



INDOSTAR CAPITAL FINANCE LIMITED

Registered & Corporate Office: One Indiabulls Center, 20th Floor, Tower 2A, Jupiter Mills Compound,
Senapati Bapat Marg, Mumbai – 400 013

Corporate Identity Number: L65100MH2009PLC268160

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

Website: www.indostarcapital.com; **Email:** investor.relations@indostarcapital.com

NOTICE is hereby given that the **9th ANNUAL GENERAL MEETING** of the Members of **INDOSTAR CAPITAL FINANCE LIMITED** (“the Company”) is scheduled to be held on **THURSDAY, SEPTEMBER 27, 2018 AT 11:00 A.M. (IST)** at **RAVINDRA NATYA MANDIR, P.L. DESHPANDE MAHARASHTRA KALA ACADEMY, NEAR SIDDHIVINAYAK TEMPLE, SAYANI ROAD, PRABHADEVI, MUMBAI – 400025**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the standalone audited financial statements of the Company for the financial year ended March 31, 2018, along with the report(s) of the Board of Directors and the Auditors thereon; and
 - (b) the consolidated audited financial statements of the Company for the financial year ended March 31, 2018 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.

SPECIAL BUSINESS:

3. **INCREASE IN THE BORROWING LIMITS OF THE COMPANY**

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

“**RESOLVED THAT** in supersession of the resolution passed by the Members at the 7th Annual General Meeting of the Company held on September 7, 2016 and pursuant to (i) the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“**the Act**”); (ii) the provisions of the Memorandum of Association and the Articles of Association of the Company; (iii) the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016; and (iv) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and subject to such other consent(s) / permission(s) / sanction(s), as may be required, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee constituted / may be constituted by the Board of Directors of the Company or person(s), authorised to exercise 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 and / or in one or more tranches, by way of fund based or non-fund based assistance including but not limited to by way of term loans / guarantees / working capital facilities / over draft facilities / lines of credit / inter corporate deposits / credit facilities / financial assistance from banks / financial institutions / entities / persons and / or any other lenders, issue of convertible or non-convertible instruments or securities / commercial paper and / or in any other form, upon such terms and conditions as to interest, repayment, tenor, security or otherwise, as the Board may determine and think fit, such that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, however provided that the monies borrowed and outstanding (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed, at any point in time, a sum equivalent to ₹ 20,000 crore (Rupees Twenty Thousand crore only), over and above the aggregate, for the time being, of the paid-up share capital, free reserves and securities premium of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution including but not limited to delegate any powers to any officials of the Company conferred upon the Board by this resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

4. ISSUE OF NON-CONVERTIBLE DEBENTURES UNDER PRIVATE PLACEMENT

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

“RESOLVED THAT in supersession to the resolution passed by the Members at the 8th Annual General Meeting of the Company held on September 29, 2017 and pursuant to (i) the provisions of Section(s) 23, 42, 71, 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**“the Act”**); (ii) the provisions of the Memorandum of Association and the Articles of Association of the Company; (iii) the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended; (iv) the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016; (v) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and (vi) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and subject to such other consent(s) / permission(s) / sanction(s), as may be required, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee constituted / may be constituted by the Board of Directors of the Company or person(s), authorised to exercise the powers conferred on the Board of Directors by this resolution) to create / invite / offer / issue / allot up to such number of non-convertible debentures (**“NCDs”**) including but not limited to subordinated debentures and perpetual debentures, under private placement, with or without security, in one or more modes or combinations thereof and in one or more series or tranches, on such terms and conditions as may be determined by the Board, such that the aggregate principal amount of NCDs to be issued during a period of 1 (one) year commencing from the date of passing of this Special Resolution does not exceed ₹ 12,000 crore (Rupees Twelve Thousand crore only);

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution including but not limited to delegate any powers to any officials of the Company conferred upon the Board by this resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

5. RATIFICATION AND AMENDMENT OF INDOSTAR ESOP PLAN 2012

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

“RESOLVED THAT pursuant to (i) the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder including Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**“the Act”**); (ii) Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (as amended) read with circulars, notifications and guidelines issued by the Securities and Exchange Board of India in this regard (**“SEBI ESOP Regulations”**); and (iii) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications, the IndoStar ESOP Plan 2012 (**“ESOP 2012”**), approved and adopted by the Members at the 3rd Annual General Meeting of the Company held on July 30, 2012, as amended, be and is hereby ratified and amended as per details stated in the Explanatory Statement annexed to the Notice convening the 9th Annual General Meeting of the Company, other terms of ESOP 2012 remaining unchanged;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee thereof including the Nomination & Remuneration Committee (**“NRC”**) constituted by the Board, for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorized to vary, amend, modify or alter the terms of amended ESOP 2012, unless such variation, amendment, modification or alteration are not detrimental / prejudicial to the interests of the option holders and are in accordance with the terms of the Act, SEBI ESOP Regulations and applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution including but not limited to delegate any powers conferred upon the Board by this resolution to any officials of the Company, to execute required documents, deeds and writings and to settle any questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

