

14. Members may note that the facility of participation at the AGM through VC / OAVM allows participation of at least 1,000 Members on a first-come-first-served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc., they can attend the AGM without any restriction on account of first-come first-served principle.

Speaker Registration – Procedure to raise questions or seek clarification with respect to Annual Report

15. Members who would like to express their views / ask questions during the AGM, may register themselves as a speaker by sending a specific request for the same from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN and mobile number at investor.relations@indostarcapital.com. The Speaker Registration will be open from Monday, September 21, 2026 to Wednesday, September 23, 2026.

16. Only those Members who have registered themselves as a 'Speaker' will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

17. The Members who do not wish to speak during the AGM but have any queries relating to the resolutions set out in the AGM Notice may send their queries from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN and mobile number at investor.relations@indostarcapital.com by Wednesday, September 23, 2026. These queries will be suitably addressed by the Company through email communication.

Procedure for inspection of documents

18. The following documents / registers will be available for online inspection by the Members of the Company up to the date of the AGM during business hours of the working days and during the AGM:

    a. Register of Directors and Key Managerial Personnel and their Shareholding, and Register of Contracts or arrangement in which Directors are interested, if any, maintained under the Act;

    b. A certificate by M/s. Mehta & Mehta, Company Secretaries, (Firm Registration Number: P1996MH007500) Secretarial Auditors of the Company, certifying that the Employee Stock Options Plan(s) of the Company have been implemented in accordance with the Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the respective resolution(s) passed in the general meeting(s) of the Company in this regard; and

    c. The documents referred in the AGM Notice and the Explanatory Statement annexed to the AGM Notice.

Members seeking to inspect such documents can send an email to investor.relations@indostarcapital.com.

Procedure for remote e-Voting and e-Voting during the AGM:

19. The facility of e-Voting shall be available during the AGM for Members attending the AGM through VC / OAVM and who have not already casted their vote by remote e-Voting. However, Members who have casted their vote through remote e-Voting may attend the AGM but shall not be entitle to vote during the AGM.

20. The remote e-Voting facility will be available during the following period:

Record / Cut-off date (AGM e-Voting)	Friday, September 18, 2026

Remote e-Voting period

Period during which Members, as on the cut-off date, may cast their votes on electronic voting system from any location:

Commencement of remote e-Voting	Monday, September 21, 2026, 9:00 A.M. (IST)
End of remote e-Voting	Thursday, September 24, 2026, 5:00 P.M. (IST)

21. The voting rights of Members shall be in proportion to their share in the paid-up share capital of the Company as on the cut-off date i.e., Friday, September 18, 2026. A person who is not a Member as on the cut-off date should treat the AGM Notice for information purpose only.

22. The Board of Directors of the Company at its meeting held on July 29, 2026 have appointed Ms. Ashwini Inamdar (FCS No. 9409), failing her, Ms. Alifya Sapatwala (ACS No. 24091), Partners of M/s. Mehta & Mehta, Company Secretaries, as Scrutiniser to scrutinise the entire process of remote e-Voting and e-Voting during the AGM in a fair and transparent manner.

23. As per SEBI circular dated December 09, 2020, all the individual shareholders holding shares of the Company in demat mode, can cast their vote, by way of single login credential, through their demat accounts / websites of depositories / depository participants (DPs), without having to register again with the e-Voting service provider (ESP). Members are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

A. Procedure and instructions for Individual Members holding shares in dematerialised form:

Type of Members	Login Method
Individual Members holding shares in dematerialised mode with CDSL	**A. Users already registered for Easi / Easiest facility:** 1. Users who have opted for CDSL Easi / Easiest facility, can login at https://web.cdslindia.com/myeasitoken/home/login through their existing User ID and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website at www.cdslindia.com and click on login icon and select My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. **B. Users who have not opted for Easi / Easiest facility:** 1. Option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 2. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress click on options available against the Company name: IndoStar Capital Finance Limited or select e-Voting service provider name – CDSL to cast your vote.

