



**INDOSTAR CAPITAL FINANCE LIMITED**

**REGISTERED & CORPORATE OFFICE:** One Indiabulls Center, 20<sup>th</sup> Floor, Tower 2A,  
Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013

**CORPORATE IDENTITY NUMBER:** L65100MH2009PLC268160

**TEL:** +91 22 43157000; **FAX:** +91 22 43157010

**WEBSITE:** www.indostarcapital.com; **EMAIL:** investor.relations@indostarcapital.com

**NOTICE** is hereby given that the **10<sup>TH</sup> ANNUAL GENERAL MEETING** of the Members of **INDOSTAR CAPITAL FINANCE LIMITED (“the Company”)** is scheduled to be held on **FRIDAY, AUGUST 30, 2019 AT 03:00 P.M. (IST) at HALL OF CULTURE, NEHRU CENTRE CONFERENCE HALL, DR. ANNIE BESANT ROAD, WORLI, MUMBAI – 400 018** to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2019, along with the report(s) of the Board of Directors and the Auditors thereon; and
  - (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and the report of the Auditors thereon.
2. To confirm the payment of Interim Dividend and to declare Final Dividend on equity shares for the financial year ended March 31, 2019.
3. To appoint a Director in place of Mr. R. Sridhar (DIN: 00136697), who retires by rotation and, being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

4. **RE-APPOINTMENT OF MR. BOBBY PARIKH AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

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

**“RESOLVED THAT** pursuant to (i) the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules framed thereunder including the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Schedule IV to the Companies Act, 2013 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (**“the 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; (vi) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications; and (vii) on the recommendation of the Nomination & Remuneration Committee (**“NRC”**) and approval of the Board of Directors of the Company, Mr. Bobby Parikh (DIN: 00019437), who was appointed as a Non-Executive Independent Director of the Company at the Extraordinary General Meeting of the Company held on March 28, 2015 and who holds office upto March 04, 2020 and who is eligible for being re-appointed as a Non-Executive Independent Director 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 Independent Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from March 05, 2020 to March 04, 2025;

**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.”

#### 5. **INCREASE IN THE BORROWING LIMITS OF THE COMPANY**

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

**“RESOLVED THAT** in supersession of the resolution passed by the Members at the 9<sup>th</sup> Annual General Meeting of the Company held on September 27, 2018 and pursuant to (i) the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (“**the Act**”); (ii) the applicable provisions of the Memorandum of Association and the Articles of Association of the Company; (iii) the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, as amended; (iv) the Foreign Exchange Management Act, 1999 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force); and (v) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and 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 Directors of the Company or any other person(s), for the time being exercising the powers conferred on the Board of Directors by this resolution and as may be authorised by the Board in this regard) to borrow any sum or sums of monies, from time to time, whether in Indian Rupees or in foreign currency, in any form or manner and / or in one or more tranches, by way of fund based or non-fund based assistance including but not limited to by way of term loan / guarantees / working capital facilities / overdraft facilities / lines of credit / inter corporate deposits / credit facilities / external commercial borrowings / financial assistance from banks / financial institutions / entities / persons and / or any other lenders, issue of convertible or non-convertible instruments or securities / commercial paper and / or in any other form, to such eligible person(s), upon such terms and conditions as to interest, repayment, tenor, security or otherwise, as the Board may determine and think fit, such that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, however provided that the monies borrowed and outstanding (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed, at any point in time, a sum equivalent to ₹25,000 crore (Rupees Twenty Five Thousand crore only), over and above the aggregate, for the time being, of the paid-up share capital, free reserves and securities premium 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.”

## 6. ISSUE OF NON-CONVERTIBLE DEBENTURES UNDER PRIVATE PLACEMENT

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

**“RESOLVED THAT** in supersession to the resolution passed by the Members at the 9<sup>th</sup> Annual General Meeting of the Company held on September 27, 2018 and 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) (**“the Act”**); (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 Debt Securities) Regulations, 2008, as amended; (iv) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; (v) the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, as amended; and (vi) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and 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 Directors of the Company or any other person(s), for the time being exercising the powers conferred on the Board of Directors by this resolution and as may be authorised by the Board in this regard) to create / invite / offer / issue / allot upto 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 ₹10,000 crore (Rupees Ten Thousand crore 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.”

## 7. INCREASE IN AGGREGATE LIMIT OF INVESTMENT AND HOLDING BY FOREIGN PORTFOLIO INVESTORS IN THE EQUITY SHARE CAPITAL OF THE COMPANY

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

**“RESOLVED THAT** pursuant to (i) the provisions of the Foreign Exchange Management Act, 1999 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (**“FEMA”**); (ii) Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended (**“RBI FEMA Regulations”**); (iii) the extant Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, the Ministry of Commerce and Industry, the Government of India (**“FDI Policy”**); FEMA, RBI Regulations and FDI Policy, collectively referred to as **“FEMA Regulations”**; (iv) applicable provisions of the Articles of Association of the Company; (v) the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended (**“SEBI FPI Regulations”**); and (vi) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions, notifications and press notes 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 permit Foreign Portfolio Investors registered in accordance with the provisions of the SEBI FPI Regulations (**“FPIs”**), to invest and hold in aggregate, equity shares of the Company, upto 50% of the paid-up equity share capital of the Company, provided that the total holding by each FPI

or an investor group as referred in SEBI FPI Regulations is within the limits prescribed under the FEMA Regulations and the SEBI FPI Regulations, from time to time;

