



Notice - 7th Annual General Meeting

NOTICE

NOTICE is hereby given that the Seventh Annual General Meeting of the Members of **IndoStar Capital Finance Limited** will be held on Wednesday, 7 September 2016 at 12:00 noon at the Registered Office of the Company at One Indiabulls Center, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt (a) the Annual Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March 2016 and the Report(s) of the Board of Directors and Auditors thereon; and (b) the Annual Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 March 2016 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Dhanpal Jhaveri (DIN: 02018124), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sameer Sain (DIN: 01164185), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Deepak Shahdadpuri (DIN: 00444270), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
5. To ratify the appointment of Statutory Auditors of the Company and to authorise the Board of Directors to fix their remuneration and in this regard, 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 139, Section 141, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable laws, if any, and the resolution passed by the Members of the Company at their 6th Annual General Meeting held on 30 September 2015 for the appointment of S. R. Batliboi & Co., LLP, Chartered Accountants (ICAI Firm Registration No. 301003E / E300005), as Statutory Auditors of the Company for the term of 5 years, the Members of the Company hereby ratifies the appointment of S. R. Batliboi & Co. LLP., Chartered Accountants (ICAI Firm Registration No. 301003E / E300005), as Statutory Auditors of the Company to hold office from the conclusion of the Seventh Annual General Meeting of the Company till the conclusion of the Eighth Annual General Meeting of the Company at such remuneration as shall be decided by the Board of Directors of the Company or any Committee thereof;

RESOLVED FURTHER THAT the Directors of the Company, Mr. Pankaj Thapar, Chief Financial Officer and Mr. Jitendra Bhati, VP – Compliance & Secretarial, be and are hereby severally authorized to file necessary form(s), intimations with the Registrar of Companies and other authorities as may be required and to do all such acts, deeds and things as may be necessary to give full effect to the said resolution.”

SPECIAL BUSINESS:

6. Borrowing Limits for 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 to the resolution passed by the Members of the Company at their Extraordinary General Meeting held on 27 September 2013 for limits for borrowings to be undertaken by the Company and pursuant to the (i) provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**“the Act”**); (ii) such other rules, regulations, guidelines and acts, as may be applicable, from time to time; and (iii) provisions of the Memorandum of Association and the Articles of Association of the Company; 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 of the Board of Directors thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) 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 including but not limited to by way of loans, inter corporate deposit(s), credit facilities, issue of debentures (redeemable, convertible or non-convertible, structured or unstructured), commercial papers, other convertible or non-convertible instruments / securities, upon such terms and conditions as to interest, repayment, security or otherwise, as the Board may think fit, for the purpose of the Company’s business, 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 and free reserves of the Company, provided however, the total amount so 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 (excluding any interest on such borrowings), a sum equivalent to INR 8,000 Crores (Rupees Eight Thousand Crores only), over and above the aggregate, for the time being, of the paid-up share capital and free reserves of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Directors of the Company and Mr. Pankaj Thapar, Chief Financial Officer, be and are hereby severally authorised to approve, finalise, modify, settle and execute such documents / deeds / writings / papers / agreements, as may be required or considered necessary and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the borrowing(s) to be undertaken by the Company or in respect of any other related matter in this regard.”

7. Creation of security / charge on the assets 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 to the resolution passed by the Members of the Company at their Extraordinary General Meeting held on 27 September 2013, for creation of security / charge on the assets of the Company and pursuant to the (i) provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**“the Act”**); (ii) such