<table>
<tr><th>Type of Members</th><th>Login Method</th></tr>
<tr><td>Individual Members holding share(s) in dematerialised mode with NSDL</td><td>A. Users registered for NSDL IDeAS facility:
1. Visit the e-Services website of NSDL at https://eservices.nsdl.com. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. Enter your User ID and Password.
2. After successful authentication, User will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and User will be able to see e-Voting page. Click on Company name: IndoStar Capital Finance Limited or e-Voting service provider name - CDSL and user will be re-directed to CDSL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.
B. Users not registered for NSDL IDeAS facility:
1. Option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
2. Visit the e-Voting website of NSDL at https://www.evoting.nsdl.com/ Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. User will have to enter your User ID (i.e. sixteen-digit demat account number hold with NSDL), Password/OTP and a verification code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein user can see e-Voting page. Click on Company name: IndoStar Capital Finance Limited or e-Voting service provider name - CDSL and user will be re-directed to CDSL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.
3. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, eight-digit client Id, PAN No., verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, User will be redirected to NSDL Depository site wherein user can see e-Voting page. Click on Company name: IndoStar Capital Finance Limited or e-Voting service provider name - CDSL and user will be re-directed to CDSL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</td></tr>
<tr><td>Individual Members (holding share(s) in dematerialised mode) login through their Depository Participants</td><td>1. User can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility.
2. After Successful login, user will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
3. Click on option available against Company’s name: IndoStar Capital Finance Limited or e-Voting service provider – CDSL and user will be redirected to e-Voting website of CDSL for casting vote during the remote e-Voting period.</td></tr>
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Important note:

Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding shares in dematerialised mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NDSL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

B. Procedure and instructions for non-individual Members holding shares in dematerialised form and Members holding shares in physical form:

i. The shareholders should log on to the e-Voting website www.evotingindia.com.

ii. Click on "Shareholders" module.

iii. Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Member holding shares in Physical Form should enter Folio Number registered with the Company.

iv. Next enter the Image Verification as displayed and Click on Login.

v. If Member are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any other company, then your existing password is to be used.

vi. If first-time user follow the steps given below:

For Members holding shares in dematerialised form and physical form.	
PAN	• Enter 10-digit alpha-numeric PAN issued by Income Tax Department. • Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank details or Date of Birth (DOB)	• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or company, please enter the member ID / folio number in the Dividend Bank details field.

vii. After entering these details appropriately, click on "SUBMIT" tab.

viii. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

ix. For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this AGM Notice.

x. Click on the EVSN for the IndoStar Capital Finance Limited on which you choose to vote.

xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the Resolution.

xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xvi. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

xvii. There is also an optional provision to upload Board Resolution / Power of Attorney if any uploaded, which will be made available to scrutiniser for verification.

xviii. Additional Facility for Non – Individual Members and Custodians – For Remote Voting only.

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.
- Alternatively Non Individual Members are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser and to the Company at investor.relations@indostarcapital.com, if have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutiniser to verify the same.

xix. Process for Members whose email addresses are not registered with the Company / Depositories:

- Members holding shares in physical form - Please provide necessary details like Folio No., Name of Member, scanned copy of the share certificate (front and back) and PAN (self-attested scanned copy of PAN card) by email to investor.relations@indostarcapital.com;
- Members holding shares in dematerialised form (other than individuals) - Please update your email address and mobile no. with your respective depository participant.
- Individual Members holding shares in dematerialised form - Please update your email address and mobile no. with your respective depository participant which is mandatory while e-Voting and joining the AGM.

xx. Instructions for Members attending the AGM through VC / OAVM and e-Voting on the resolutions proposed in the AGM Notice, during the AGM are as under:

a. The procedure for attending the AGM through VC / OAVM and e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting.

b. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote during the AGM.

c. Only those Members, who are present in the AGM through VC / OAVM facility and have not casted their vote on the resolutions proposed in the AGM Notice through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

d. After successful login as per the instructions mentioned above for remote e-Voting, the link for VC / OAVM to attend AGM will be available where the EVSN of Company will be displayed.

e. Members are encouraged to join the AGM through Laptops / IPads for better experience.

f. Members will be required to allow Camera (in case of speakers) and use Internet with a good speed to avoid any disturbance during the meeting.

g. Members connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. Members are therefore requested to use internet facility with a good speed to avoid any disturbance during the AGM.

