



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

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

NOTICE is hereby given that the **EXTRAORDINARY GENERAL MEETING** of the Members of **INDOSTAR CAPITAL FINANCE LIMITED (the “Company”)** is scheduled to be held on **SUNDAY, MARCH 01, 2020 at 11:00 A.M. (IST)** at **HALL OF CULTURE, NEHRU CENTRE CONFERENCE HALL, DR. ANNIE BESANT ROAD, WORLI, MUMBAI – 400 018** to transact the following business:

SPECIAL BUSINESS:

1. INCREASE OF AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF CLAUSE V(a) OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT**, pursuant to (i) the provisions of Sections 13, 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) (the “**Act**”); (ii) the provisions of the Articles of Association of the Company; and (iii) such other statutes, laws, rules, regulations, guidelines, circulars, directions, notifications and clarifications as applicable from time to time, and subject to such other consent(s) / permission(s) / sanction(s), if any, as may be required, consent of the Members of the Company, be and is hereby accorded for increase of and alteration in the authorised share capital of the Company from INR 110,00,00,000 (Indian Rupees One Hundred Ten Crore) divided into 11,00,00,000 (Eleven Crore) equity shares of INR 10 (Indian Rupees Ten) each to INR 165,00,00,000 (Indian Rupees One Hundred and Sixty Five Crore) divided into 15,25,00,000 (Fifteen Crore Twenty Five Lakh) equity shares of INR 10 (Indian Rupees Ten) each and 1,25,00,000 (One Crore Twenty Five Lakh) preference shares of INR 10 (Indian Rupees Ten) each, by creation of additional 4,25,00,000 (Four Crore Twenty Five Lakh) equity shares of INR 10 (Indian Rupees Ten) each and 1,25,00,000 (One Crore Twenty Five Lakh) preference shares of INR 10 (Indian Rupees Ten) each and consequently the existing Clause V(a) of the Memorandum of Association of the Company relating to the share capital be altered by deleting the same and substituting in its place and stead, the following as new Clause ‘V(a)’:

“V(a). The Authorized Share Capital of the Company is INR 165,00,00,000 (Indian Rupees One Hundred and Sixty Five Crore only) divided into 15,25,00,000 (Fifteen Crore Twenty Five Lakh) equity shares of INR 10 (Indian Rupees Ten only) each and 1,25,00,000 (One Crore Twenty Five Lakh) preference shares of INR 10 (Indian Rupees Ten only) each with such rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for time being, with the power to increase and/or decrease the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act; or provided by the Articles of Association of the Company for the time being.”

RESOLVED FURTHER THAT all Directors of the Company, Mr. Amol Joshi, Chief Financial Officer, Mr. Prashant Joshi, Chief Operating Officer, Mr. Pankaj Thapar, Director - Strategy and Mr. Jitendra Bhati, SVP – Compliance & Secretarial, be and are hereby severally authorised to settle any question, difficulty or doubt that may arise in connection with the aforesaid resolution or any other matters related thereto, to file necessary forms with the Registrar of Companies and / or other regulatory authorities, to provide a copy of the resolution certified to be true and to do all such acts, deeds and things, as they may, in their absolute discretion, deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution, without being required to secure 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.”

2. ISSUANCE OF EQUITY SHARES AND COMPULSORILY CONVERTIBLE PREFERENCE SHARES ON A PREFERENTIAL BASIS AND MATTERS RELATED THEREWITH

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

“**RESOLVED THAT** pursuant to (i) the provisions of Sections 23, 42, 55 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules framed thereunder including Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force); (the “**Act**”) (ii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “**SEBI Takeover Regulations**”) and the listing agreements entered into by the Company with the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) (BSE and NSE shall be collectively referred to as the “**Stock Exchanges**”) on which the equity shares of face value of INR 10 (Indian Rupees Ten) each of the Company (“**Equity Shares**”) are listed; (iii) the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the extant consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, as amended (iv) the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to any other

rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the National Housing Bank (“NHB”) and or any other competent authority whether in India or abroad from time to time to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be necessary or required including approval of RBI, NHB, the Competition Commission of India and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the board of directors of the Company (hereinafter referred to as the “Board” which term shall include any committee constituted / may be constituted by the Board or any other person(s), for the time being exercising the powers conferred on the Board by this resolution and as may be authorised by the Board in this regard) is hereby authorised to accept, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, the following securities to BCP V Multiple Holdings Pte. Ltd., a company registered under the laws of Singapore with PAN AAICB1835H and having its registered office at Income at Raffles 16 Collyer, Quay, 19-00, Singapore 049318 (“Proposed Allottee”), on a preferential and private placement basis, for cash consideration (“Preferential Allotment”):

