



**Notice - Extraordinary General Meeting
February 16, 2015**

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of IndoStar Capital Finance Limited will be held on Monday, February 16, 2015, at 11:00 A.M., at One Indiabulls Centre, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400013, at shorter notice, to transact the following business:

ITEM 1: Shifting of the Registered Office from the State of West Bengal to the State of Maharashtra and Alteration of Memorandum of Association

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 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the **“Act”**) read with Rule 30 of the Companies (Incorporation) Rules, 2014 and relevant provisions of the Articles of Association of the Company, and subject to approval of the Central Government, shifting of the registered office of the Company from the State of West Bengal (i.e. from the jurisdiction of Registrar of Companies, Kolkata, West Bengal) to the State of Maharashtra (i.e. to the jurisdiction of Registrar of Companies, Mumbai, Maharashtra) be and is hereby approved and Clause II of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following clause:

“II. The registered office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of Registrar of Companies of Maharashtra at Mumbai”

RESOLVED FURTHER THAT the Board of Directors, Mr. Pankaj Thapar, Chief Financial Officer and Mr. Jitendra Bhati, AVP – Compliance & Secretarial, be and are hereby severally authorized to approach the Reserve Bank of India and the relevant/ concerned authorities/ entities for their consent/ approvals, as required;

RESOLVED FURTHER THAT upon the confirmation from the Central Government the registered office of the Company be shifted from Room # 6, 4th Floor, Commerce House, 2A, Ganesh Chandra Avenue, Kolkata - 700013, West Bengal to One Indiabulls Center, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai - 400013, Maharashtra;

RESOLVED FURTHER THAT the Board of Directors, Mr. Pankaj Thapar, Chief Financial Officer and Mr. Jitendra Bhati, AVP - Compliance & Secretarial, be and are hereby severally authorized to do all such act(s), deed(s), things as they may deem necessary towards undertaking the shift in the registered office of the Company;

RESOLVED FURTHER THAT the Board of Directors, Mr. Pankaj Thapar, Chief Financial Officer and Mr. Jitendra Bhati, AVP – Compliance & Secretarial, be and are hereby severally authorised to provide a Certified True Copy of this Resolution to any entity and such entity be requested to rely upon the authority of the same.”

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

Date: February 4, 2015
Place: Mumbai

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

**Sd/-
Jitendra Bhati
AVP – Compliance & Secretarial
Membership No.: ACS 23307**

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item 1 is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. 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.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. Members are requested to register their e-mail address, including changes therein from time to time, with the Company to enable the Company to service various notice, reports, documents etc. to the Members in electronic mode.
5. Members / Proxies are requested to bring the Attendance Slip duly filled in.
6. The Notice of the Extraordinary General Meeting along with the Attendance slip and Proxy form is being sent by electronic mail to all Members whose email addresses are registered with the Company / Depository Participant(s) unless a Member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice is being sent by the permitted mode.
7. The Notice of Extraordinary General Meeting is also available on the website of the Company www.indostarcapital.com
8. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the Extraordinary General Meeting.
9. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the E-voting services provided by Central Depository Services (India) Limited ("CDSL"), on the resolution set forth in this Notice.

The instructions for E-voting are as under:

- Log on to www.evotingindia.com and click on "Shareholders" tab.
- Enter your User ID
 - a) For account holders in CDSL: Your 16 digits beneficiary ID
 - b) For account holders in NSDL: Your 8 Character DP ID followed by 8 Digits Client ID
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- In case you have not cast your vote earlier on the CDSL E-voting platform, please enter the following details:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number (mentioned on the Postal Ballot Form) in the PAN field. In case the sequence number is less than 8 digits, enter the applicable number of 0's between the number and the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or the Company, please enter the Member ID / folio number in the Dividend Bank details field.

- Members holding shares in physical form will then reach directly to the Company selection screen. The Demat shareholders will reach 'Password Creation' menu wherein you are required to mandatorily create your login password in the new password field. The new password has to be minimum eight digits / characters. Kindly note that this password is to be also used for voting for resolutions of any other company on which you 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.
- Select the Electronic Voting Sequence Number ("EVSN") –
 - For Fully Paid Shares - "150203005-- IndoStar Capital Finance Limited" from the drop down menu and click on "SUBMIT"
 - For Partly Paid Shares - "150203006-- IndoStar Capital Finance Limited" from the drop down menu and click on "SUBMIT"
- Click on the EVSN, as applicable, of IndoStar Capital Finance Limited.
- On the voting page, you will see Resolution Description and the options "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.
- Click on the "Resolutions File Link" if you wish to view the entire Resolution.
- 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 print the voting details done by you by clicking on "Click here to print" option on the Voting page.
- If a Demat account holder has forgotten the changed password, he needs to enter the User ID and image verification code, click on Forgot Password and enter the details as prompted by the system.