other rules, regulations, guidelines and acts, as may be applicable, from time to time; (iii) provisions of the Memorandum and the Articles of Association of the Company; and (iv) subject to such other approvals or permissions or consents, 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 of the Board of Directors thereof, for the time being exercising the powers conferred on the Board of Directors by this Resolution), to offer and create such security / charge(s), hypothecation(s) / mortgage(s) (in addition to the existing security / charge(s) / hypothecation(s) / mortgage(s) created by the Company of any description), in such form and manner and with such ranking as to priority and at such time and on such terms as the Board may determine, over all or any of the moveable (including investment(s), share(s), receivable(s), book-debts or other securities) and / or immovable, tangible and / or intangible properties and / or assets, of any description, of the Company, both present and future, wheresoever situated, together with the power to participate in the management of the Company in certain events of default, in favour of any bank(s) and / or financial institution(s) and / or any other lender(s) or their agent(s) and / or their trustee(s) acting on behalf of such bank(s) and / or financial institutions and / or any other lender(s), for the purpose of securing the borrowing(s) by the Company (subject to the limits approved by the Members of the Company in terms of Section 180(1)(c) of the Companies Act, 2013) in the form of any fund based or non-fund based facilities including but not limited to term loans or working capital facilities whether in Indian Rupees or in foreign currency (**“Facilities”**) or through the issue of bonds / foreign currency convertible bonds / debentures / fully or partly convertible debentures / non-convertible debentures with or without detachable or non-detachable warrants / secured premium notes / other instruments / securities linked to equity shares, with or without share warrants attached, (hereinafter collectively referred to as the **“Securities”**) or securing the Facilities / Securities of its holding, subsidiary, associate company(ies) or such other form of enterprises (as may be permissible under any law, thereof for the time being in force) (the **“Entities”**), from time to time, presently availed and / or to be hereinafter availed by the Company / Entities and / or the Securities issued / to be issued by the Company / Entities, together with interest, at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the bank(s) and / or financial institution(s) and / or any other lender(s) or their agent(s) / trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company or the Entities to the aforesaid parties or any of them under the agreement / agreement(s) entered into and / or to be entered into by the Company or the Entities in respect of the said Facilities / Securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board / Entities and the lender(s) or their agent(s) and / or trustee(s);

RESOLVED FURTHER THAT the Board be and is hereby authorised to vary and / or alter the terms and conditions of any charge(s), hypothecation(s) and / or mortgage(s) aforesaid, as it may consider necessary or expedient;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Directors of the Company and Mr. Pankaj Thapar, Chief Financial Officer, be and are hereby jointly and / or severally authorised to approve, finalize, modify, settle and execute such documents / deeds / writings / papers / agreements, as may be required or considered necessary, and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any

question, difficulty or doubt that may arise in regard to creating charge(s) / hypothecation(s) / mortgage(s), as aforesaid, or in respect of any other related matter in this regard.”

8. 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 of the Company at their Extraordinary General Meeting held on 9 May 2016 for issue of Non-Convertible Debentures under Private Placement and pursuant to the (i) provisions of Section 42, Section 71, Section 179, Section 180 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof, for the time being in force) (“**the Act**”); (ii) provisions of the Memorandum of Association and the Articles of Association of the Company; (iii) Listing Agreement entered into by the Company with the Stock Exchanges; (iv) Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008 (as amended from time to time); (v) RBI Notification No. DNBR (PD) CC No. 021/03.10.001/2014-15 dated 20 February 2015 issued by the Reserve Bank of India; and (vi) such other rules, regulations, guidelines and acts, as may be applicable from time to time, and subject to the approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the appropriate regulatory authorities / institutions or bodies including but not limited to the Stock Exchange(s), the Securities and Exchange Board of India, the Reserve Bank of India and subject to such terms and conditions as may be prescribed / imposed by such regulatory authorities, 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 thereof, for the time being exercising the powers conferred on the Board of Directors by this Resolution) to create / offer / issue / allot up to such number of redeemable non-convertible debentures (**NCDs**) under private placement, in one or more modes or combinations thereof and in one or more series or 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, such that the aggregate principal amount of such NCDs does not exceed INR 2,500 Crores (Rupees Two Thousand Five Hundred Crores only), during a year from the date of passing this Resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation thereto and to settle all questions, difficulties or doubts that may arise in connection with the issue of NCDs under private placement.”