6. RATIFICATION AND AMENDMENT OF INDOSTAR ESOP PLAN 2016

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

“RESOLVED THAT pursuant to (i) the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder including Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**“the Act”**); (ii) Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (as amended) read with circulars, notifications and guidelines issued by the Securities and Exchange Board of India in this regard (**“SEBI ESOP Regulations”**); and (iii) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications, the IndoStar ESOP Plan 2016 (**“ESOP 2016”**), approved and adopted by the Members at the Extraordinary General Meeting of the Company held on May 9, 2016, be and is hereby ratified and amended as per details stated in the Explanatory Statement annexed to the Notice convening the 9th Annual General Meeting of the Company, other terms of ESOP 2016 remaining unchanged;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee thereof including the Nomination & Remuneration Committee (**“NRC”**) constituted by the Board, for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorized to vary, amend, modify or alter the terms of amended ESOP 2016, unless such variation, amendment, modification or alteration are not detrimental / prejudicial to the interests of the option holders and are in accordance with the terms of the Act, SEBI ESOP Regulations and applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution including but not limited to delegate any powers conferred upon the Board by this resolution to any officials of the Company, to execute required documents, deeds and writings and to settle any questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

7. RATIFICATION AND AMENDMENT OF INDOSTAR ESOP PLAN 2016 - II

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

“RESOLVED THAT pursuant to (i) the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder including Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**“the Act”**); (ii) Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (as amended) read with circulars, notifications and guidelines issued by the Securities and Exchange Board of India in this regard (**“SEBI ESOP Regulations”**); and (iii) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications, the IndoStar ESOP Plan 2016 - II (**“ESOP 2016 - II”**), approved and adopted by the Members at the Extraordinary General Meeting of the Company held on October 17, 2016, be and is hereby ratified and amended as per details stated in the Explanatory Statement annexed to the Notice convening the 9th Annual General Meeting of the Company, other terms of ESOP 2016 - II remaining unchanged;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee thereof including the Nomination & Remuneration Committee (**“NRC”**) constituted by the Board, for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorized to vary, amend, modify or alter the terms of amended ESOP 2016 - II, unless such variation, amendment, modification or alteration are not detrimental / prejudicial to the interests of the option holders and are in accordance with the terms of the Act, SEBI ESOP Regulations and applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution including but not limited to delegate any powers conferred upon the Board by this resolution to any officials of the Company, to execute required documents, deeds and writings and to settle any questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

8. RATIFICATION AND AMENDMENT OF INDOSTAR ESOP PLAN 2017

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

“RESOLVED THAT pursuant to (i) the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder including Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**“the Act”**); (ii) Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (as amended) read with circulars, notifications and guidelines issued by the Securities and Exchange Board of India in this regard (**“SEBI ESOP Regulations”**); and (iii) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications, the IndoStar ESOP Plan 2017 (**“ESOP 2017”**), approved and adopted by the Members at the Extraordinary General Meeting of the Company held on April 28, 2017, be and is hereby ratified and amended as per details stated in the Explanatory Statement annexed to the Notice convening the 9th Annual General Meeting of the Company, other terms of ESOP 2017 remaining unchanged;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee thereof including the Nomination & Remuneration Committee (**“NRC”**) constituted by the Board, for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorized to vary, amend, modify or alter the terms of amended ESOP 2017, unless such variation, amendment, modification or alteration are not detrimental / prejudicial to the interests of the option holders and are in accordance with the terms of the Act, SEBI ESOP Regulations and applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution including but not limited to delegate any powers conferred upon the Board by this resolution to any officials of the Company, to execute required documents, deeds and writings and to settle any questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

9. RATIFICATION AND AMENDMENT OF INDOSTAR ESOP PLAN 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 (i) the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder including Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**“the Act”**); (ii) Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (as amended) read with circulars, notifications and guidelines issued by the Securities and Exchange Board of India in this regard (**“SEBI ESOP Regulations”**); and (iii) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications, the IndoStar ESOP Plan 2018 (**“ESOP 2018”**), approved and adopted by the Members at the Extraordinary General Meeting of the Company held on December 15, 2017, be and is hereby ratified and amended as per details stated in the Explanatory Statement annexed to the Notice convening the 9th Annual General Meeting of the Company, other terms of ESOP 2018 remaining unchanged;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee thereof including the Nomination & Remuneration Committee (**“NRC”**) constituted by the Board, for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorized to vary, amend, modify or alter the terms of amended ESOP 2018, unless such variation, amendment, modification or alteration are not detrimental / prejudicial to the interests of the option holders and are in accordance with the terms of the Act, SEBI ESOP Regulations and applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution including but not limited to delegate any powers conferred upon the Board by this resolution to any officials of the Company, to execute required documents, deeds and writings and to settle any questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

10. **RATIFICATION OF INDOSTAR ESOP PLAN(S) FOR GRANT OF OPTIONS TO THE ELIGIBLE EMPLOYEES OF SUBSIDIARY COMPANIES / HOLDING COMPANY**

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

"RESOLVED THAT pursuant to (i) the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder including Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (**"the Act"**); (ii) Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (as amended) read with the circulars, notifications and guidelines issued by the Securities and Exchange Board of India in this regard (**"SEBI ESOP Regulations"**); and (iii) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications, the amended IndoStar ESOP Plan 2012, IndoStar ESOP Plan 2016, IndoStar ESOP Plan 2016 - II, IndoStar ESOP Plan 2017 and IndoStar ESOP Plan 2018, be and are hereby ratified for grant of options 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 laws;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee thereof including the Nomination & Remuneration Committee (**"NRC"**) constituted by the Board, for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution including but not limited to delegate any powers conferred upon the Board by this resolution to any officials of the Company, to execute required documents, deeds and writings and to settle any questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

11. **ALTERATION TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and subject to such other consent(s) / permission(s) / sanction(s), as may be required, consent of the Members of the Company be and is hereby accorded to alter the existing Articles of Association of the Company (**"Articles"**) by deleting "PART B" of the Articles in entirety and other consequential amendments related thereto, as per details stated in the Explanatory Statement annexed to the Notice convening the 9th Annual General Meeting of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution including but not limited to delegate any powers conferred upon the Board of Directors by this resolution to any officials of the Company to execute required documents, deeds, writings and to settle any questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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