**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.”

8. **SALE / ASSIGNMENT / SECURITISATION OF LOAN RECEIVABLES OF THE COMPANY UPTO ₹ 5,000 CRORE IN A FINANCIAL YEAR**

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

“**RESOLVED THAT** pursuant to (i) the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (“**the Act**”); (ii) the applicable provisions of the Memorandum of Association and the Articles of Association of the Company; and (iii) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and 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 Directors of the Company or any other person(s), for the time being exercising the powers conferred on the Board of Directors by this resolution and as may be authorised by the Board in this regard), to sell / assign / securitize, present and / or future loan receivables of the Company, to such persons / entities, in such form and manner and upon such terms and conditions as the Board may determine and think fit, such that the aggregate amount of such sale / assignment / securitisation transactions shall not exceed ₹5,000 crore (Rupees Five Thousand crore only), during a financial year;

**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.”

9. **APPOINTMENT OF MR. SHAILESH SHIRALI AS A WHOLE-TIME DIRECTOR**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the 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), Mr. Shailesh Shirali (DIN: 06525626) who was appointed as an Additional Director of the Company in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

**RESOLVED FURTHER THAT** pursuant to (i) the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules framed thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Companies Act, 2013, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (“**the 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; (vi) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications; and (vii) on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, and subject to such other consent(s) / permission(s) / sanction(s), as may be required, Mr. Shailesh Shirali (DIN: 06525626) be and is hereby appointed as a Whole-Time Director of the Company for a period of 5 (five) years with effect from June 26, 2019, on the terms and conditions of appointment and remuneration as detailed in the Agreement dated June 26, 2019 entered into between the Company and Mr. Shailesh Shirali (“**Agreement**”), material terms of which are set out in the Explanatory Statement annexed to the notice convening this Annual General Meeting;

**RESOLVED FURTHER THAT** subject to compliance with the applicable provisions of the Act, the Board of Directors (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 of Directors by this resolution and as may be authorised by the Board in this regard) be and is hereby authorised to modify / alter / vary the terms and conditions of appointment and remuneration of Mr. Shailesh Shirali as a Whole-Time Director of the Company;

**RESOLVED FURTHER THAT** subject to the applicable provisions of the Act, in case of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Shailesh Shirali as a Whole-Time Director in terms of the Agreement, shall be paid as minimum remuneration;

**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**

**Jitendra Bhati**

Company Secretary & Compliance Officer  
Membership No.: FCS 8937

Place: Mumbai  
Date: June 26, 2019

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**the Act**”) and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“**Secretarial Standards**”) for special business at Item No(s). 4 to 9 as set out in the Notice convening 10<sup>th</sup> Annual General Meeting of the Company (“**AGM Notice**”) is annexed hereto and forms part of the AGM Notice.
2. Information with respect to Mr. R. Sridhar, Mr. Bobby Parikh and Mr. Shailesh Shirali seeking re-appointment / appointment as Director(s), as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and the Secretarial Standards is annexed hereto and forms part of the AGM Notice.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ALSO ENTITLED TO APPOINT ONE OR MORE PERSONS AS PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE MUST BE DULY COMPLETED, STAMPED, SIGNED AND DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. A PROXY SHALL NOT HAVE THE RIGHT TO SPEAK AT THE AGM.**

Members are requested to note that a person can act as a proxy on behalf of the Members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. Provided that a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or Member.

Proxies submitted on behalf of body corporate as Members of the Company must be supported by an appropriate resolution / authority / power of attorney, as applicable.

4. Every Member entitled to vote on the resolutions as set out in the AGM Notice shall during the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, be entitled to inspect the proxies lodged, at any time during normal business hours of the Company, provided not less than 3 days’ notice in writing of the intention to do so is given to the Company.
5. Members who are body corporate, intending to send their authorised representative(s) to attend the AGM are requested to send to the Company a certified copy of the resolution of its Board of Directors / other governing body authorising their representative(s) to attend and vote on their behalf at the AGM, pursuant to Section 113 of the Act.
6. Members / authorised representative(s) / proxies are requested to bring the Attendance Slip duly completed and signed at the venue of the AGM.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from **Saturday, August 24, 2019 to Friday, August 30, 2019 (both days inclusive)**.
8. The Final Dividend as recommended by the Board, if declared at the AGM, will be paid on or before Sunday, September 29, 2019 to those shareholders whose names appear on the Register of Members of the Company as on **Friday, August 23, 2019**. In respect of shares held in dematerialized form in the Depository system, dividend thereon will be paid to the beneficial owners as per the list to be provided by the National Securities Depository Limited (“**NSDL**”) and the Central Depository Services (India) Limited (“**CDSL**”) as on **Friday, August 23, 2019**.
9. The Annual Report of the Company for the financial year 2018-19 (“**Annual Report**”) and the AGM Notice, inter alia, indicating the process and manner of e-voting, along with the Attendance Slip and Proxy Form are being sent by electronic mode to all the Members whose email address(es) are registered with the Company / Depository Participants / Registrar and Transfer Agent - Link Intime India Private Limited (“**Link Intime**”) for communication purposes, unless a Member has requested a physical copy of the same. For Members who have not registered their email address(es) and / or have opted to receive a copy in physical form, physical copies of the Annual Report and the AGM Notice along with the Attendance Slip and Proxy Form are being sent through permitted mode.