E-Voting results

23. The Scrutiniser shall, not later than two days from the conclusion of the AGM, submit a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairperson or any other person authorised by the Chairperson in this behalf, who shall countersign the same.

24. The Chairperson or any other person authorised by the Chairperson in this behalf shall forthwith on receipt of the consolidated Scrutiniser's Report, declare the results of the voting within two working days of the conclusion of the AGM. The results declared along with the Scrutiniser's Report shall be placed on the Company's website at www.indostarcapital.com and on the website of CDSL e-Voting at www.evotingindia.com immediately and shall be communicated to the BSE Limited and the National Stock Exchange of India Limited, where the Equity Shares of the Company are listed.

25. The resolutions as set out in the AGM Notice shall be deemed to be passed on the date of the AGM i.e., Friday, September 25, 2026, subject to receipt of the requisite number of votes in favour of the resolution(s).

General Instructions / Advisory

26. Members may need assistance before or during the AGM for any issues / queries / grievances relating to remote e-Voting / e-Voting during the AGM / attending the AGM through VC / OAVM:

a) **CDSL:** Members may refer to the Frequently Asked Questions ("FAQs") and e-Voting user manual available at www.evotingindia.com, under "Help" section or may contact Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 21 09 911.

b) **Company:** Ms. Shikha Jain, Company Secretary and Compliance Officer at Silver Utopia, 3rd Floor, Unit No 301-A, Opposite P & G Plaza, Cardinal Gracious Road, Chakala, Andheri (E), Mumbai – 400099 or send an email at investor.relations@indostarcapital.com or call at 022-43157000.

27. Members holding shares in physical mode and desirous of nominating any person as his / her nominee may send the duly filed nomination form in SH-13 or desirous of cancelling the earlier nomination and recording fresh nomination may send the duly filled form SH-14 to MUFG. Members can obtain the blank form SH-13 and SH-14 from MUFG. Members holding shares in electronic / dematerialised mode can contact their respective Depository Participants to either nominate any person as a nominee or cancel the earlier nomination and record fresh nomination.

28. **Members are requested to:**

a. register/ notify any change in their registered address/ Permanent Account Number/ bank mandates to MUFG, in case of shares held in physical form;

b. register/ notify any change in their registered address / Permanent Account Number / bank mandates to the respective Depository Participants, in case of shares held in electronic/ dematerialised form; and

c. quote their folio number(s) / Client ID and DP ID/ Beneficiary ID in all their correspondence.

29. SEBI vide Circular Nos. SEBI/HO/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of dispute arising in the Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal and the same can also be accessed through the Company's website https://www.indostarcapital.com.

Information relating to unpaid or unclaimed dividends (Investor Education and Protection Fund)

30. As per Sections 124 and 125 of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, dividends which remains unpaid or unclaimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF). Further, the said provisions mandate companies to transfer the shares of shareholders whose dividends remain unpaid or unclaimed for a period of seven consecutive years, to the demat account of IEPF Authority.

31. The detailed dividend history and shareholder wise details of the unpaid or unclaimed amounts lying with the Company and transferred to IEPF account as on March 31, 2026 are available on the website of the Company at https://www.indostarcapital.com/.

32. Members are requested to access the above link to check if any unpaid or unclaimed dividends are lying with the Company against their holdings. Members are then requested to contact the Company / Company's RTA for encashing their unclaimed dividends, if any.

33. Members whose dividends and/or shares are already transferred to the IEPF Authority can claim their dividends and/or shares from the IEPF Authority by following the Refund Procedure as detailed on the IEPF website at https://www.iepf.gov.in/IEPF/refund.html.