Jitendra Bhati

Company Secretary & Compliance Officer
Membership No.: FCS 8937

Place: Mumbai
Date: August 10, 2018

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**the Act**") and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("**Secretarial Standards**") for special business at Item No(s). 3 to 11 as set out in the Notice convening 9th Annual General Meeting of the Company ("**AGM Notice**") is annexed hereto and forms part of the AGM Notice.
2. Information with respect to Mr. Dhanpal Jhaveri, director seeking re-appointment, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and the Secretarial Standards is annexed hereto and forms part of the AGM Notice.
3. Members are requested to note that S. R. Batliboi & Co. LLP, Chartered Accountants, having ICAI Firm Registration No. 301003E / E300005, were appointed as the Statutory Auditors of the Company by the Members at the 6th Annual General Meeting of the Company held on September 30, 2015 to hold office for a period of 5 years, from the conclusion of the said Annual General Meeting till the conclusion of the 11th Annual General Meeting of the Company, subject to ratification by the Members at every annual general meeting and delegated the powers to the Board of Directors / Committee to fix their remuneration.

The Ministry of Corporate Affairs vide notification dated May 7, 2018 *inter-alia* notified an amendment to Section 139(1) of the Act whereby the requirement of placing appointment of the statutory auditors for ratification by the members of a company at every annual general meeting has been omitted. Accordingly, pursuant to provisions of Section 139(1) of the Act (as amended), no resolution is proposed for ratification of appointment of S. R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company. S. R. Batliboi & Co. LLP, Chartered Accountants shall hold office as Statutory Auditors of the Company till conclusion of the 11th Annual General Meeting of the Company, subject to provisions of the Act read with rules framed thereunder.

4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ALSO ENTITLED TO APPOINT ONE OR MORE PERSONS AS PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE MUST BE DULY COMPLETED, STAMPED, SIGNED AND DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. A PROXY SHALL NOT HAVE THE RIGHT TO SPEAK AT THE AGM.**

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

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

5. Every Member entitled to vote on the resolutions as set out in the AGM Notice shall during the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, be entitled to inspect the proxies lodged, at any time during normal business hours of the Company, provided not less than 3 days' notice in writing of the intention to do so is given to the Company.
6. Members who are body corporate intending to send their authorised representative(s) to attend the AGM are requested to send to the Company a certified copy of the resolution of its Board of Directors / other governing body authorising their representative(s) to attend and vote on their behalf at the AGM, pursuant to Section 113 of the Act.
7. Members / authorised representative(s) / proxies are requested to bring the Attendance Slip duly completed and signed at the venue of the AGM.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from **Friday, September 21, 2018 to Thursday, 27 September 2018 (both days inclusive)**.
9. The Annual Report of the Company for the financial year 2017-18 ("**Annual Report**") and the AGM Notice, *inter alia*, indicating the process and manner of e-voting, along with the Attendance Slip and Proxy Form are being sent by electronic mode to all the Members whose email address(es) are registered with the Company / Depository Participants / Registrar and Transfer Agent i.e., Link Intime India Private Limited ("**Link Intime**") for communication purposes, unless a Member has requested a

physical copy of the same. For Members who have not registered their email address(es) and / or have opted to receive a copy in physical form, physical copies of the Annual Report along with the AGM Notice, *inter alia*, indicating the process and manner of e-voting, along with the Attendance Slip and Proxy Form are being sent through permitted mode.

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

10. Members may note that the Annual Report is also available on the website of the Company on <http://www.indostarcapital.com/investors.html#annual-reports>. Further, the AGM Notice is available on the website of the Company at <http://www.indostarcapital.com/investors.html#agm-wrap> as well as at the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com. Even after registering for e-communication, Members can receive the communication in physical form upon making a request to the Company at investor.relations@indostarcapital.com or to Link Intime at rnt.helpdesk@linkintime.co.in
11. Members may note that the copies of the Annual Report and the AGM Notice will not be distributed at the venue of the AGM. Members are requested to bring a copy of the Annual Report and the AGM Notice at the venue of the AGM.
12. A route map giving directions to reach the venue of AGM is given at the end of the AGM Notice. The prominent landmark for the venue of the AGM is "**the Siddhivinayak Temple**".
13. The following documents / registers will be available for inspection by the Members of the Company at the Registered & Corporate office of the Company during normal business hours on all working days except for Saturday(s) up to and including the date of AGM:
 - a. The Register of Directors and Key Managerial Personnel and their Shareholding and Register of contracts with related party and contracts and Bodies etc. in which directors are interested;
 - b. All the documents referred to in the AGM Notice and the Explanatory Statement annexed to the AGM Notice; and
 - c. A certificate from S. R. Batliboi & Co. LLP, Chartered Accountants, Statutory Auditors of the Company, in terms of Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, certifying that the ESOP Plans of the Company have been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the respective resolution(s) passed in the general meeting(s) of the Company in this regard.
14. Members holding shares in physical mode and desirous of nominating any person as his / her nominee may send the duly filed nomination form in SH-13 or desirous of cancelling the earlier nomination and recording fresh nomination may send the duly filled form SH-14 to Link Intime. Members can obtain the blank form SH-13 and SH-14 from Link Intime. Members holding shares in electronic / dematerialised mode can contact their respective Depository Participants to either nominate any person as a nominee or cancel the earlier nomination and record fresh nomination.
15. Members are requested to:
 - a) register / notify any change in their registered address / Permanent Account Number / bank mandates to Link Intime, in case of shares held in physical form;
 - b) to register / notify any change in their registered address / Permanent Account Number / bank mandates to the respective Depository Participants, in case of shares held in electronic / dematerialised form;
 - c) quote their folio number(s)/Client ID and DP ID / Beneficiary ID in all their correspondence.
16. Members are requested to send their queries, if any, relating to the resolutions set out in the AGM Notice to the Company Secretary / Chief Financial Officer at investor.relations@indostarcapital.com on or before **Tuesday, September 25, 2018**, so that the answers / details can be kept ready at the AGM

17. INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standards, the Members of the Company are provided with the facility to exercise their right to vote on the resolutions set out in the AGM Notice by electronic means from a place other than the venue of AGM ("**remote e-voting**"). The Company has engaged the services of CDSL to provide the remote e-voting facility.
- II. The facility of voting through ballot paper shall be available at the venue of AGM for the Members attending the AGM and who have not already cast their vote by remote e-voting. However, Members who have cast their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again through ballot paper.
- III. Members are requested to note that since the resolutions set out in the AGM Notice will be conducted through electronic means, the said resolutions will not be decided on show of hands.
- IV. The remote e-voting period commences on **Monday, September 24, 2018 at 09:00 a.m. (IST)** and ends on **Wednesday, September 26, 2018 at 05:00 p.m. (IST)**, after which the facility will be blocked by CDSL and the remote e-voting shall not be allowed beyond the said end date and time. Members of the Company holding shares either in physical mode or electronic / dematerialised mode as on the **cut-off date i.e., Thursday, September 20, 2018** shall be entitled to cast votes on the resolutions set out in the AGM Notice by remote e-voting or voting through ballot paper at the AGM. Any person who is not a Member as on the **cut-off date i.e., Thursday, September 20, 2018** should treat the AGM Notice for information purpose only.
- V. The voting rights of the Members shall be in proportion of the amount paid-up on the equity shares held by a Member with the total equity share capital of the Company as on the **cut-off date i.e., Thursday, September 20, 2018**.
- VI. Members are requested to note that once the vote on a resolution is cast by a Member by remote e-voting, he / she shall not be allowed to change it subsequently or cast the vote again.
- VII. Details of persons to be contacted for any issues / queries / grievances relating to remote e-voting:

CDSL:

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

Company

Member may contact **Mr. Jitendra Bhati, Company Secretary & Compliance Officer at One Indiabulls Center, 20th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400013** or send an email at investor.relations@indostarcapital.com or call at 022 43157000.

- VIII. The process and manner of casting vote by remote e-voting is explained hereunder:
 - Visit the e-voting website of CDSL by opening the web browser and typing the web address as www.evotingindia.com.
 - Click on the "**Shareholders / Members**" tab.
 - Now enter your User ID, as detailed below:
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Members holding shares in physical mode should enter their "**Folio No**" registered with the Company.
 - Next enter the characters as displayed and Click on "**Login**".
 - Please follow the following step after clicking on "**Login**":

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

- After entering the aforesaid details appropriately, click on **“SUBMIT”** tab.
- Members holding shares in physical mode will then directly reach the EVSN selection screen. The details can be used only for using the remote e-voting facility for the resolutions contained in the AGM Notice.
- Members holding shares in electronic / dematerialised mode will reach **“Password Creation”** menu wherein they are required to mandatorily enter their login password in the new password field. In case a Member is new user, kindly note that this password is to be also used for voting on resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- Click on the EVSN **“180820050”** of the Company on which you choose to vote.
- On the voting page, you will see **“RESOLUTION DESCRIPTION”** and against the same the option **“YES/NO”** for voting. Select the option YES or NO as desired against each resolution. The option YES implies that you assent to a particular resolution and option NO implies that you dissent to a particular resolution.
- If you wish to view the entire resolution details, click on the **“RESOLUTIONS FILE LINK”**.
- After selecting the resolution you have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“OK”**, else to change your vote, click on **“CANCEL”** and accordingly modify your vote. Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on **“Click here to print”** option on the voting page.
- If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Members can also cast their vote using CDSL's mobile application m-Voting available for android based mobiles. The m-Voting application can be downloaded from Google Play Store. Apple and Windows phone users can download the application from the App Store and the Windows Phone Store, respectively. Please follow the instructions as prompted by the mobile application while voting using your mobile.
- Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. A scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- IX. **Ms. Ashwini Inamdar (Membership No. FCS 9409), Partner, Mehta & Mehta, Practicing Company Secretaries** and failing her **Ms. Dipti A. Mehta (Membership No. FCS 3667), Partner, Mehta & Mehta, Practicing Company Secretaries**, have been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting by ballot paper at the AGM in a fair and transparent manner.
- X. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and shall make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorised in this behalf, who shall countersign the same.
- XI. The Chairman or any other person authorized in this behalf shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the results of the voting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.indostarcapital.com and on the website of CDSL e-Voting at www.evotingindia.com immediately after the results are declared by the Chairman or any other person so authorised. Simultaneously, the same will also be communicated to the BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.
- XII. The resolutions as set out in the AGM Notice shall be deemed to be passed on the date of the AGM i.e. **Thursday, September 27, 2018**, subject to receipt of the requisite number of votes in favour of the resolutions.

ANNEXURE TO THE NOTICE CONVENING 9TH ANNUAL GENERAL MEETING (“AGM NOTICE”)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”) AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (“SECRETARIAL STANDARDS”)

ITEM NO. 3

Members at the 7th Annual General Meeting of the Company held on September 7, 2016, had accorded their approval to the Board of Directors of the Company to undertake borrowings for the Company, from time to time, not exceeding ₹ 8,000 crore, over and above the aggregate, for the time being, of the paid-up share capital and free reserves of the Company.