Members are requested to register / update their email address(es) with the respective Depository Participants (in case of shares held in electronic / dematerialised mode) or Link Intime (in case of shares held in physical mode) for receiving the communication from the Company in electronic mode.

10. Members may note that the Annual Report is also available on the website of the Company at <https://www.indostarcapital.com/investors.html#annual-reports>. Further, the AGM Notice is available on the website of the Company at <http://www.indostarcapital.com/investors.html#agm-wrap> as well as at the website of **CDSL** at [www.evotingindia.com](http://www.evotingindia.com). Even after registering for e-communication, Members can receive the communication in physical form upon making a request to the Company at [investor.relations@indostarcapital.com](mailto:investor.relations@indostarcapital.com) or to Link Intime at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
11. Members may note that the copies of the Annual Report and the AGM Notice will not be distributed at the venue of the AGM. Members are requested to bring their copy of the Annual Report and the AGM Notice at the venue of the AGM.
12. A route map giving directions to reach the venue of AGM is given at the end of the AGM Notice. The prominent landmark for the venue of the AGM is "**Nehru Planetarium**".
13. The following documents / registers will be available for inspection by the Members of the Company at the Registered & Corporate office of the Company during normal business hours on all working days except for Saturday(s) upto and including the date of AGM:
  - a. The Register of Directors and Key Managerial Personnel and their Shareholding and Register of contracts with related party and contracts and Bodies etc. in which directors are interested;
  - b. All the documents referred to in the AGM Notice and the Explanatory Statement annexed to the AGM Notice; and
  - c. A certificate from S. R. Batliboi & Co. LLP, Chartered Accountants, Statutory Auditors of the Company, in terms of Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, certifying that the ESOP Plans of the Company have been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the respective resolution(s) passed in the general meeting(s) of the Company in this regard.
14. 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 Link Intime. Members can obtain the blank form SH-13 and SH-14 from Link Intime. 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.
15. Members are requested to:
  - a) register / notify any change in their registered address / Permanent Account Number / bank mandates to Link Intime, 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;
  - c) quote their folio number(s) / Client ID and DP ID / Beneficiary ID in all their correspondence.
16. Members are requested to send their queries, if any, relating to the resolutions set out in the AGM Notice to the Company Secretary / Chief Financial Officer at [investor.relations@indostarcapital.com](mailto:investor.relations@indostarcapital.com) on or before **Monday, August 26, 2019**, so that the answers / details can be kept ready at the AGM.
17. Members are requested to note that dividend which remains unpaid or unclaimed for 7 (seven) consecutive years from the date of transfer to the Company's Unpaid Dividend Account are liable to be transferred to the Investor Education & Protection Fund ("IEPF") and all shares on which dividend has not been paid or claimed for 7 (seven) consecutive years shall also be transferred to IEPF Authority, in terms of the provision of Section 124 of the Act read with Rules made thereunder. In view of this, Shareholders who have not claimed their dividend are requested to claim their dividend within the stipulated timeline by corresponding with the Registrar and Share Transfer Agent, Link Intime India Private Limited or the Company Secretary, at the Company's Registered & Corporate Office.

**18. INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS**

- I. 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 Listing Regulations and Secretarial Standards, the Members of the Company are provided with the facility to exercise their right to vote on the resolutions set out in the AGM Notice by electronic means from a place other than the venue of AGM ("**remote e-voting**"). The Company has engaged the services of CDSL to provide the remote e-voting facility.
- II. The facility of voting through ballot paper shall be available at the venue of AGM for the Members attending the AGM and who have not already cast their vote by remote e-voting. However, Members who have cast their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again through ballot paper.
- III. Members are requested to note that since the resolutions set out in the AGM Notice will be conducted through electronic means, the said resolutions will not be decided on show of hands.
- IV. The remote e-voting period commences on **Tuesday, August 27, 2019 at 09:00 a.m. (IST)** and ends on **Thursday, August 29, 2019 at 05:00 p.m. (IST)**, after which the facility will be blocked by CDSL and the remote e-voting shall not be allowed beyond the said end date and time. Members of the Company holding shares either in the physical mode or electronic / dematerialised mode as on the **cut-off date i.e., Friday, August 23, 2019** shall be entitled to cast votes on the resolutions set out in the AGM Notice by remote e-voting or voting through ballot paper at the AGM. Any person who is not a Member as on the **cut-off date i.e., Friday, August 23, 2019** should treat the AGM Notice for information purpose only.
- V. The voting rights of the Members shall be in proportion of the amount paid-up on the equity shares held by a Member with the total equity share capital of the Company as on the **cut-off date i.e., Friday, August 23, 2019**.
- VI. Members are requested to note that once the vote on a resolution is cast by a Member by remote e-voting, he / she shall not be allowed to change it subsequently or cast the vote again.
- VII. Details of persons to be contacted for any issues / queries / grievances relating to remote e-voting:

**CDSL:**

Member may refer to the Frequently Asked Questions ("**FAQs**") and e-voting user manual available at [www.evotingindia.com](http://www.evotingindia.com), under "**Help**" section or may contact **Mr. Rakesh Dalvi, Manager at Central Depository Services (India) Limited, Marathon Futurex, A-Wing, 25<sup>th</sup> Floor, NM Joshi Marg, Lower Parel, Mumbai - 400013** or send an email at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or can call on the toll free no. 1800225533.