Note for Non – Individual Shareholders and Custodians

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves as Corporate.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding E-voting, you may refer the Frequently Asked Questions ("FAQs") and E-voting manual available at www.evotingindia.com.

10. The E-voting period commences on February 12, 2015 (9.00 a.m. IST) and ends on February 12, 2015, (9.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in electronic form, as on January 30, 2015, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast and confirmed by the Member, he shall not be allowed to change it subsequently.
11. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on January 30, 2015.
12. M/s. M Siroya and Company, represented by CS Mukesh Siroya (Certificate of Practice No. 4157) Company Secretary in Whole Time Practice, has been appointed as the Scrutinizer to conduct the e-voting process in a fair and transparent manner.
13. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.indostarcapital.com and on the website of CDSL within two days of the passing of the resolutions at the Extraordinary General Meeting of the Company on February 16, 2015.

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

ITEM NO. 1:

The Company was incorporated under Companies Act, 1956 in the State of West Bengal. As per Clause II of the Memorandum of Association of the Company, the registered office of the Company is at present in the State of West Bengal.

Considering the fact that the operational and business activities of the Company are undertaken from its Corporate Office situated in Mumbai, Maharashtra and also that majority of the Directors of the Company are based in Mumbai, it is proposed that the Registered Office of the Company be shifted to the Corporate Office of the Company. Such a change would enable the Directors to guide the Company more effectively and efficiently and also result in operational convenience.

In terms of Section 12, 13 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder shifting of the registered office from one State to another and alteration of the Memorandum of Association requires the approval of Members by way of Special Resolution.

After the proposal is approved by the Members, a petition is required to be made, under Section 13(4) of the Companies Act, 2013, to the Central Government for approval of the alteration to the Memorandum of Association of the Company pursuant to shift the Company's registered office from the State of West Bengal to the State of Maharashtra.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the Special Resolution set out at item no. 1 of the notice except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution to the Members for their consideration and approval.

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

Date: February 4, 2015
Place: Mumbai

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

**Sd/-
Jitendra Bhati
AVP – Compliance & Secretarial
Membership No.: ACS 23307**



IndoStar Capital Finance Limited
(CIN: U51909WB2009PLC136998)

Registered Office: Room No. 6, 4th Floor, Commerce House, 2A, Ganesh Chandra Avenue, Kolkata – 700 013

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

Tel: +91 22 43157000; **Fax:** +91 22 43157010

Website: www.indostarcapital.com; **Email:** icf.legal@indostarcapital.com

ATTENDANCE SLIP

Registered Folio/ DP ID and Client ID	
Name and address of the shareholder(s)	
Joint Holder 1	
Joint Holder 2	

I/ We hereby record my/ our presence at the EXTRAORDINARY GENERAL MEETING of the Company on Monday, February 16, 2015, at 11:00 A.M., at One Indiabulls Centre, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400013.

Member's Folio/ DP ID-Client ID No.	Member's/ Proxy's name in Block Letters	Member's/Proxy's Signature

NOTE:

Please complete the Folio/ DP ID-Client ID No. and name of the Member/ Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Venue.



IndoStar Capital Finance Limited
(CIN: U51909WB2009PLC136998)

Registered Office: Room No. 6, 4th Floor, Commerce House, 2A, Ganesh Chandra Avenue, Kolkata – 700 013

Corporate Office: One Indiabulls Center, 17th Floor, Tower 2A, Jupiter Mills Compound,
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Tel: +91 22 43157000; **Fax:** +91 22 43157010

Website: www.indostarcapital.com; **Email:** icf.legal@indostarcapital.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):
Registered Address:
E-mail Id:
Folio No./ Client ID No.:
DP ID :

I/ We, being the member(s) of shares of the above named Company, hereby appoint:

1. Name: Address:.....

E-mail Id:..... Signature:..... or failing him:

2. Name: Address:.....

E-mail Id:..... Signature:..... or failing him:

as my/ our Proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Extraordinary General Meeting of the Company, to be held on Monday, February 16, 2015, at 11:00 A.M., at One Indiabulls Centre, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400013 and at any adjournment thereof in respect of the following resolutions as are indicated below:

Resolution No.	Resolution
Special Business	
1.	Shifting of Registered Office from the State of West Bengal to the State of Maharashtra

Signed this day of 2015

Signature of Shareholder(s): _____

Affix Revenue Stamp

Signature of Proxy holder(s): _____

NOTE:

1. This form of Proxy, in order to be effective, should be duly completed and deposited at the Corporate Office of the Company, One Indiabulls Center, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai - 400013, not less than FORTY-EIGHT HOURS (48) before the commencement of the Meeting.

2. For the Resolution, Explanatory Statement and Notes, please refer to the Notice of the Extraordinary General Meeting.