Members are requested to note that considering the future business plans and growth of the Company, expansion of the Company's product portfolio in the retail lending segment by launching its vehicle finance business, requirement of the additional funds for the coming years to support the meaningful scale and growth of loan portfolio of the Company and to enable an active borrowing programme to allow the Company to access funds from various lenders at the most competitive rates, the Board of Directors of the Company at their meeting held on August 10, 2018, subject to the approval of the Members of the Company, accorded their approval for increase in overall borrowing limits of the Company to ₹ 20,000 crore, over and above the aggregate, for the time being, of the paid-up share capital, free reserves and securities premium of the Company.

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

Accordingly, it is proposed to seek the approval of the Members of the Company in terms of Section 180(1)(c) of the Act to undertake borrowings by the Company in excess of the paid-up share capital, free reserves and securities premium of the Company, however that the money or monies to be borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) together with the monies already borrowed and outstanding does not, at any point in time, exceed a sum equivalent to ₹ 20,000 crore, over and above the aggregate, for the time being, of the paid-up share capital, free reserves and securities premium of the Company.

The Board recommends the resolution set out at Item No. 3 of the AGM Notice to the Members for their consideration and approval, by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of the AGM Notice, except to the extent of any borrowings that may be availed by the Company from any entity in which any of the Directors or Key Managerial Personnel of the Company or their relatives may be concerned or interested in any capacity.

ITEM NO. 4

Members at the 8th Annual General Meeting of the Company held on September 29, 2017, had accorded their approval to the Board of Directors of the Company to create / invite / offer / issue / allot up to such number of non-convertible debentures (“NCDs”), under private placement, in one or more series or tranches, on such terms and conditions as may be determined by the Board of Directors or any Committee authorised by the Board of Directors, such that the aggregate principal amount of such NCDs issued during a period of 1 year commencing from the date of passing of special resolution at the aforesaid Annual General Meeting, does not exceed ₹ 3,000 crore.

Members are requested to note that considering the business plans and growth of the Company and to enable the Company to raise funds by way of issuance of NCDs, the Board of Directors of the Company at their meeting held on August 10, 2018, subject to the approval of the Members of the Company, accorded their approval to create / invite / offer / issue / allot up to such number of NCDs, under private placement, in one or more series or tranches, such that the aggregate principal amount of such NCDs to be issued during a period of 1 year commencing from the date of passing of the Special Resolution set out at item 4 of the AGM Notice, does not exceed ₹ 12,000 crore and authorised the Debenture Committee to undertake all acts, deeds, matters and things as may in its absolute discretion deem necessary, expedient, proper or desirable, in respect of issuance of NCDs under private placement including but not limited to determine the terms and conditions of the NCDs to be issued, number of NCDs to be issued, issue price, face value, issue size, coupon, tenor, objects of the issue, etc.

Members are requested to note that in terms of Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make an offer or invitation to subscribe to securities (including NCDs) under private placement unless the proposal has been previously approved by the members of the company, by way of special resolution. Further, in case of offer or invitation to subscribe NCDs, where the amount proposed to be raised through such offer or invitation exceeds the limits specified in Section 180(1)(c) of the Act, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations to subscribe NCDs, during the year.

Accordingly, it is proposed to seek the approval of the Members of the Company in terms of Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, to create / invite / offer / issue / allot up to such number of NCDs, under private placement, in one or more series or tranches, such that the aggregate principal amount of NCDs to be issued during a period of 1 year commencing from the date of passing of the Special Resolution set out at item 4 of the AGM Notice, does not exceed ₹ 12,000 crore.

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

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. 4 of the AGM Notice, except to the extent of the NCDs that may be subscribed by any entity in which any of the Directors or Key Managerial Personnel of the Company or their relatives may be concerned or interested in any capacity.

ITEM NO. 5 TO ITEM NO. 10

The Company believes that its success and ability to achieve objectives is largely determined by the quality of its work force and recognises 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 and to attract, retain, motivate and incentivize employees, the Members of the Company (i) approved, introduced and implemented the IndoStar ESOP Plan 2012 (**"ESOP 2012"**) at their meeting held on July 30, 2012, IndoStar ESOP Plan 2016 (**"ESOP 2016"**) at their meeting held on May 9, 2016, IndoStar ESOP Plan 2016 - II (**"ESOP 2016 – II"**) at their meeting held on October 17, 2016, IndoStar ESOP Plan 2017 (**"ESOP 2017"**) at their meeting held on April 28, 2017 and IndoStar ESOP Plan 2018 (**"ESOP 2018"**) at their meeting held on December 15, 2017 i.e., at the time when the equity shares of the Company were not listed on any stock exchanges (**the "Pre-IPO ESOP Plans" / "ESOP Plans"**); and (ii) approved grant of stock options under each Pre-IPO ESOP Plans to eligible employees of the subsidiary companies and / or holding company and / or any other individuals / entities as allowed under applicable laws.

Members are requested to note that post successful completion of the initial public offering of its equity shares (**"IPO"**) of the Company, the equity shares of the Company got listed on the BSE Limited and the National Stock Exchange of India Limited on May 21, 2018.

Members are requested to note that in terms of Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**"SEBI ESOP Regulations"**), a company cannot make any fresh grant of options to its employees under any schemes formulated prior to IPO unless such pre-IPO schemes are in conformity with the SEBI ESOP Regulations and such pre-IPO schemes are ratified by its shareholders subsequent to the IPO.

Members are requested to note that the Company may grant options to eligible employees of the subsidiary companies and / or holding company and / or any other individuals / entities as allowed under applicable laws, under the Pre-IPO ESOP Plans as may be deemed appropriate.