**Company:**

Member may contact **Mr. Jitendra Bhati, Company Secretary & Compliance Officer at One Indiabulls Center, 20<sup>th</sup> Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai - 400013** or send an email at [investor.relations@indostarcapital.com](mailto:investor.relations@indostarcapital.com) or can call on 022 43157000.

VIII. The process and manner of casting vote by remote e-voting is explained hereunder:

- Visit the e-voting website of CDSL by opening the web browser and typing the web address as [www.evotingindia.com](http://www.evotingindia.com).
- Click on the "**Shareholders / Members**" tab.
- Now enter your User ID, as detailed below:
  - a. For CDSL: 16 digits Beneficiary ID;
  - b. For NSDL: 8 character DP ID followed by 8 digits Client ID;
  - c. Members holding shares in physical mode should enter their "**Folio No**" registered with the Company.
- Next enter the characters as displayed and click on "**Login**".
- Please follow the following step after clicking on "**Login**":



Existing Users	New Users
<ul style="list-style-type: none"> <li>In case a Member has already used the remote e-voting facility of CDSL for any other company, should use their existing User ID and Password.</li> <li>If a Member has forgotten his / her password, they can retrieve the same by clicking on <b>"Forgot Password"</b>.</li> </ul>	<ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company / Depository Participants / Link Intime are requested to use the sequence number which is printed / provided on Attendance Slip / email.</li> <li>Members who have updated their PAN with the Company / Depository Participants / Link Intime, please enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both the Members holding shares in electronic / dematerialized mode or physical mode).</li> </ul> <p style="text-align: center;"><b>AND</b></p> <ul style="list-style-type: none"> <li>Enter the Dividend Bank Details <b>OR</b> Date of Birth (in dd/mm/yyyy format) as recorded with your Depository Participants / Company / Link Intime. In case the said details are not recorded, Members are requested to use the Folio No. (in case of shares in Physical mode) and Beneficiary ID / DP ID and Client ID (in case of shares held in electronic / dematerialised mode).</li> </ul>

- After entering the aforesaid details appropriately, click on **"SUBMIT"** tab.
- Members holding shares in physical mode will then directly reach the EVSN selection screen. The details can be used only for using the remote e-voting facility for the resolutions contained in the AGM Notice.
- Members holding shares in electronic / dematerialised mode will reach **"Password Creation"** menu wherein they are required to mandatorily enter their login password in the new password field. In case a Member is new user, kindly note that this password is to be also used for voting on resolutions of any other company on which they are eligible to vote, provided that company opts for remote 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.
- Click on the EVSN **"190719012"** of the Company on which you choose to vote.
- 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 against each resolution. The option YES implies that you assent to a particular resolution and option NO implies that you dissent to a particular resolution.
- If you wish to view the entire resolution details, click on the **"RESOLUTIONS FILE LINK"**.
- 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. Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on **"Click here to print"** option on the voting page.
- If a demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on **"Forgot Password"** & enter the details as prompted by the system.
- Members can also cast their vote using CDSL's mobile application m-Voting available for android based mobiles. The m-Voting application can be downloaded from Google Play Store. Apple and Windows phone users can download the application from the App Store and the Windows Phone Store, respectively. Please follow the instructions as prompted by the mobile application while voting on your mobile.

- **Note for Non – Individual Shareholders and Custodians**

- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- c. 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.
- d. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- e. 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 scrutinizer to verify the same.

- IX. **Ms. Krupa Joisar (Membership No. A41023), Krupa Joisar & Associates, Practicing Company Secretaries**, have been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting by ballot paper at the AGM in a fair and transparent manner.
- X. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and shall make, not later than 48 hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorised in this behalf, who shall countersign the same.
- XI. The Chairman or any other person authorized in this behalf shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the results of the voting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.indostarcapital.com](http://www.indostarcapital.com) and on the website of CDSL e-Voting at [www.evotingindia.com](http://www.evotingindia.com) immediately after the results are declared by the Chairman or any other person so authorised. Simultaneously, the same will also be communicated to the BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.
- XII. The resolutions as set out in the AGM Notice shall be deemed to be passed on the date of the AGM i.e. **Friday, August 30, 2019**, subject to receipt of the requisite number of votes in favour of the resolution(s).

**ANNEXURE TO THE NOTICE CONVENING THE 10<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM NOTICE”)  
EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND  
THE SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY  
SECRETARIES OF INDIA**

**ITEM NO. 4**

**RE-APPOINTMENT OF MR. BOBBY PARIKH AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

Members are requested to note that Mr. Bobby Parikh (DIN: 00019437) was appointed as Non-Executive Independent Director on the Board of the Company pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with the applicable Rules framed thereunder including the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Schedule IV to the Act, by the Shareholders of the Company at the Extraordinary General Meeting held on March 28, 2015, for a period of 5 (five) years from March 05, 2015 and holds office upto March 04, 2020 (“first term” in line with the explanation to Section 149(10) and 149(11) of the Act). Further, in terms of Section 149(10) of the Act, an independent director shall be eligible for re-appointment for a term of upto 5 (five) consecutive years on passing of a special resolution by the company.