Registered & Corporate Office:
One Indiabulls Center, 17th Floor,
Tower 2A, Jupiter Mills Compound,
Senapati Bapat Marg, Mumbai – 400 013
CIN: U51909MH2009PLC268160
Website: www.indostarcapital.com
e-mail: icf.legal@indostarcapital.com
Tel: +91 22 43157000; Fax: +91 22 43157010

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

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

Place: Mumbai
Date: 12 August 2016

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business set out in the Notice of Annual General Meeting (“**AGM Notice**”) is annexed hereto and forms part of the AGM Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL 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. Brief profile(s) of Director(s), who are seeking re-appointment at this Annual General Meeting, are annexed to the AGM Notice.
5. Members are requested to register the changes, from time to time, in their email-address with the Company to enable the Company to service various notice(s), reports, documents, etc. in the electronic mode.
6. Corporate Members intending to send their authorised representative(s) to attend the Annual General Meeting are requested to send a certified copy of the board resolution authorising their representative(s) to attend and vote on their behalf at the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013.
7. Members / Proxies / Authorised Representative(s) of the Corporate Members are requested to bring the Attendance Slip duly filled in.
8. The Annual Report for the Financial Year 2015-16 and the AGM Notice along with the Attendance Slip and Proxy Form is being sent by electronic mail to all the Members whose email addresses are registered with the Company / Depository Participant(s), unless a Member has requested for a hard copy of the same.
9. The Annual Report for the Financial Year 2015-16 and AGM Notice will also be available on the website of the Company www.indostarcapital.com.
10. The Register of Director’s and Key Managerial Personnel and their shareholding and the Register of Contracts with related party and contracts and bodies in which directors are interested and all other documents referred to in the AGM Notice will be available for inspection by the Members at the Registered & Corporate Office of the Company during normal business hours on all working days (i.e., except Saturday(s), Sunday(s) and Public Holidays) up to the date of the Annual General Meeting and during the continuance of the Annual General Meeting.

ANNEXURE TO THE AGM NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 **("THE ACT")**

Item No(s). 6 & 7

Members are requested to note that in terms of Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013, a Company would require prior approval of the Members of the Company, by way of special resolution, to undertake borrowings in excess of its paid-up share capital and free reserves and to create security / charge / mortgage / hypothecation on its assets / properties.

Members are further requested to note that in terms of Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013, the Members of the Company at their Extraordinary General Meeting held on 27 September 2013, had accorded their approval to the Board of Directors of the Company to undertake borrowings for the Company, where the sum of 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 by the Company may exceed the aggregate of the paid-up share capital and free reserves of the Company, provided however, the total amount so borrowed and outstanding shall not exceed, at any point in time, INR 4,000 Crores, over and above the aggregate, for the time being, of the paid-up share capital and free reserves of the Company and to create security / charge / mortgage / hypothecation on the assets / properties of the Company in connection with the borrowings undertaken by the Company, within the limits approved in terms of Section 180(1)(c) of the Companies Act, 2013.

Members are requested to note that (i) considering the Annual Business Plan of the Company for the Financial Year 2016-17 and the requirement of the additional funds in view of the potential growth in the business of the Company; (ii) towards enabling an active borrowing programme to allow the Company to access funds from various lenders at the most competitive rates; and (iii) to undertake different forms of borrowings including but not limited to by way of terms loans, working facilities, issue of debentures, commercial papers, other convertible or non-convertible instruments and other fund / non-fund based facilities, it is proposed to increase the existing limits for borrowings of INR 4,000 Crores to INR 8,000 Crores, over and above the aggregate, for the time being, of the paid-up share capital and free reserves of the Company.

Members are further requested to note that the prospective lenders of the Company and / or of its holding company, subsidiaries and associates may require to agree to such terms including creation of / providing security through a charge / hypothecation / mortgage on any of the assets / properties of the Company, of any description, which form the undertaking(s) of the Company or any part thereof, from time to time, towards securing the borrowings of the Company and / or its holding company, subsidiaries and associates.

Members are requested to note that in view of the above, the Board of Directors of the Company at their meeting held on 2 August 2016, subject to the approval of the Members of the Company, accorded their approval for increase in the limits for borrowings to be undertaken by the Company, at any point in time, from INR 4,000 Crores to INR 8,000 Crores, over and above the aggregate, for the time being, of the paid-up share capital and free reserves of the Company, and creation of security / charge / mortgage / hypothecation on the assets / properties of the Company.