Members are further requested to note that in terms of the Act and the SEBI ESOP Regulations, grant of options to employees of subsidiary companies and / or holding company requires approval of the shareholders of the company by way of a separate resolution.

Members are requested to note that the Board of Directors of the Company at its meeting held on August 10, 2018 (i) recommended to the Members, ratification of the Pre-IPO ESOP Plans of the Company; (ii) approved amendment to each Pre-IPO ESOP Plan, subject to the approval of the Members of the Company, to align the Pre-IPO ESOP Plans with regulatory requirements, by incorporating clarification to the effect that there shall be no discrimination or differential treatment with respect to grant, vesting or exercise of stock options to employees who are on duly authorised long leave including maternity leave, sabbatical, etc.; and (iii) recommended to the Members, ratification of the Pre-IPO ESOP Plans for grant of options to eligible employees of the subsidiary companies and

/ or holding company and / or any other individuals / entities as allowed under applicable laws, under the amended Pre-IPO ESOP Plans as may be deemed appropriate.

Members are requested to note that the proposed amendment(s) to Pre-IPO ESOP Plans are not detrimental / prejudicial to the interests of option holders.

Disclosures with respect to Pre-IPO ESOP Plans in terms of the SEBI ESOP Regulations and Section 62(1)(b) of the Act read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 are given below:

Brief Description of the ESOP Plans:

The ESOP Plans have been adopted and implemented with objective to motivate and incentivize employees and aligning their interest with the interest of the Company by creating a sense of ownership and participation among Employee(s).

The Board / the Nomination & Remuneration Committee ("**NRC**") administer the ESOP Plans by inter-alia determining Eligible Employees to whom Options may be granted, number of Options to be granted, Vesting Criteria, Exercise Period and other terms and conditions for Exercise of Options, interpreting the terms and conditions of ESOP Plans, etc.

Each Option under the respective ESOP Plans shall confer upon the Option Holder the right to subscribe for one Equity Share of the Company.

Particulars	ESOP 2012	ESOP 2016	ESOP 2016-II	ESOP 2017	ESOP 2018
Total number of options to be granted	Not exceeding 15,00,000 (Fifteen Lakh) options subject to net of cancellations and adjustment, as may be required due to any Corporate Action or Change in Capital Structure.	Not exceeding 27,00,000 (Twenty Seven Lakh) options subject to net of cancellations and adjustment, as may be required due to any Corporate Action or Change in Capital Structure.	Not exceeding 30,00,000 (Thirty Lakh) options subject to net of cancellations and adjustment, as may be required due to any Corporate Action or Change in Capital Structure.	Not exceeding 20,00,000 (Twenty Lakh) options subject to net of cancellations and adjustment, as may be required due to any Corporate Action or change in Capital Structure.	Not exceeding 60,00,000 (Sixty Lakh) options subject to net of cancellations and adjustment, as may be required due to any Corporate Action or Change in Capital Structure.
Identification of classes of employees entitled to participate and be beneficiaries in the ESOP Plans	<p>Employee(s) eligible to participate in the ESOP Plans(s):</p> <ul style="list-style-type: none"> i. a permanent Employee of the Company who has been working in India or outside India; or ii. a Director of the Company, whether a Whole Time Director or not but excluding an Independent Director; or iii. an Employee mentioned in point (i) or (ii) above of a Subsidiary, in India or outside India, or of a Holding Company of the Company. <p>Following person(s) are not eligible to participate in the ESOP Plan(s):</p> <ul style="list-style-type: none"> i. an Employee who is a Promoter or a person belonging to the Promoter Group; or ii. a Director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company. 				
Appraisal process for determining the eligibility of employees for the ESOP Plans	<p>The NRC shall have the discretion, based on (i) the periodic appraisal of Employee(s) and / or any team or group of which such Employee(s) is/are part of; and (ii) subject to such Employee(s) qualifying under the selection criteria, (which shall be decided from time to time by the NRC for assessing their contribution) if any, to determine whether Employee(s) is/are Eligible Employee(s) and satisfy(ies) the Eligibility Criteria for grant of Options.</p> <p>Provided however that the NRC may, in its sole and absolute discretion but subject to the directions of the Board, resolve to grant Options on such basis as it may deem fit.</p> <p>A Director on the Board of the Company nominated by any institution as its representative shall be entitled to participate in the ESOP Plans subject to fulfilment of the conditions as specified in the respective ESOP Plans.</p>				