Members are requested to note that considering (i) the contribution made by Mr. Parikh during his association with the Company especially in his role as Chairman of the Audit Committee and IT Strategy Committee; (ii) his commitment towards his responsibility as an independent member of the Board of Directors which is also evident from the fact that he has maintained an excellent track-record of attendance at Board / Committee meetings, in the previous financial year, Mr. Parikh attended all the meetings of the Board and Committees on which he was a member; and (iii) deep knowledge and expertise of various nuances of the Company’s business and the regulatory framework in which the Company operates and his extensive experience in the financial services industry, the Nomination & Remuneration Committee (“NRC”) at its meeting held on May 20, 2019 recommended to the Board re-appointment of Mr. Parikh as Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years with effect from March 05, 2020. Based on the above and the performance evaluation of the Non-Executive Independent Directors including Mr. Parikh, the Board of Directors was of the opinion that the continued association of Mr. Parikh as Non-Executive Independent Director of the Company would be beneficial to and in the interest of the Company, and the Board of Directors at its meeting held on May 20, 2019, considered and approved the re-appointment of Mr. Parikh as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from March 05, 2020 to March 04, 2025.

Brief profile of Mr. Parikh and disclosure(s) / information under the Listing Regulations and the Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India are set out in Annexure to the AGM Notice.

Members are requested to note that the Company has received consent in writing from Mr. Parikh to act as Non-Executive Independent Director of the Company and declaration(s) and confirmation(s) stating that he meets the criteria of independence as specified in Section 149(6) of the Act and Regulation 16(b) of the Listing Regulations and that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 and other 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 at its meeting held on May 20, 2019 assessed and confirmed the eligibility and “fit & proper” person status for Mr. Parikh for re-appointment as Non-Executive Independent Director, based on the information, declarations, disclosures and undertakings provided by him.

Members are requested to note that in the opinion of the Board, Mr. Parikh possesses appropriate skill, experience and knowledge relevant to the Company’s business, fulfills the condition for appointment as Non-Executive Independent Director as specified in the Act read with rules made thereunder, the Listing Regulations and the RBI Directions, and is independent of the Management. The terms and conditions of appointment of Mr. Parikh as Non-Executive Independent Director of the Company shall be available for inspection by Members at the Registered & Corporate Office of the Company during normal business hours.

Members are requested to note that Mr. Parikh shall be entitled to payment of commission and sitting fees for attending meetings of the Board and its Committees, subject to and in compliance with the provisions of the Act.

Members are further 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. Parikh for appointment as Non-Executive Independent Director of the Company.

Members are requested to note that it is proposed to appoint Mr. Parikh as an Non-Executive Independent Director on the Board of the Company for a second term of 5 (five) consecutive years commencing from March 05, 2020 to March 04, 2025.

Members are requested to note that in terms of provisions of the Act, re-appointment of Non-Executive Independent Director is subject to the approval by the Members of the Company.

The Board recommends the resolution set out at Item No. 4 of the AGM Notice to the Members for their consideration and approval, by way of Special Resolution.

Except Mr. Bobby Parikh and 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 Special Resolution set out at Item No. 4 of the AGM Notice.

## **ITEM NO. 5**

### **INCREASE IN THE BORROWING LIMITS OF THE COMPANY**

Members at the 9<sup>th</sup> Annual General Meeting of the Company held on September 27, 2018, had accorded their approval to the Board of Directors of the Company to undertake borrowings for the Company, from time to time, not exceeding ₹20,000 crore, over and above the aggregate, for the time being, of the paid-up share capital, free reserves and securities premium of the Company.

Members are requested to note that considering the Annual Business Plans for financial year 2019-20 and growth of the Company, significant growth in Vehicle Finance business due to acquisition of Vehicle Finance business of India Infoline Finance Limited, requirement of the additional funds for the coming years to support the meaningful scale and growth of loan portfolio of the Company and to enable an active borrowing programme to allow the Company to access funds from various lenders at the most competitive rates, the Board of Directors of the Company at their meeting held on May 20, 2019, subject to the approval of the Members of the Company, accorded their approval for increase in overall borrowing limits of the Company to ₹25,000 crore, over and above the aggregate, for the time being, of the paid-up share capital, free reserves and securities premium of the Company.

Members are requested to note that in terms of Section 180(1)(c) of the Act, a company would require prior approval of the members of the company, by way of special resolution, to borrow monies together with the monies already borrowed, in excess of the paid-up share capital, free reserves and securities premium of the company.

Accordingly, it is proposed to seek the approval of the Members of the Company in terms of Section 180(1)(c) of the Act to undertake borrowings in excess of the paid-up share capital, free reserves and securities premium of the Company, such that the money or monies to be borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) together with the monies already borrowed and outstanding does not, at any point in time, exceed a sum equivalent to ₹25,000 crore, over and above the aggregate, for the time being, of the paid-up share capital, free reserves and securities premium of the Company.

The Board 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.

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 any borrowings that may be availed by the Company from 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.

## **ITEM NO. 6**

### **ISSUE OF NON-CONVERTIBLE DEBENTURES UNDER PRIVATE PLACEMENT**

Members at the 9<sup>th</sup> Annual General Meeting of the Company held on September 27, 2018, had accorded their approval to create / invite / offer / issue / allot upto 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 Annual General Meeting, does not exceed ₹12,000 crore (Rupees Twelve Thousand crore 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. till September 26, 2019.

Members are requested to note that considering the Annual Business Plans and growth of the Company and to enable the Company to raise funds by way of issuance of NCDs, the Board of Directors of the Company at their meeting held on May 20, 2019, subject to the approval of the Members of the Company, accorded their 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. 6 of the AGM Notice, does not exceed ₹10,000 crore. Further, the Board of Directors have authorised the Debenture 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 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 previous special resolution only once in a year for all the offers or invitations to subscribe NCDs during the year.

