



**Notice – Extraordinary General Meeting  
15 December 2017**



## **NOTICE**

**NOTICE** is hereby given that an Extraordinary General Meeting of the Members of **IndoStar Capital Finance Limited** will be held on Friday, 15 December 2017 at 11.00 a.m. at shorter notice at the Registered Office of the Company at One Indiabulls Center, 17<sup>th</sup> Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013, to transact the following businesses:

### **1. IndoStar ESOP Plan 2018 (ESOP 2018)**

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

**“RESOLVED THAT** pursuant to the (i) Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for time being in force) (the **“Act”**); (ii) provisions contained in the Memorandum of Association and the Articles of Association of the Company; (iii) such other rules, regulations, notifications, guidelines and laws applicable in this regard, from time to time, and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the appropriate regulatory authorities / institutions / bodies including but not limited to the Stock Exchanges, Securities and Exchange Board of India, and the Reserve Bank of India, and further subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s), and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee (**“NRC”**) constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution), consent of the Members of the Company be and is hereby accorded to introduce and implement **“IndoStar ESOP Plan 2018”** (**“ESOP 2018”**) and to create, grant, offer, issue and allot, at any time, to the present and / or future permanent employees of the Company working in India or abroad and / or directors (including whole-time directors but excluding non-executive independent directors) of the Company and any other individuals / entities as allowed under applicable rules, regulations, guidelines and laws (hereinafter referred to as **“employees”** or **“said employees”**) under ESOP 2018, 60,00,000 (Sixty Lakh) stock options convertible into 60,00,000 (Sixty Lakh) equity shares of the Company (or such adjusted numbers for corporate actions including bonus, stock, splits or consolidation or other re-organisation of the capital structure of the Company), having face value of INR 10/- (Rupees Ten only) per equity share, at such price, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the Act and provisions of ESOP 2018;

**RESOLVED FURTHER THAT** without prejudice to the generality of the above but subject to the terms mentioned in the Explanatory Statement, annexed to the Notice convening this Meeting, which are hereby approved by the Members, the Board be and is hereby authorised to formulate, evolve, decide upon, administer, superintend and implement ESOP



2018, as the Board in its absolute discretion deems fit, and as per draft submitted to this Meeting which draft is hereby specifically approved by the Members;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot equity shares upon exercise of stock options, from time to time, granted under ESOP 2018 and such equity shares allotted shall in all respects rank *pari passu* inter-se and with the then existing equity shares of the Company;

**RESOLVED FURTHER THAT** as is required, the Company shall conform to the accounting policies as applicable to the Company, from time to time;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to re-price the options as it deems fit, which are not exercised, whether or not they have been vested, if the exercise price of the options is rendered unattractive due to fall in price of the share in the market and such re-pricing is not detrimental to the interest of the employees who have been granted stock options under ESOP 2018;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in ESOP 2018, as it may deem fit, from time to time or to suspend, withdraw or revive ESOP 2018, from time to time, in conformity with the provisions of the Act and other applicable rules, regulations, guidelines and laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted stock options under ESOP 2018;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution(s), the Board be and is hereby authorised, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, to (i) do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper; (ii) execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation to ESOP 2018; and (iii) to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of ESOP 2018 and the issuance of the shares (including to amend or modify any of the terms thereof) and taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to settle all questions, difficulties or doubts and to do all such acts, deeds, matters and things as may be required, to give full effect to the aforesaid Resolution(s).”

