



**Notice - Extraordinary General Meeting
30 April 2014**

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of **INDOSTAR CAPITAL FINANCE PRIVATE LIMITED** will be held on Thursday, the 30th April, 2014, at 11.00 a.m., at shorter notice, at One Indiabulls Center, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013, to transact the following **SPECIAL BUSINESS**:

1. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to Section 18 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provision(s), if any of the Companies Act, 2013 or applicable rule(s) thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the Company be and is hereby accorded for conversion of the Company into a Public Limited Company.

RESOLVED FURTHER THAT subject to the approval of the Registrar of Companies, West Bengal, for change in the status of the Company to a Public Limited Company and pursuant to the provisions of Section 18 and all other applicable provision(s), if any, of the Companies Act, 2013, the change in the name of the Company from **“INDOSTAR CAPITAL FINANCE PRIVATE LIMITED”** to **“INDOSTAR CAPITAL FINANCE LIMITED”**, be and it is hereby approved.

RESOLVED FURTHER THAT deletion of the word **“Private”** wherever it appears in Memorandum and Articles of Association, letterheads, name plates etc., resulting from the change in status of the Company from private to public, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as **“the Board”** which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution, be and is hereby authorised to do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required to be provided to the Registrar of Companies, West Bengal, in this regard or to give full effect to this Resolution.”

2. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT in accordance with the provisions of Section 13 read with the Companies (Incorporation) Rules, 2014 and all other applicable provision(s), if any of the Companies Act, 2013 or applicable rule(s) thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force) and consequent to conversion of the Company from private company to public company and subject to such approvals as may be necessary, the existing Memorandum of Association of the Company be altered as under:

(i) **The existing Clause V of the Memorandum of Association of the Company pertaining to share capital of the Company be re-numbered as sub - clause V (a).**

(ii) **The following sub-clause be inserted after the sub - clause V (a) above:**

“V (b) The minimum paid-up share capital shall be Rs. 5,00,000/- (Rupees Five Lakhs only).”

RESOLVED FURTHER THAT in accordance with the provisions of Section 14 read with the Companies (Incorporation) Rules, 2014 and all other applicable provision(s), if any of the Companies Act, 2013 or applicable rule(s) made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and consequent to conversion of the Company from private company to public company and subject to such approvals as may be necessary, the existing Articles of Association of the Company be altered as under:

(i) **The existing Article 1 (*PRELIMINARY*) of the Articles of Associations of the Company be altered and the same be substituted by the following:**

“Subject to the provisions contained hereinafter, the Regulations contained in ‘Table F’ in the First Schedule to the Companies Act, 2013, shall apply to this Company. In case of any conflict between the express provisions herein contained and the incorporated Regulations of ‘Table F’, the provisions herein shall prevail.”

(ii) **The existing definition of “Act” under Article 2.1 (*Definitions*) of the Articles of Associations of the Company be altered and the same be substituted by the following:**

“ **“Act”** means the (Indian) Companies Act, 1956 or the Companies Act, 2013, whichever is applicable, the rules made thereunder and any amendments thereto or re-enactments thereof from time to time.”

(iii) **The exiting Article 3 (*PRIVATE COMPANY*) of the Articles of Associations of the Company be altered and the same be substituted by the following:**

“3. INTENTIONALLY LEFT BLANK”

(iv) **The exiting Article 9.1 (*Restriction on Transfer*) of the Articles of Associations of the Company be altered and the same be substituted by the following:**

“Subject to the restrictions on Transfer as provided in this Article 9 and additional lock-in requirements provided in Article 12 and except for an Excluded Transfer, no Shareholder shall Transfer or permit the Transfer of any Equity Securities of the Company held by it to any other Person.”

(v) The exiting sub – clause (c) of Article 14.2 of the Articles of Associations of the Company be altered and the same be substituted by the following:

“All the Directors on the Board shall be liable to retire by rotation in accordance with the provisions of the Act. At every Annual General Meeting of the Company, one third of such of the Directors shall retire by rotation or if their number is not three or a multiple of three, the number nearest to one third shall retire from office.”