ADDITIONAL INFORMATION IN RESPECT OF ITEM OF ORDINARY BUSINESS

ITEM NO. 4

APPOINT AND FIX REMUNERATION OF STATUTORY AUDITORS OF THE COMPANY

The Reserve Bank of India (Non-Banking Financial Companies - Statutory Audit) Directions, 2026 ("RBI Master Directions"), which inter-alia stipulates that eligible entities will have to appoint the Statutory Auditors for a continuous period of 3 (Three) years, subject to the firm satisfying the eligibility norms each year. Also, an audit firm that has completed full or part of one term of the audit tenure shall not be eligible for re-appointment in the same entity for a period of 6 (Six) years thereafter.

Accordingly, the Member of the Company at their 14th Annual General Meeting held on September 19, 2023, based on recommendation of the Audit Committee and approval of the Board of Directors, had approved the appointment of M/s. M S K A & Associates LLP, Chartered Accountants (Firm Registration Number: 105047N/W101187) ("MSKA") as the Statutory auditor of the Company to hold office for a term of 3 (Three) consecutive years from the conclusion of 14th Annual General Meeting till the conclusion of the 17th Annual General Meeting of the Company. MSKA tenure would be expiring at the ensuing AGM.

In accordance with the Companies Act, 2013 ("the Act") and RBI Master Directions, the Board of Directors at their meeting held on July 29, 2026, on the recommendation of the Audit Committee have recommended for the approval of members, the appointment of S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E/E300005) ("S.R. Batliboi & Co. LLP"), as Statutory Auditors of the Company to hold office from conclusion of 17th Annual General Meeting till the conclusion of 20th Annual General Meeting of the Company.

The Board and Audit Committee considered various parameters specified in the RBI Master Directions and Section 141 of the Act, including audit approach, experience and knowledge in the financial service sector, market standing of the firm and assessment of its independence and found S.R. Batliboi & Co. LLP, to be suitable to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

S.R. Batliboi & Co. LLP fulfils the eligibility criteria, including criteria relating to independence and conflict, as specified by RBI and have consented to the said appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141 of the Act and will be in compliance with the eligibility criteria/requirements specified by Section 139 and 141 of the Act along with the RBI Master Directions.

Further, S.R. Batliboi & Co. LLP has also provided a certificate confirming their eligibility as per RBI Master Directions and the Act with respect to their appointment as Statutory Auditors.

Pursuant to the provisions of Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the following details are provided for the information of the Members:

Proposed statutory audit fee payable to auditors	The proposed statutory audit fee to be paid to S.R. Batliboi & Co. LLP, would be ₹ 1,50,00,000 (Rupees One Hundred Fifty Lakhs Only) (plus 3% tech fee) for Financial Year 2026-27 (exclusive of certification fees, good and service tax and reimbursement of out of pocket expenses incurred in connection with the Audit)
Terms of appointment	The Board and Audit Committee recommended the appointment of S.R. Batliboi & Co. LLP, for a term of three years from conclusion of this 17th Annual General Meeting till the conclusion of 20th Annual General Meeting of the Company.
Material changes in fee payable to new auditor from that paid to the outgoing auditor along with rationale for change	The reduction in the proposed audit fee is primarily attributable to the reduced scope of audit of the consolidated financial statements/results. Up to 2025-26, the consolidated financial statements/results included the financial results of Niwas Housing Finance Limited (NHFL), which ceased to be a material subsidiary of the Company with effect from July 17, 2025, and IndoStar Asset Advisory Private Limited ("IAAPL"). From 2026-27 onwards, the consolidated financial statements/results will include only IAAPL, which is not a material subsidiary, resulting in a lower audit effort.