Particulars	ESOP 2012	ESOP 2016	ESOP 2016-II	ESOP 2017	ESOP 2018
Requirements of vesting, period of vesting and maximum period within which options shall be vested	<p>Vesting Criteria will specified for each Option Holder by the NRC at the time of grant of Options.</p> <p>For valid Vesting of Options, the concerned Option Holder is required to be an Eligible Employee on the respective Vesting Date and must neither be serving his/her notice period for termination of service nor be subject to any disciplinary proceedings pending against him/her.</p> <p>Unless the NRC provides otherwise, the Vesting of Options granted hereunder shall be stalled / blocked during any unauthorised and unpaid leave of absence for such period as may prescribed by NRC or for any Cause as deemed fit by the NRC.</p> <p>Vesting of Options shall be on such date(s) and in such proportion as may be determined by the NRC and such Options would vest not less than 1 year and not more than 5 years from the date of grant of Options.</p>				
Exercise Price or pricing formula	<p>Options can be Exercised at any of the following Exercise Price, as may be determined by the NRC at its sole discretion at the time of grant of Options:</p> <p>(i) Fair Market Value rounded to the nearest rupee; or</p> <p>(ii) Market Price rounded to the nearest rupee; or</p> <p>(iii) such price as may be determined by the NRC.</p> <p>However, the Exercise Price shall not be less than the Fair Market Value of the Shares.</p>				
Exercise period and process of exercise	<p>Exercise Period: Options shall be capable of being exercised within a period of 4 years from the Vesting Date.</p> <p>Exercise Process: Options can be Exercised by an Options Holder by submitting a notice of Exercise along with payment of Exercise Price</p>				
Lock-in-period	<p>Shares issued and allotted upon exercise of Options under respective ESOP Plans shall be subject to lock-in-restrictions, if required under any of the applicable laws and / or if determined by the NRC from the date of allotment of Shares.</p>				
Maximum number of options / quantum of benefits to be granted / provided per employee and in aggregate	<p>The Company shall not grant Options to any Employee during any one year equal to or exceeding 1% of the outstanding issued share capital of the Company as on the date of grant of Options (excluding outstanding warrants and conversions). However, pursuant to specific special resolution passed by the Members of the Company, the NRC may grant Options to Employees mentioned in such special resolution, during any one year, Options equal to or exceeding 1% of the outstanding issued share capital (excluding outstanding warrants and conversions) as on date of grant of Options.</p>				
Method which the Company shall use to value its options	<p>The Company shall follow the fair value method for computing the compensation cost for Options.</p>				
Conditions under which options vested in employee(s) may lapse	<p>Conditions under which Options Vested in Employee(s) may lapse:</p> <ul style="list-style-type: none"> • Option not Exercised within the Exercise Period; • Abandonment of employment by an Option Holder without the Employer Company's consent, unless otherwise permitted by the NRC; • Termination of the employment of an Option Holder due to Cause or Misconduct. 				

Particulars	ESOP 2012	ESOP 2016	ESOP 2016-II	ESOP 2017	ESOP 2018
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	Death and Permanent Disability Vesting and Exercise Period of Options held by such Employee shall accelerate in full and all the Vested and Unvested Options to be Exercised as soon as possible, but in no event later than one year from the date of death / date of separation from employment due to such disability, or such longer period as may be permitted by the NRC, but not exceeding the maximum Exercise Period as specified in respective ESOP Plans.				
	Retirement, deputation or transfer All Vested Options to be Exercised within the period as may be determined by the NRC, but in no event later than one year from the date of such Option Holder's retirement or deputation or transfer, as the case may be. Provided however that in case of deputation or transfer to an Associate Company, the Vesting and Exercise as per terms of grant shall continue.				
	Resignation All Vested Options to be Exercised immediately but not later than 30 days from the date of submission of resignation or such longer period as may be permitted by the NRC.				
	Abandonment All Vested Options to be Exercised if permitted by the NRC, within 30 days from date of abandonment of employment.				
	Redundancy All Vested Options to be Exercised within 180 days from the date of termination of service.				
Whether the ESOP Plans are to be implemented and administered directly by the Company or through a trust	The Company shall directly implement and administer the ESOP Plans through the Board / the NRC.				
Whether the ESOP Plans involve new issue of shares by the Company or secondary acquisition by the trust or both	Company shall issue new shares on exercise of Options under the respective ESOP Plans.				

Particulars	ESOP 2012	ESOP 2016	ESOP 2016-II	ESOP 2017	ESOP 2018
Amount of loan to be provided for implementation of the ESOP Plans by the Company to the trust, its tenure, utilization, repayment terms, etc.	Not Applicable				
Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s)	Not Applicable				

Note: All the capitalised terms in the aforesaid table shall have the meaning assigned to it under respective ESOP Plans

In addition to the abovementioned brief disclosures, Members are requested to refer the respective ESOP Plans for its detailed terms and conditions.

Members are requested to note that the Company shall conform to the accounting policies as specified in Regulation 15 of the SEBI ESOP Regulations.

Members are requested to note that the Pre-IPO ESOP Plans and the draft of amended Pre-IPO ESOP Plans shall be open for inspection by the Members of the Company at the Registered & Corporate Office of the Company during normal business hours on all working days, except Saturday(s) up to and including the date of the Annual General Meeting.

Members are requested to note that, in addition to approval(s) granted by the Members for adoption and implementation of the Pre-IPO ESOP Plans and grant of options to eligible employees of subsidiary companies and / or holding company and / or any other individuals / entities as allowed under applicable laws, at their respective meeting(s) mentioned in this Explanatory Statement, it is proposed to seek the approval of the Members of the Company for (i) ratification and amendment of the Pre-IPO ESOP Plans; and (ii) ratification of the amended Pre-IPO ESOP Plans for grant of options to eligible employees of the subsidiary companies and / or holding company and / or any other individuals / entities as allowed under applicable laws.

The Board recommends the resolution(s) set out at Item No. 5 to Item No. 10 of the AGM Notice to the Members for their consideration and approval, by way of Special Resolution(s).

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(s) set out at Item No. 5 to Item No. 10 of the AGM Notice, except to the extent of the options / equity shares that may be granted / allotted to any of them under the respective ratified and amended Pre-IPO ESOP Plans.

ITEM NO. 11

Members at the Extraordinary General Meeting of the Company held on February 7, 2018 altered the Articles of Association of the Company ("**Articles**") by adopting a new set of Articles divided into (i) **PART A** – new set of articles aligned with the requirements prescribed for an equity listed entity effective from the date of listing and commencement of trading of equity shares of the Company on recognized stock exchanges in India; and (ii) **PART B** - the then existing articles aligned with the requirements of the Share Subscription and Shareholders' Agreement dated March 25, 2011, effective till the date of listing and commencement of trading of equity shares of the Company on recognized stock exchanges in India.