## **2. IndoStar ESOP Plan 2018 (ESOP 2018) – Holding Company and / or Subsidiary Company(ies)**

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



**“RESOLVED THAT** pursuant to the (i) Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for time being in force) (the **“Act”**); (ii) provisions contained in the Memorandum of Association and the Articles of Association of the Company; (iii) such other rules, regulations, notifications, guidelines and laws applicable in this regard, from time to time, and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the appropriate regulatory authorities / institutions / bodies including but not limited to the Stock Exchanges, Securities and Exchange Board of India, and the Reserve Bank of India, and further subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s), and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee (**“NRC”**) constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution), consent of the Members of the Company be and is hereby accorded to introduce and implement **“IndoStar ESOP Plan 2018”** (**“ESOP 2018”**) and to create, grant, offer, issue and allot, at any time, to the present and / or future permanent employees of the subsidiary companies of the Company working in India or abroad and / or present and / or future permanent employees of the holding company of the Company and / or directors (including whole-time directors but excluding non-executive independent directors) of the subsidiary companies of the Company in India or aboard and / or directors (including whole-time directors but excluding non-executive independent directors) of the holding company of the Company and any other individuals / entities as allowed under applicable rules, regulations, guidelines and laws (hereinafter referred to as **“employees”** or **“said employees”**) under ESOP 2018, 60,00,000 (Sixty Lakh) stock options convertible into 60,00,000 (Sixty Lakh) equity shares of the Company (or such adjusted numbers for corporate actions including bonus, stock, splits or consolidation or other re-organisation of the capital structure of the Company), having face value of INR 10/- (Rupees Ten only) per equity share, at such price, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the Act and provisions of ESOP 2018;

**RESOLVED FURTHER THAT** without prejudice to the generality of the above but subject to the terms mentioned in the Explanatory Statement, annexed to the Notice convening this Meeting, which are hereby approved by the Members, the Board be and is hereby authorised to formulate, evolve, decide upon, administer, superintend and implement ESOP 2018, as the Board in its absolute discretion deems fit, and as per draft submitted to this Meeting which draft is hereby specifically approved by the Members;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot equity shares upon exercise of stock options, from time to time, granted under ESOP 2018 and such equity shares allotted shall in all respects rank *pari passu* inter-se and with the then existing equity shares of the Company;



**RESOLVED FURTHER THAT** as is required, the Company shall conform to the accounting policies as applicable to the Company, from time to time;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to re-price the options as it deems fit, which are not exercised, whether or not they have been vested, if the exercise price of the options is rendered unattractive due to fall in price of the share in the market and such re-pricing is not detrimental to the interest of the employees who have been granted stock options under ESOP 2018;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in ESOP 2018, as it may deem fit, from time to time or to suspend, withdraw or revive ESOP 2018, from time to time, in conformity with the provisions of the Act and other applicable rules, regulations, guidelines and laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted stock options under ESOP 2018;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution(s), the Board be and is hereby authorised, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, to (i) do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper; (ii) execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation to ESOP 2018; and (iii) to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of ESOP 2018 and the issuance of the shares (including to amend or modify any of the terms thereof) and taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to settle all questions, difficulties or doubts and to do all such acts, deeds, matters and things as may be required, to give full effect to the aforesaid Resolution(s)."

**Registered & Corporate Office:**  
One Indiabulls Center, 17<sup>th</sup> Floor,  
Tower 2A, Jupiter Mills Compound,  
Senapati Bapat Marg, Mumbai – 400 013  
CIN: U65100MH2009PLC268160  
Website: [www.indostarcapital.com](http://www.indostarcapital.com)  
e-mail: [icf.legal@indostarcapital.com](mailto:icf.legal@indostarcapital.com)  
Tel: +91 22 43157000; Fax: +91 22 43157010

Place: Mumbai

Date: 12 December 2017

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

**Jitendra Bhati**  
VP – Compliance & Secretarial  
Membership No.: FCS 8937



**Notes:**

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the businesses as set out in the Notice of Extraordinary General Meeting (“**EGM Notice**”) is annexed hereto and forms part of the EGM 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. 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.
5. Corporate Members intending to send their authorised representative(s) to attend the Extraordinary 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 Extraordinary General Meeting pursuant to the provisions of Section 113 of the Companies Act, 2013.
6. All relevant documents referred to in the EGM Notice and the Explanatory Statement will be available for inspection by the Members at the Registered & Corporate Office of the Company during normal business hours on all working days (except Saturday(s), Sunday(s) and Public Holiday(s) up to the date of the Extraordinary General Meeting and during the continuance of the Extraordinary General Meeting.
7. Members / Proxies / Authorised Representative(s) of the Corporate Members are requested to bring the Attendance Slip duly filled in.
8. EGM 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. EGM Notice will also be available on the website of the Company [www.indostarcapital.com](http://www.indostarcapital.com).