Members are requested to note that it is proposed to seek the approval of the Members of the Company in terms of Section 180(1)(c) of the Companies Act, 2013, to authorise the Board of Directors of the Company to undertake borrowings in excess of the paid-up share capital and free reserves of the Company, however the money to be borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) together with the money already borrowed and outstanding does not, at any point in time, exceed INR 8,000 Crores, over and above the aggregate, for the time being, of the paid-up share capital and free reserves of the Company.

Members are further requested to note that it is proposed to seek the approval of the Members of the Company in terms of Section 180(1)(a) of the Companies Act, 2013 to secure by way of charge / mortgage / hypothecation on the assets / properties of the Company in favour of the lenders or their agents / trustees for the proposed borrowings by the Company and / or its holding company, subsidiaries and associates.

The Board recommends the resolution(s) set out at Item No. 6 and Item No. 7 of this Notice to the Members for their consideration and approval, by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution(s) set out at Item No. 6 and Item No. 7 of the AGM Notice, except to the extent of any borrowings undertaken and / or charge / hypothecation / mortgage / security that may be created by the Company in favour of any entity in which any of the Director(s), Key Managerial Personnel and their relatives may be associated in any capacity.

Item No. 8

Members are requested to note that pursuant to 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), unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the Members of the Company, by way of special resolution, for each of the offers or invitations and in case of offer or invitation for Non-Convertible Debentures (NCDs), it shall be sufficient if the Company passes a previous special resolution only once in a year for all offers or invitation for issue of such NCDs, during a year from the date of passing of the shareholders resolution.

Members are further requested to note that, in compliance with the above, Members of the Company at their Extraordinary General Meeting held on 9 May 2016, accorded their approval for issue of NCDs under private placement basis, during a year, for an amount not exceeding INR 2,500 Crores. The said approval by the Members of the Company would expire on 8 May 2017.

Members are requested to note that in order to extend the validity period of the aforesaid approval till the next Annual General Meeting of the Company to be scheduled in the year 2017, it is proposed to obtain the approval of Members of the Company at this Annual General Meeting for issue of NCDs under private placement, in one or more tranches, for an amount not exceeding INR 2,500 crores, during a year.

The Board recommends the resolution set out at Item No. 8 of this 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 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 of the Company or their relatives may be associated in any capacity.

Registered & Corporate Office:

One Indiabulls Center, 17th Floor,
Tower 2A, Jupiter Mills Compound,
Senapati Bapat Marg, Mumbai – 400 013
CIN: U51909MH2009PLC268160
Website: www.indostarcapital.com
e-mail: icf.legal@indostarcapital.com
Tel: +91 22 43157000; Fax: +91 22 43157010

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

Sd/-

Jitendra Bhati

VP – Compliance & Secretarial
Membership No.: ACS 23307

Place: Mumbai

Date: 12 August 2016

ANNEXURE TO AGM NOTICE DATED 12 AUGUST 2016
Brief Profile(s) of Directors sought to be re-appointed at this Annual General Meeting

| Name of the Director | Mr. Dhanpal Jhaveri | Mr. Sameer Sain | Mr. Deepak Shahdadpuri |
|--|---|--|--|
| Age | 47 years | 45 years | 47 years |
| Date of first Appointment on the Board | 02 September 2010 | 28 April 2011 | 28 April 2011 |
| Qualifications | Bachelor of Commerce degree from the University of Mumbai; MBA from Babson College in the United States | Bachelor of Commerce in Accounting from the University of Mumbai; Bachelor of Business Administration from the University of Massachusetts at Amherst; Master of Business Administration from Cornell University's Johnson Graduate School of Management | MBA (Distinction) from INSEAD; LLB (Hons) from King's College London ; FCA from the Institute of Chartered Accountants of England & Wales |
| Experience | Mr. Jhaveri has over 23 years of experience in investments, corporate strategy, M&A and investment banking. | Mr. Sain has over two decades of experience in a range of roles in corporate and retail finance, investment and institutional wealth management as well as special investment group. | Mr. Shahdadpuri has over 18 years of successful private equity venture capital experience and is an active angel investor focusing on businesses with a strong emphasis on food and beverage value chain |
| Shareholding in the Company | Nil | Nil | Nil |
| Relationship with other Directors / Managers / KMP | Not related | Not related | Not related |
| No. of Board Meetings attended during the year | 4 | 2 | 1 |
| Other Directorships | Teesta Urja Limited Baroda Pioneer Asset Management Company Limited Everstone Capital Advisors Private Limited PAN India Foods Solutions Private Limited | VLCC Healthcare Limited Essay Commercial Resources Private Limited Everstone Capital Asia Pte. Ltd. Everstone Capital Management Indivision Capital Management | Saraf Foods Limited Bakers Circle (India) Private Limited Trak Services Private Limited Baer Capital Partners (India) Private Limited BCP Advisors Private Limited |