Members are requested to note that upon listing and commencement of trading of equity shares of the Company on the BSE Limited and the National Stock Exchange of India Limited from May 21, 2018, PART B of the Articles has been automatically terminated and ceased to be in force.

Members are requested to note that considering the automatic termination of PART B of the Articles, the Board of Directors of the Company at their meeting held on August 10, 2018, subject to the approval of the Members of the Company, approved alteration to the Articles by deleting "PART B" of the Articles in entirety and other consequential amendments viz. (i) deletion of 1st and 2nd paragraph of the Articles and (ii) deletion of the words "Part A" appearing before Article 1 of the Articles.

Members are requested to note that the draft altered Articles shall be available for inspection by the Members of the Company at the Registered & Corporate Office of the Company during normal business hours on all working days, except Saturday(s) up to and including the date of the Annual General Meeting.

Members are requested to note that in terms of Section 14 of the Act, any alteration in the articles of association requires approval of the members of the company by way of special resolution.

Accordingly, it is proposed to seek the approval of the Members of the Company in terms Section 14 of the Act for alteration in the existing Articles by deleting the "PART B" of the Articles in entirety and other consequential amendments related thereto, as per details mentioned herein above.

The Board recommends the resolution set out at Item No. 11 of the AGM Notice to the Members for their consideration and approval, by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 11 of the AGM Notice.

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

Place: Mumbai
Date: August 10, 2018

Jitendra Bhati
Company Secretary & Compliance Officer
Membership No.: FCS 8937

ANNEXURE TO THE NOTICE CONVENING 9TH ANNUAL GENERAL MEETING DATED AUGUST 10, 2018

INFORMATION OF DIRECTOR SEEKING RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING

Name of the Director	Mr. Dhanpal Jhaveri
Age	49 years
Date of first Appointment on the Board of the Company	September 2, 2010
Brief Resume, Qualifications, Experience and Nature of his expertise in functional areas	<p>Mr. Dhanpal Jhaveri is a Non-Executive Chairman of the Company.</p> <p>Mr. Dhanpal Jhaveri holds Bachelors' degree in Commerce from the University of Mumbai and Master's Degree in Business Administration from Babson College.</p> <p>Mr. Dhanpal Jhaveri oversees the private equity business of the Everstone Group, an India and Southeast Asia focused private equity and real estate investor. Mr. Dhanpal Jhaveri is an astute dealmaker with a collaborative and hands-on approach.</p> <p>Mr. Dhanpal Jhaveri has over 23 years of experience in the fields of investing, corporate strategy, mergers & acquisitions and investment banking.</p> <p>Prior to joining Everstone, Mr. Dhanpal Jhaveri led the overall development of Future Capital Holdings as Executive Director. He has also worked as Director (Corporate Strategy) with Vedanta Resources PLC. His other assignments included, Head of Investment Banking at ICICI Securities and Partner for Corporate Finance at KPMG.</p> <p>Outside the boardroom, Mr. Dhanpal Jhaveri manages to spend time, sharing his deep experience to guide young and upcoming business leaders, as well as entrepreneurs, and is an ex-President of TiE, Mumbai. He is also on the Board of Avasara Leadership Institute, an educational institution focused on accelerating academic and leadership outcomes for India's brightest girls.</p>
Terms and Conditions of appointment / re-appointment	Liable to retire by rotation
Remuneration sought to be paid	Nil
Remuneration last drawn	NA
Shareholding in the Company	1000 equity shares jointly with his spouse Ms. Neeru Jhaveri
Relationship with other Directors / Managers / Key Managerial Personnel	Not related
No. of Board Meetings attended during the financial year 2017-18	7

 Other Directorships

1. Teesta Urja Limited
2. Baroda Pioneer Asset Management Company Limited
3. Everstone Capital Advisors Private Limited
4. Pan India Food Solutions Private Limited
5. IndoStar Asset Advisory Private Limited
6. Everock Real Estate Private Limited
7. Everock Realty Private Limited
8. Amulya Corporation Private Limited
9. Interarch Building Products Private Limited
10. Kissandhan Agri Financial Services Private Limited
11. North End Foods Marketing Private Limited
12. Sohan Lal Commodity Management Private Limited
13. Tikona Inifinet Private Limited
14. EverSource Advisors Private Limited
15. Avasara Leadership Institute
16. Asian Genco Pte. Ltd (Foreign Company)
17. IMC Chamber of Commerce and Industry

 Membership / Chairmanship of Committees of other Boards

Pan India Food Solutions Private Limited

- Audit Committee – Chairman
- Nomination & Remuneration Committee – Chairman

Everstone Capital Advisors Private Limited

- Investment Committee – Member

Baroda Pioneer Asset Management Company Limited

- Audit Committee – Member
- Nomination & Remuneration Committee – Member

Kissandhan Agri Financial Services Private Limited

- Audit Committee – Member
- Corporate Social Responsibility Committee – Member

Sohan Lal Commodity Management Private Limited

- Compensation & Remuneration Committee – Member

North End Foods Marketing Private Limited

- Corporate Social Responsibility Committee – Member

The Committees of the Company in which Mr. Dhanpal Jhaveri is a Member / Chairman is provided in the Corporate Governance Report annexed to the Board's Report.

ROUTE MAP

VENUE OF THE AGM

RAVINDRA NATYA MANDIR,
P. L. DESHPANDE MAHARASHTRA KALA ACADEMY,
NEAR SIDDHIVINAYAK TEMPLE,
SAYANI ROAD, PRABHADEVI,
MUMBAI – 400025.