Accordingly, it is proposed to seek the approval of the Members of the Company in terms of Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, 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 from the date of passing of the Special Resolution set out at Item No. 6 of the AGM Notice, does not exceed ₹10,000 crore within the overall borrowing limits of the Company.

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

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the AGM Notice, except to the extent of the NCDs that may be subscribed by 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.

## **ITEM NO. 7**

### **INCREASE IN AGGREGATE LIMIT OF INVESTMENT AND HOLDING BY FOREIGN PORTFOLIO INVESTORS IN THE EQUITY SHARE CAPITAL OF THE COMPANY**

Members are requested to note that in terms of the FEMA Regulations, the total holding of all Foreign Portfolio Investors registered in accordance with the provisions of the SEBI FPI Regulations (“**FPIs**”) in aggregate, cannot not exceed 24% of the paid-up equity share capital of the Company.

Members are requested to note that subject to approval of board of directors and the members of a company by way of a special resolution, the said limit can be increased upto the sectoral cap / statutory limit prescribed under the FEMA Regulations for foreign investment, which currently is 100% of the paid-up equity share capital for the Company.

Members are requested to note that in order to enable FPIs to invest and hold equity shares of the Company, exceeding the prescribed limit of 24% of equity share capital under the FEMA Regulations, the Board of Directors of the Company at its meeting held on May 20, 2019, subject to the approval of the Members of the Company, accorded its approval to permit FPIs to invest and hold, in aggregate, equity shares of the Company, upto 50% of the paid-up equity share capital of the Company.

Accordingly, it is proposed to seek the approval of the Members of the Company in terms of the FEMA Regulations, to permit FPIs to invest and hold, in aggregate, equity shares of the Company, upto 50% of the paid-up equity share capital of the Company, such that the total holding by each FPI or an investor group as referred in SEBI FPI Regulations is within the limits prescribed under the FEMA Regulations and the SEBI FPI Regulations.

The Board recommends the resolution set out at Item No. 7 of the AGM Notice to the Members for their consideration and approval, by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 7 of the AGM Notice, except to the extent of investment / holding of equity shares of the Company by a FPI in which any of the Directors or Key Managerial Personnel of the Company or their relatives may be concerned or interested in any capacity.

## **ITEM NO. 8**

### **SALE / ASSIGNMENT / SECURITISATION OF LOAN RECEIVABLES OF THE COMPANY UPTO ₹ 5,000 CRORE IN A FINANCIAL YEAR**

Members are requested to note that considering expansion of Company’s business, the need for additional sources of funds and initiative undertaken by the Reserve Bank of India to enable and encourage banks to purchase loan receivables from non-banking financial companies (“**NBFCs**”) and NBFCs to enhance its liquidity position by raising funds through assignment / securitisation of the loan receivables, the Company may raise funds by way of sale / assignment / securitisation of its loan receivables to other persons / entities.

Members are further requested to note that in light of the above and in order to be able to explore opportunities of fund raising by way of sale / assignment / securitisation of loan receivables, the Board of Directors of the Company at its meeting held on May 20, 2019, subject to the approval of the Members of the Company, accorded its approval to sell / assign / securitize present and / or future loan receivables of the Company, such that the aggregate amount of such sale / assignment / securitisation transactions does not exceed ₹ 5,000 crore (Rupees Five Thousand crore only) during a financial year;

Considering such transactions of sale / assignment / securitisation of loan receivables may result in to disposal of undertaking as defined in the explanation to Section 180(1)(a) of the Act, it is proposed to seek approval of the Members to sell / assign / securitize present and / or future loan receivables of the Company for an aggregate amount not exceeding ₹ 5,000 crore (Rupees Five Thousand crore only) during a financial year.

The Board recommends the resolution set out at Item No. 8 of the AGM Notice to the Members for their consideration and approval, by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 8 of the AGM Notice, except to the extent of any transaction of sale / assignment / securitization of loan receivables that may be executed by the Company with 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.

## **ITEM NO. 9**

### **APPOINTMENT OF MR. SHAILESH SHIRALI AS A WHOLE-TIME DIRECTOR**

Members are requested to note that the Board of Directors of the Company, on recommendation of the Nomination & Remuneration Committee (“NRC”), at their meeting held on June 26, 2019 approved appointment of Mr. Shailesh Shirali (DIN: 06525626) as an Additional Director of the Company in terms of Section 161(1) of the Act, to hold office upto the date of the ensuing Annual General Meeting of the Company. Members are further 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. Shirali as a Director on the Board of Directors of the Company.

Mr. Shirali has been associated with the Company as MD, Head – Corporate Lending & Markets since 2012 and has also served as a Whole-Time Director of the Company from March 15, 2013 till January 29, 2018. The Corporate Lending Business led by Mr. Shirali since 2012 is the most profitable business of the Company. Under Mr. Shirali’s supervision the Corporate Lending Business, in aggregate, disbursed loans worth ₹25,829.3 crore and built a high quality loan book through robust credit assessment, risk management framework and pro-active monitoring of portfolio performance, which is reflected through the low rates of non-performing assets.