## ANNEXURE TO THE EGM NOTICE

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

#### Item No. 1 & Item No. 2

Members are requested to note that the success of the Company's objectives is largely determined by the quality of its work force and their commitment to achieve Company's objectives. It is recognized that not only good employment opportunities but also additional motivating mechanisms are needed to incentivize employees and aligning their interest with the interest of the Company.

Members are requested to note that in recognition of the aforesaid objective, the Company had approved and implemented the following employee stock options plans, from time to time:

- (i) IndoStar ESOP Plan – 2012 (ESOP 2012);
- (ii) IndoStar ESOP Plan – 2016 (ESOP 2016); and
- (iii) IndoStar ESOP Plan – 2016 - II (ESOP 2016 - II)
- (iv) IndoStar ESOP Plan – 2017 (ESOP 2017)

Members are requested to note that the Company had, from time to time, granted, cancelled and reallocated stock options to the eligible employees from amongst the aforesaid employee stock options plans and the details of pool, stock options granted and stock options available for grant under ESOP 2012, ESOP 2016, ESOP 2016 - II and ESOP 2017 are as under:

<b>Plan(s)</b>	<b>Pool</b>	<b>*Granted</b>	<b>No. of Stock Options Available</b>
ESOP 2012	15,00,000	14,91,864	8,136
ESOP 2016	27,00,000	26,65,777	34,223
ESOP 2016 – II	30,00,000	29,87,000	13,000
ESOP 2017	20,00,000	14,28,500	5,71,500
<b>Total</b>	<b>92,00,000</b>	<b>85,73,141</b>	<b>6,26,859</b>

*\*Net of cancellations and reallocations*

Members are requested to note that in light of (i) Company's pace of growth; (ii) increase in scope of business volume and business verticals / financial products of the Company / its subsidiaries, within the financial services sector; (iii) commitment made to new senior / middle level hires undertaken / to be undertaken by the Company; and (iv) considering the fact that in aggregate only 6,26,859 stock options are available for further grant, the Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, at their meeting held on 12 December 2017 approved introduction of new employee stock option scheme titled as "IndoStar ESOP Plan - 2018" ("**ESOP 2018**"), largely



in line with the existing employee stock option plans of the Company, to create and grant stock options not exceeding 60,00,000 (Sixty Lakh) stock options, each convertible into 1 equity share of the Company having Face Value of INR 10/- (Rupee Ten only) per equity share, with an objective to attract, retain, motivate and incentivize employees.

Members are further requested to note that the Board of Directors considers it appropriate to extend the proposed ESOP 2018 to the employees / directors of the holding / subsidiary company(ies), as may be decided by the Board of Directors or Nomination and Remuneration Committee thereof, to motivate and retain the best talent.

The broad features of ESOP 2018 are as under:

<b>Total number of stock options to be granted</b>	A maximum of 60,00,000 (Sixty Lakh) stock options, subject to adjustments as may be required due to any corporate action. Each stock option is exercisable into 1 (one) equity share of the Company.
<b>Identification of classes of employees entitled to participate in the ESOP 2018</b>	To be decided by the Nomination & Remuneration Committee from time to time, in accordance with the ESOP 2018.
<b>Appraisal process for determining the eligibility of employees to the ESOP 2018</b>	As may be deemed fit by the Nomination & Remuneration Committee from time to time in accordance with the ESOP 2018.
<b>Requirements of vesting and vesting period</b>	As determined by the Nomination & Remuneration Committee in accordance with the ESOP 2018. Provided that there shall be a minimum period of one year between the grant of options and vesting of options.
<b>Maximum period within which the options shall be vested</b>	As determined by the Nomination & Remuneration Committee in accordance with the ESOP 2018.
<b>Exercise price or the formula for arriving at the exercise price</b>	As determined by the Nomination & Remuneration Committee in accordance with the ESOP 2018.
<b>Exercise period and Exercise Process</b>	As per the ESOP 2018.
<b>Lock-in period</b>	As determined by the Nomination & Remuneration Committee in accordance with the ESOP 2018. Shares issued under ESOP 2018 shall be subject to transfer restrictions as provided in the Articles of Association of the Company and such lock-in restrictions, if required under Applicable Laws and / or if determined by the Nomination