Basis of recommendation for including the details in relation to and credentials of the statutory auditor	**Brief Profile** S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E/E300005) ("the Firm"), part of the S.R. Batliboi & Affiliates network established in 1914 and backed by Ernst & Young Global Limited (EY), brings over a century of professional experience and expertise in auditing large listed entities. The Firm has significant experience in the financial services sector, including NBFCs, HFCs and Banks. The proposed engagement team comprises experienced partners and specialists across audit, IT, tax and data analytics functions and is supported by EY's global technical resources and advisory capabilities. **Basis of Recommendation** The Audit Committee and the Board of Directors of the Company, at their respective meetings held on July 29, 2026, evaluated the Firm's experience, industry standing, technical knowledge, audit expertise in the Company's operating segments and its ability to service a diverse and complex business environment. Considering these factors, along with the proposed transition plan for a smooth handover of audit responsibilities, the Audit Committee and the Board recommended the appointment of S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E/E300005) as the Statutory Auditors of the Company for a term of 3 (Three) consecutive years, from the conclusion of the 17th AGM until the conclusion of the 20th AGM, subject to the approval of the Members at the ensuing AGM.

In view of the above, the approval of Members of the Company is being sought pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Act and RBI Master Directions for the aforesaid appointment of S.R. Batliboi & Co. LLP, as the Statutory Auditors of the Company.

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. 4 of the AGM Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the AGM Notice for approval of the Members.

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. 05

ISSUE OF NON-CONVERTIBLE DEBENTURES UNDER PRIVATE PLACEMENT

Members at the 16th Annual General Meeting of the Company held on September 25, 2025, had accorded their approval to create / invite / offer / issue / allot up to such number of Non-Convertible Debentures ("NCDs"), under private placement, in one or more series or tranches, on such terms and conditions as may be determined by the Board, such that the aggregate principal amount of such NCDs issued during a period of 1 (One) year commencing from the date of passing of special resolution at the aforesaid 16th Annual General Meeting, does not exceed ₹ 6,000 crores (Rupees Six Thousand Crores Only).

Members are requested to note that the aforesaid approval accorded by the Members of the Company for the issue of NCDs under private placement is valid for a period of one year from the date of approval by the Members of the Company i.e. upto September 24, 2026.

Members are requested to note that in order to enable the Company to raise funds by way of issuance of NCDs under private placement, the Board at its meeting held on July 29, 2026, subject to the approval of the Members of the Company, accorded its approval to create / invite / offer / issue / allot upto such number of NCDs, under private placement, in one or more series or tranches, such that the aggregate principal amount of such NCDs to be issued during a period of 1 (one) year commencing from the date of passing of the Special Resolution set out at Item No. 5 of the AGM Notice, does not exceed ₹ 6,000 crores (Rupees Six Thousand Crores Only). Further, the Board of Directors have authorised the Borrowing Committee to undertake all acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, proper or desirable, in respect of issuance of NCDs under private placement including but not limited to determine the terms and conditions of the NCDs to be issued, number of NCDs to be issued, issue price, face value, issue size, coupon, tenor, objects of the issue, etc.

Members are requested to note that in terms of Section 42 of the Companies Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make an offer or invitation to subscribe to securities (including NCDs) through private placement unless the proposal has been previously approved by the members of the Company, by way of special resolution. Further, in case of offer or invitation to subscribe NCDs it shall be sufficient if the Company passes a special resolution only once in a year for all the offers or invitations to subscribe NCDs during the year.

Accordingly, approval of the Members of the Company is sought in terms of Section 42 of the Companies Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, to create / invite / offer / issue / allot up to such number of NCDs, under private placement, in one or more series or tranches, such that the aggregate principal amount of such NCDs to be issued during a period of 1 (one) year from the date of passing of the Special Resolution set out at Item No. 5 of the AGM Notice, does not exceed ₹ 6,000 crore (Rupees Six Thousand Crores Only) within the overall borrowing limits of the Company.

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. 5 of the AGM Notice, except to the extent of the NCDs that may be subscribed by any Directors or Key Managerial Personnel of the Company or their relatives or any entity in which any of the Directors or Key Managerial Personnel of the Company or their relatives may be concerned or interested in any capacity.

The Board of Directors recommends the resolution set out at Item No. 5 of the AGM Notice to the Members for their consideration and approval, by way of Special Resolution.