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| | <p>Axia Enterprises Private Limited Crystal Crop Protection Private Limited IndoStar Asset Advisory Private Limited Everock Real Estate Private Limited Everock Realty Private Limited Amulya Corporation Private Limited Regen Powertech Private Limited Interach Building Products Private Limited Avasara Leadership Institute Asian Genco Pte. Ltd. Sohan Lal Commodity Management Private Limited Kissandhan Agri Financial Services Private Limited North End Foods Marketing Private Limited</p> | <p>QSR Asia Pte. Ltd. Everstone Holdings Limited Horizon Development Management LLC Everstone Capital Limited Evergroup Limited Essay Global Pte. Ltd. Eversay Limited</p> | <p>Impressario Entertainment and Hospitality Private Limited Bhayana Builders Private Limited Sula Vineyards Private Limited Artisan Spirits Private Limited MSWIPE Technologies Private Limited Veeba Food Services Private Limited Exito Gourmet Private Limited Indian Home Gourmet Private Limited Suzette Gourmet Private Limited GC Web Ventures Private Limited</p> |
| Membership / Chairmanship of Committees of other Boards | Nil | Nil | Nil |



IndoStar Capital Finance Limited
(CIN: U51909MH2009PLC268160)

Registered & 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 7th ANNUAL GENERAL MEETING of the Company held on Wednesday, 7 September 2016 at 12:00 noon at One Indiabulls Center, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013.

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

NOTE:

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



IndoStar Capital Finance Limited

(CIN: U51909MH2009PLC268160)

Registered & 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

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) holding 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:.....

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 7th Annual General Meeting of the Company, to be held on Wednesday, 7th day of September 2016 at 12:00 noon at One Indiabulls Center, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Business |
|--------------------------|--|
| Ordinary Business | |
| 1. | To receive, consider, approve and adopt (a) the Annual Audited Standalone Financial Statements of the Company for the Financial Year ended 31 March 2016 and the |

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|-------------------------|---|
| | Report(s) of the Board of Directors and Auditors thereon; and (b) the Annual Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 March 2016 and the Report of the Auditors thereon. |
| 2. | To appoint a Director in place of Mr. Dhanpal Jhaveri (DIN: 02018124), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment. |
| 3. | To appoint a Director in place of Mr. Sameer Sain (DIN: 01164185), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment. |
| 4. | To appoint a Director in place of Mr. Deepak Shahdadpuri (DIN: 00444270), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment. |
| 5. | To ratify the appointment of S. R. Batliboi & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 301003E / E300005) to hold office from the conclusion of Seventh Annual General Meeting till the conclusion of the Eighth Annual General Meeting of the Company and to authorize the Board to fix their remuneration. |
| Special Business | |
| 6. | Borrowing Limits for the Company |
| 7. | Creation of security / charge on the assets of the Company |
| 8. | Issue of Non-Convertible Debentures under Private Placement |

Signed this day of 2016

Signature of Shareholder(s): _____

Signature of Proxy holder(s): _____

| |
|---------------------------|
| Affix Revenue Stamp |
|---------------------------|

NOTE:

1. This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, One Indiabulls Center, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013 not less than FORTY-EIGHT HOURS (48 hrs) before the commencement of the Meeting.
2. For the Resolution, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.