	and Remuneration Committee from the date of allotment of Shares under the ESOP 2018.
<b>Maximum number of options to be granted per employee and in aggregate</b>	Such number as may be decided by the Board or the Nomination and Remuneration Committee thereof in accordance with the ESOP 2018.
<b>Method which the company shall use to value its options</b>	As per the ESOP 2018.
<b>Conditions under which options vested in employee(s) may lapse</b>	As per the ESOP 2018.
<b>Specified Time Period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee</b>	As per the ESOP 2018.
<b>Implementation and administration of ESOP 2018</b>	The Company shall directly implement and administer the ESOP 2018 through the Board / the Nomination & Remuneration Committee.
<b>Issue of new shares or secondary acquisition</b>	Company shall issue new shares on exercise of stock options under the ESOP 2018.

Members are requested to note that the Company shall conform to the Accounting Policies as applicable to the Company, from time to time.

Members are requested to note that in case the Company calculates the employees compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Annual Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Annual Report.

Members are requested to note that the draft of the ESOP 2018 shall be open 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 Holiday(s) up to the date of the Extraordinary General Meeting and during the continuance of the Extraordinary General Meeting.

Members are requested to note that it is proposed to seek the approval of the Members of the Company in terms of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 for the introduction and implementation of the ESOP 2018.

The Board recommends the Resolution(s) set out at Item No. 1 and Item No. 2 of this EGM Notice to the Members for their consideration and approval, by way of Special Resolution(s).



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. 1 and Item No. 2 of this EGM Notice, except to the extent of the options / equity shares that may be granted / offered to them under the ESOP 2018.

**Registered & Corporate Office:**

One Indiabulls Center, 17<sup>th</sup> Floor,  
Tower 2A, Jupiter Mills Compound,  
Senapati Bapat Marg, Mumbai – 400 013  
CIN: U65100MH2009PLC268160  
Website: [www.indostarcapital.com](http://www.indostarcapital.com)  
e-mail: [icf.legal@indostarcapital.com](mailto: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**

**Jitendra Bhati**  
VP – Compliance & Secretarial  
Membership No.: FCS 8937

Place: Mumbai

Date: 12 December 2017



**IndoStar Capital Finance Limited**  
(CIN: U65100MH2009PLC268160)

**Registered & Corporate Office:** One Indiabulls Center, 17<sup>th</sup> Floor, Tower 2A, Jupiter Mills  
Compound, Senapati Bapat Marg, Mumbai – 400 013

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

**Website:** [www.indostarcapital.com](http://www.indostarcapital.com); **Email:** [icf.legal@indostarcapital.com](mailto: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 an EXTRAORDINARY GENERAL MEETING of the Company held on Friday, 15 December 2017 at 11.00 a.m. at shorter notice, at One Indiabulls Center, 17<sup>th</sup> Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013.

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 Extraordinary General Meeting Venue.



**IndoStar Capital Finance Limited**  
(CIN: U65100MH2009PLC268160)

**Registered & Corporate Office:** One Indiabulls Center, 17<sup>th</sup> Floor, Tower 2A, Jupiter Mills  
Compound, Senapati Bapat Marg, Mumbai – 400 013

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

**Website:** [www.indostarcapital.com](http://www.indostarcapital.com); **Email:** [icf.legal@indostarcapital.com](mailto: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 Extraordinary General Meeting of the Company to be held on Friday, 15 December 2017 at



11.00 a.m. at shorter notice, at One Indiabulls Center, 17<sup>th</sup> Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400013 and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resolution No.</b>	<b>Business</b>
1.	IndoStar ESOP Plan 2018 (ESOP 2018)
2.	IndoStar ESOP Plan 2018 (ESOP 2018) – Holding Company and / or Subsidiary Company(ies)

Signed this ..... day of ..... 2017

Signature of Shareholder(s): \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix Revenue Stamp
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**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, 17<sup>th</sup> 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 Extraordinary General Meeting.