(vi) The following sub-clause are inserted after the sub – clause (c) of Article 14.2 of the Articles of Association of the Company:

“(d) Subject to Section 152(6)(d) of the Act, the Directors to retire by rotation under Article 14.2 (c) at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who become Directors on the same day, those who are to retire, shall, in default of and subject to any agreement among themselves, be determined by lot.”

(e) A retiring Director shall be eligible for re-election in accordance with the provisions of the Act.

Consequent to insertion of the sub-clause 14.2 (d) and 14.2 (e) as above, the existing sub-clauses 14.2 (d), be renumbered as sub-clauses 14.2 (f).”

(vii) The exiting sub – clause (1) of Article 14.2 (d) of the Articles of Association of the Company be altered and the same be substituted by the following:

“1. The Board shall have the power, at any time and from time to time, to appoint any person as Director in addition to the existing Directors subject to the provisions of the Section 161 of the Companies Act, 2013, so that the total number of Directors shall not at any time exceed the maximum number fixed. Any Director so appointed, shall hold office only until the next following Annual General Meeting, but shall subject to the provisions of Article 14 be eligible thereat for election as Director.”

(viii) The exiting Article 20 of the Articles of Association of the Company be altered and the same be substituted by the following:

“Subject to the provisions of Section 73, 74, 179 and 180 of the Companies Act, 2013 and these Articles, the Board shall have the power, from time to time and at their discretion, to borrow, raise or secure the payment of any sum of money for the purpose of the Company in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures or bonds of the Company or by mortgage or charge upon all or any of the properties of the Company both present and future including its uncalled capital for the time being.”

3. To consider and if thought to pass with or without modifications the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT subject to the provisions of Section 71 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, subject to the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), for a period of 1 (one) year from the date hereof, to borrow / raise funds by issue of Non-Convertible Debentures (**“NCDs”**) upto INR 1,050 crore (Rupees One Thousand Fifty Crore only), on private placement basis, in one or more tranches, with or without security and on such terms and conditions as may be determined by the Board including the price at which such NCDs will be issued on the basis of the prevailing market conditions, within the overall limit of INR 4,000 crores (Rupees Four Thousand Crores only) approved by the shareholders of the Company under Section 180(1)(c) of the Companies Act, 2013, at their meeting held on September 27, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution”

4. To consider and if thought to pass with or without modifications the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT subject to the provisions of Section 71 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, subject to the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), for a period of 1 (one) year from the date hereof, to borrow / raise funds by issue of Commercial Papers (**“CPs”**) upto INR 300 crore (Rupees Three Hundred Crore only), on private placement basis, in one or more tranches, with or without security and on such terms and conditions as may be determined by the Board including the price at which such CPs will be issued on the basis of the prevailing market conditions, within the overall limit of INR 4,000 crores (Rupees Four Thousand Crores only) approved by the shareholders of the Company under Section 180(1)(c) of the Companies Act, 2013, at their meeting held on September 27, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution”

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

**Sd/-
Jitendra Bhati
Company Secretary**

One Indiabulls Center, 17th Floor,
Tower 2A, Jupiter Mills Compound,
Senapati Bapat Marg,
Mumbai – 400 013

Date: 11 April 2014

NOTES:

- a) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business set out above is annexed hereto.
- b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- c) The form of proxy to be valid should be duly completed, stamped and signed and must be deposited with the Company at least 48 hours before the time scheduled for the Meeting.
- d) Members / Proxies are requested to bring the Attendance Slip duly filled in.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1: CHANGE IN STATUS TO A PUBLIC LIMITED COMPANY

Members are requested to note that the proposed conversion of Company from private to public would enable it to tap insurance companies and public markets for fund raising. The conversion to public company will also take the Company one step forward towards a future listing of the equity shares of the Company.