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

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

Place: Mumbai
Date : July 29, 2026

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 17TH ANNUAL GENERAL MEETING

(Pursuant to Secretarial Standard on General Meetings and Regulation 36 of the SEBI Listing Regulations)

Name of the Director	**Mr. Aditya Hemant Joshi**
Director Identification Number (DIN)	08684627
Age	45 years
Nature of appointment/re-appointment	Re-appointment – Director liable to retire by rotation
Date of first Appointment on the Board of the Company	July 10, 2020
Brief profile, Qualifications Experience and Nature of his expertise in functional areas	Mr. Aditya Hemant Joshi is a Managing Partner and the Head of Private Equity for the Asia-Pacific region across India, China, Australia and the Middle East. In this role, he is responsible for deal sourcing and execution, as well as portfolio monitoring. Prior to joining Brookfield in 2019, Mr. Aditya Hemant Joshi was a principal at a global private equity firm where he was involved in deals in the healthcare, technology services and financial services sectors. Previously, he worked at another global private equity firm covering technology and business services, and at a global investment bank focusing on fundraising and M&A across various industries. Mr. Aditya Hemant Joshi holds a Master of Business Administration degree from The Wharton School of the University of Pennsylvania, and a Bachelor's degree from the University of Pune. He is a Chartered Accountant, a member of The Institute of Chartered Accountants of India and a member of FICCI's National Committee on Private Equity for India.
Terms and Conditions of appointment / re-appointment	Liable to retire by rotation.
Remuneration sought to be paid	NIL
Remuneration last drawn (2025-26)	NIL
Shareholding in the Company as on March 31, 2026	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 2025-26 (No. of Meetings held during tenure of directorship)	Attended 6 (Six) meetings out of 8 (Eight) meetings of the Board of Directors held during the Financial Year 2025-26.
Directorships in other Companies (excluding foreign companies)	None
Membership / Chairmanship of Committees of the other Companies (excluding foreign companies)	None
Listed entities from which resigned in past three years	None

INFORMATION AT A GLANCE

♦ **Annual General Meeting:** 17th Annual General Meeting	♦ **Cut-off Date for e-Voting:** Friday, September 18, 2026
♦ **Day, Date and Time of AGM:** Friday, September 25, 2026 at 11:00 A.M. (IST)	♦ **Remote e-Voting Agency:** Central Depository Services (India) Limited
♦ **Participation through VC/OAVM:** Members can join the AGM through VC / OAVM facility 30 minutes before the scheduled time of commencement of the AGM i.e 11:00 A.M. (IST) at www.evotingindia.com or https://eservices.nsdl.com	♦ **Name of Registrar & Share Transfer Agent:** MUFG Intime India Private Limited
♦ **Mode of AGM:** Video Conferencing / Other Audio-Visual Means	♦ **Remote e-Voting Period:** Monday, September 21, 2026, 9:00 A.M. (IST) to Thursday, September 24, 2026, 5:00 P.M. (IST)
♦ **Deemed Venue:** Registered Office of the Company situated at Silver Utopia, 3rd Floor, Unit No. 301-A, Opposite P & G Plaza, Cardinal Gracious Road, Chakala, Andheri (E), Mumbai – 400099	♦ **Scrutiniser:** Ms. Ashwini Inamdar (FCS No. 9409), failing her, Ms. Alifya Sapatwala (ACS No. 24091), Partners of M/s. Mehta & Mehta, Company Secretaries (Firm Registration Number: P1996MH007500)
♦ **Speaker Shareholder Registration before AGM:** Email - investor.relations@indostarcapital.com at mentioning the name, DP ID and Client ID / folio no., PAN, mobile number. The Speaker Registration will be open from Monday, September 21, 2026 to Wednesday, September 23, 2026.	♦ **Contact Details:** Email: investor.relations@indostarcapital.com; Tel: +91 22 43157000
♦ **Contact information for VC or e-Voting related issues:** Email: helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911	♦ **Annual Report available on website -** Visit https://www.indostarcapital.com/annual-reports