Members are further requested to note that considering (i) growth of the Company’s business and to strengthen the Board with an additional executive director in addition to Mr. R. Sridhar, the Executive Vice-Chairman & CEO of the Company; (ii) rich experience and expertise of Mr. Shirali in the financial services industry; and (iii) his contribution to Company’s growth during his association with the Company since 2012, upon recommendation of the NRC, the Board of Directors at its meeting held on June 26, 2019, appointed Mr. Shirali as a Whole-Time Director of the Company for a period of 5 (five) years with effect from June 26, 2019, subject to the approval of the Members of the Company, on the terms and conditions of appointment and remuneration as detailed in the Agreement dated June 26, 2019 entered into between the Company and Mr. Shirali (“**Agreement**”), material terms of which are mentioned below:

**Designation:** Mr. Shirali shall hold office of Whole-Time Director of the Company also designated as MD, Head – Corporate Lending & Markets.

**Term:** Mr. Shirali shall hold office of Whole-Time Director of the Company for a period of 5 (five) years with effect from June 26, 2019. Mr. Shirali as Whole-Time Director, shall be liable to determination by retirement by rotation in terms of the Act and the Articles of Association of the Company.

#### **Remuneration / Perquisites / Allowances:**

Mr. Shirali shall be entitled to fixed remuneration of ₹2.50 crore p.a. Mr. Shirali shall additionally be entitled to increment and performance linked variable compensation, as may be approved by the Board / NRC.

Medical Insurance - Mr. Shirali and his immediate family members shall be entitled to medical insurance coverage as per the terms of the Company’s group medical insurance policy.

Life Insurance - Mr. Shirali shall be covered under the Company’s group term insurance policy.

Other perquisites / allowances / benefits – As may be approved by the Board / NRC, subject to provisions of the Act.

Mr. Shirali will be entitled to grant of stock options as per employee stock options plans adopted / may be adopted by the Company. Currently, Mr. Shirali holds 17,60,777 stock options of the Company and it is clarified that employees stock options granted / to be granted, if any, to Mr. Shirali shall not be considered as perquisites and are not to be included for the purpose of computation of the overall ceiling of remuneration.

Members are requested to note that the Board / NRC may modify / alter / vary the terms and conditions of appointment and remuneration of Mr. Shirali as a Whole-Time Director of the Company, as it may deem fit, such that the total remuneration paid to Mr. Shirali shall not exceed the limits on remuneration prescribed under the Act. Subject to provisions of the Act, in case of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Shirali as a Whole-Time Director of the Company shall be paid as minimum remuneration.

The Agreement shall be available for inspection by Members at the Registered & Corporate Office of the Company.

Brief Profile of Mr. Shirali and disclosure(s) / information under the Listing Regulations and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India, are set out in the Annexure to the AGM Notice.

Members are requested to note that the Company has received consent in writing from Mr. Shirali to act as a Whole-Time Director of the Company and declaration(s) and confirmations stating that he satisfies all the conditions of appointment as a Whole-Time Director as set out in Section 196(3) and Part-I of Schedule V to the Act and that he is not disqualified from being appointed as a Director of the Company in terms Section 164 and other 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 at its meeting held on June 26, 2019 assessed and confirmed the eligibility and "fit & proper" person status for Mr. Shirali for appointment as a Whole-Time Director of the Company, based on the information, declarations, disclosures and undertakings provided by him.

Members are requested to note that it is proposed to appoint Mr. Shirali as a Whole-Time Director on the Board of Directors of the Company for period of 5 (five) years with effect from June 26, 2019.

Members are requested to note that in terms of provisions of the Act and circulars, notifications, guidelines issued by the Securities and Exchange Board of India, appointment of Mr. Shirali as a Whole-Time Director of the Company is subject to the approval by the Members of the Company.

The Board recommends the resolution set out at Item No. 9 of the AGM Notice to the Members for their consideration and approval, by way of Ordinary Resolution.

Except Mr. Shailesh Shirali and 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 Ordinary Resolution set out at Item No. 9 of the AGM Notice.