The Company is currently following all norms of corporate governance applicable to public companies given its aim and objective to follow high levels of transparency.

The Reserve Bank of India has clarified that the proposed change in the status of the Company from private limited to public company does not require their approval.

Being one of the 'Reserved Matters' under the Article of Association of the Company, approval from Indostar Capital, Mauritius, has been obtained.

Pursuant to the provisions of Section 18 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, approval of the members of the Company at a General Meeting is required by a Special Resolution, for conversion of the Company into a Public Limited Company (by deleting the word 'Private' wherever it appears in Memorandum and Articles of Association of the Company).

Accordingly, to facilitate the conversion of the Company from Private Limited to Public Limited and the change in the name of the Company from "**INDOSTAR CAPITAL FINANCE PRIVATE LIMITED**" to "**INDOSTAR CAPITAL FINANCE LIMITED**", the Resolution at item no. 1 seeks your consent to the proposed conversion by way of a Special Resolution, as stated in the Notice convening this meeting.

None of the Directors or other key managerial personnel of the Company are concerned or interested in the proposal provided in the draft of the Resolution.

ITEM NO. 2: ALTERATION(S) IN MEMORANDUM AND ARTICLES OF ASSOCIATION

Members are requested to note that consequent to the Company becoming a Public Limited Company, the Memorandum and the Articles of Association of the Company need to be changed to incorporate provisions applicable to a Public Limited Company.

Pursuant to the provisions of Section 13 and Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, an amendment in the Memorandum and the Articles of Association of the Company requires consent of the Members at a General Meeting by means of a Special Resolution.

Being one of the 'Reserved Matters' under the Article of Association of the Company, approval from Indostar Capital, Mauritius, has been obtained.

Accordingly, the Resolution at item no.2 seeks your consent to the proposed changes by way of a Special Resolution, as stated in the Notice convening the meeting.

None of the Directors or other key managerial personnel of the Company are concerned or interested in the proposal provided in the draft of the Resolution.

ITEM NO. 3 & 4: ISSUE OF NON-CONVERTIBLE DEBENTURES AND COMMERCIAL PAPER(S) ON PRIVATE PLACEMENT BASIS

Members of the Company are requested to note that pursuant to Section 180(1)(c) of the Company Act, 2013, the Members at its meeting held on September 27, 2013, accorded their approval to the Board of Directors, to borrow any sum or sums of monies, from time to time, in any form including but not limited to by way of loans, including inter corporate deposit(s), credit facilities, by issue of debentures, other convertible or non-convertible instruments, or in any other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, as the Board may think fit for the purposes of the Company's business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided however, the total amount so borrowed (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 (excluding any interest on such borrowings) a sum equivalent to INR 4000 crore (Rupees Four Thousand Crore only) over and above the aggregate, of the paid-up share capital and free reserves of the Company.

Members are further requested to note that pursuant to the Section 71 of the Companies Act, 2013 read with Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, subject to the provisions of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make a private placement of its securities (including non-convertible debentures and commercial papers) unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company, by a special resolution, for each of the offers or invitations and in case of offer or invitation for non-convertible debentures, it shall be sufficient if the company passes a previous special resolution only once in a year for all offers or invitation for such debentures during the year.

The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of non-convertible debentures and/or commercial papers by the Company including the price at which such non-convertible debentures and/or commercial papers are being issued on the basis of the prevailing market conditions

Accordingly, the Resolution at item no. 3 & 4 seeks your consent to the proposed changes by way of a Special Resolution, as stated in the Notice convening the meeting.

None of the Directors or other key managerial personnel of the Company are, in any way, concerned or interested in the Resolution except to the extent of any charge / security that may be created by the Company in favour of any entity in which any of the Director(s) or other key managerial personnel may be associated in any capacity.

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

**Sd/-
Jitendra Bhati
Company Secretary**

One Indiabulls Center, 17th Floor,
Tower 2A, Jupiter Mills Compound,
Senapati Bapat Marg,
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Date: 11 April 2014