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

**Jitendra Bhati**

Company Secretary & Compliance Officer  
Membership No.: FCS 8937

Place: Mumbai  
Date: June 26, 2019



**ANNEXURE TO THE NOTICE CONVENING THE 10<sup>TH</sup> ANNUAL GENERAL MEETING**

**INFORMATION OF DIRECTOR(S) SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

<b>Name of the Director</b>	Mr. R. Sridhar	Mr. Bobby Parikh	Mr. Shailesh Shirali
<b>Age</b>	61 years	55 years	50 years
<b>Date of first Appointment on the Board of the Company</b>	April 18, 2017	August 01, 2011 (In terms of provisions of the Act, Mr. Parikh, was appointed as a Non-Executive Independent Director of the Company on March 05, 2015 to hold office for a term of 5 (five) consecutive years.)	Appointed as Whole-Time Director on March 15, 2013 (Resigned on January 29, 2018).  Appointed as Additional Director on the Board of Directors of the Company on June 26, 2019 to hold office till the AGM. Further, appointed as Whole-Time Director of the Company with effect from June 26, 2019, subject to approval of Members of the Company.
<b>Brief Resume, Qualifications, Experience and Nature of his expertise in functional areas</b>	<p>Mr. R. Sridhar holds a Bachelor's Degree in Science from University of Madras and is a Fellow Member of the Institute of Chartered Accountants of India.</p> <p>Mr. R. Sridhar has over three decades of experience in the financial services industry and was previously associated with the Shriram group since 1985, and held the position of managing director and CEO of Shriram Transport Finance Company Limited (STFC) since 2000. Under his leadership STFC became the largest asset financing non-banking financial company in India.</p> <p>Mr. R. Sridhar has held senior positions in various industry forums including Finance Industry Development Council (FIDC), where he served as a Chairman for 5 years, Member of Corporate Bond and Securitisation Advisory Committee constituted by the Securities and Exchange Board of India and Advisory Group on NBFCs constituted by Ministry of Finance, Government of India.</p>	<p>Mr. Bobby Parikh holds a Bachelor's Degree in Commerce from the University of Mumbai and is a Fellow Member of the Institute of Chartered Accountants of India.</p> <p>Mr. Parikh is the Founder of Bobby Parikh Associates, a boutique firm focused on providing strategic tax and regulatory advisory services. Mr. Parikh's particular area of focus is providing tax and regulatory advice in relation to transactions and other forms of business reorganizations, whether inbound, outbound or wholly domestic. In this regard, Mr. Parikh works extensively with private equity funds, other institutional investors and owners and managers of businesses to develop bespoke solutions that optimally address the commercial objectives underpinning a particular transaction or a business reorganization. Mr. Parikh also works closely with regulators and policy formulators, in providing inputs to aid in the development of new regulations and policies, and in assessing the implications and efficacy of these and providing feedback for action.</p>	<p>Mr. Shailesh Shirali holds a Bachelor's Degree in Commerce from the University of Mumbai and is a Fellow Member of the Institute of Chartered Accountants of India.</p> <p>Mr. Shirali has over 25 years of experience in the financial services industry. Prior to his association with the Company in 2012 as head of the Company's Corporate Lending Segment, Mr. Shirali was associated with Capital First Limited (previously known as Future Capital Holdings Limited) as CEO - Corporate Lending, DSP Merrill Lynch Capital Limited as MD - Global Structured Finance &amp; Investments, Rabo India Finance as ED - Head Structured Finance, Leveraged Finance, Infrastructure and Telecom and ICICI Limited as SVP - Credit Risk &amp; Structured Finance.</p>

		<p>Mr. Parikh was most recently co-founder of BMR Advisors, a highly regarded tax and transactions firm which he helped establish and run for over 12 years. Formerly Chief Executive Officer of Ernst &amp; Young in India and Country Managing Partner of Arthur Andersen, Mr. Parikh has been a member of a number of trade and business associations, as well as a member of the advisory or executive boards of non-governmental, not-for-profit organizations and private as well as listed Indian companies.</p>	
<b>Terms and Conditions of appointment / re-appointment and remuneration sought to be paid</b>	As per resolution passed by the Members at the Extraordinary General Meeting held on April 28, 2017 read with explanatory statement thereto, Mr. R. Sridhar was appointed as Whole-Time Director designated as Executive Vice-Chairman & CEO of the Company, liable to retire by rotation, who retires by rotation at this AGM and, being eligible, offers himself for re-appointment.	As per resolution at Item No. 4 of the AGM Notice read with explanatory statement thereto, Mr. Bobby Parikh is proposed to be re-appointed as Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years with effect from March 05, 2020.	As per resolution at Item No. 9 of the AGM Notice read with explanatory statement thereto, Mr. Shailesh Shirali is proposed to be appointed as Whole-Time Director of the Company for a period of 5 (five) years with effect from June 26, 2019.
<b>Remuneration last drawn (FY 2018-19)</b>	₹556.40 lacs	₹10.00 lacs (excluding sitting fees paid for attending Board / Committee meetings)	Not Applicable
<b>Shareholding in the Company</b>	Mr. R. Sridhar holds 3,17,460 equity shares of the Company	Nil	Mr. Shailesh Shirali holds 19,660 equity shares of the Company
<b>Relationship with other Directors / Managers / Key Managerial Personnel</b>	Not related	Not related	Not related
<b>No. of Board Meetings attended during the financial year 2018-19</b>	7	7	Not Applicable

<b>Other Directorships</b>	JR Capital Services Private Limited	Aviva Life Insurance Company India Limited Sembcorp Green Infra Limited Aditya Birla Sun Life AMC Limited Sembcorp Energy India Limited Biocon Limited Tax and Advisors Private Limited BMR Global Services Private Limited BMR Business Solutions Private Limited	None
<b>Membership / Chairmanship of Committees of other Boards</b>	None	<p>Aviva Life Insurance Company India Limited</p> <ul style="list-style-type: none"> <li>• Audit Committee - Chairman</li> <li>• Nomination and Remuneration Committee - Member</li> <li>• Investment Committee - Member</li> <li>• Risk Management Committee - Chairman</li> <li>• Corporate Social Responsibility Committee - Member</li> <li>• With profits Committee - Member</li> </ul> <p>Sembcorp Green Infra Limited</p> <ul style="list-style-type: none"> <li>• Audit and Risk Committee - Chairman</li> <li>• Nomination and Remuneration Committee - Member</li> </ul> <p>Sembcorp Energy India Limited</p> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee - Member</li> </ul> <p>Aditya Birla Sun Life AMC Limited</p> <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> <li>• Risk Management Committee - Member</li> </ul> <p>Biocon Limited</p> <ul style="list-style-type: none"> <li>• Audit and Risk Management Committee - Member</li> <li>• Stakeholders Relationship Committee - Member</li> </ul>	None

## ROUTE MAP

### VENUE OF THE AGM

Hall of Culture,  
Nehru Centre Conference Hall,  
Dr. Annie Besant Road, Worli,  
Mumbai - 400 018