- (a) 3,01,72,414 (Three Crore One Lakh Seventy Two Thousand Four Hundred and Fourteen) Equity Shares of the face value of INR 10 (Indian Rupees Ten) each at a price of INR 290 (Indian Rupees Two hundred and Ninety) per Equity Share aggregating to approximately INR 875 Crore (Indian Rupees Eight Hundred and Seventy Five Crore); and
- (b) 1,20,68,966 (One Crore Twenty Lakh Sixty Eight Thousand Nine Hundred and Sixty Six) compulsorily convertible preference shares having face value of INR 10 (Indian Rupees Ten) each (“Preference Shares”), at a price of INR 290 (Indian Rupees Two Hundred and Ninety) per Preference Share, aggregating to approximately INR 350 Crore (Indian Rupees Three Hundred and Fifty Crore), wherein each Preference Share will carry a dividend of 10% (ten percent) per annum (calculated on issue price), net of any taxes, payable on a yearly basis and will be converted to 1 (One) Equity Share per Preference Share within 18 (eighteen) months from the date of issuance;

RESOLVED FURTHER THAT the Preference Shares pursuant to this resolution shall be issued and allotted on the terms and conditions as prescribed under applicable law and the Share Subscription Agreement dated January 31, 2020 executed between the Company, the Proposed Allottee and Indostar Capital (“SSA”) and the details of the Preference Shares (as per Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014, as amended) are as follows:

- (a) the priority with respect to payment of dividend or repayment of capital *vis-a-vis* equity shares: carry a preferential right *vis-à-vis* Equity Shares with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- (b) the participation in surplus fund: be non-participating in the surplus fund;
- (c) the participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid: in case of winding up or liquidation of Company before the conversion of Preference Shares into Equity Shares, the holder of Preference Shares shall be entitled to distribution in accordance with applicable law;
- (d) the payment of dividend on cumulative or non-cumulative basis: the Preference Shares carry dividend rate of 10% (ten percent) per annum (calculated on issue price), net of any taxes, payable on a yearly basis and shall be cumulative in nature;
- (e) the conversion of preference shares into equity shares: each Preference Share will be converted to 1 (One) Equity Share within 18 (eighteen) months from the date of issuance at the option of the Proposed Allottee;
- (f) the voting rights: as applicable to Preference Shares under the Act; and
- (g) the redemption of preference shares: the Preference Shares shall not be capable of being redeemed, but shall be convertible into Equity Shares within 18 (eighteen) months from the date of issuance of the Preference Shares, and in the event this option is not exercised within the 18 (eighteen) month period, the Preference Shares shall mandatorily convert into Equity Shares at the end of 18 (eighteen) months from the date of issuance of the Preference Shares;

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determining the floor price for the Preferential Allotment of the Equity Shares being issued and the Equity Shares to be allotted on conversion or exchange of the Preference Shares being issued will be **Friday, January 31, 2020**;

RESOLVED FURTHER THAT the Equity Shares and Equity Shares allotted upon conversion of Preference Shares shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company listed on the Stock Exchanges bearing ISIN INE896L01010 in all aspects (including with respect to dividend and voting powers) from the date of respective allotment thereof, in accordance with the applicable law;

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable law and the SSA:

- (a) the Equity Shares and Preference Shares shall be allotted in dematerialised form by the Company to the Proposed Allottee within a period of 15 (fifteen) days from the date of passing of this resolution by the Members, provided that where the allotment of the said Equity Shares and Preference Shares is subject to receipt of any approval or permission from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions; and
- (b) the Equity Shares and the Preference Shares to be allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations and such Equity Shares and the Equity Shares allotted upon conversion of the Preference Shares will be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals;

RESOLVED FURTHER THAT the Equity Shares to be issued on conversion of Preference Shares into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re-organisation or restructuring;

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issue of invitation to subscribe to the Equity Shares and the Preference Shares and a private placement offer letter in Form No. PAS-4 be issued to the Proposed Allottee inviting it to subscribe to the Equity Shares and the Preference Shares, and consent of the Members of the Company is hereby accorded to the issuance of the same to the Proposed Allottee inviting it to subscribe to the Equity Shares and the Preference Shares;

RESOLVED FURTHER THAT the draft record of private placement in Form PAS-5 placed before the Members be recorded;

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares, the Preference Shares and the Equity Shares to be allotted on conversion of the Preference Shares issued under the Preferential Allotment shall be subject to the terms and conditions as contained in the Statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares and Preference Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any further clarification, consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the Preferential Allotment and listing of Equity Shares with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Allotment, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more director(s)/company secretary/any officer(s) of the Company to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

3. GRANT OF LOAN TO JR CAPITAL SERVICES PRIVATE LIMITED

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 185 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) (the **“Act”**); (ii) the provisions of the Memorandum of Association and Articles of Association of the Company; and (iii) such other statutes, laws, rules, regulations, guidelines, circulars, directions, notifications and clarifications as applicable from time to time, and subject to such other consent(s) / permission(s) / sanction(s), if any, 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 include any committee constituted / may be constituted by the Board or any other person(s), for the time being exercising the powers conferred on the Board by this resolution and as may be authorised by the Board in this regard) to advance a loan aggregating to an amount not exceeding INR 25,00,00,000 (Indian Rupees Twenty Five Crore), in one or more tranches, to JR Capital Services Private Limited (**“Borrower”**), an entity in which a Director of the Company, is interested, as specified in explanation to Section 185(2) of the Act, for utilization by the Borrower for its principal business activities, on such terms and conditions as may be decided by the Board and subject to the completion of the proposed transaction with BCP V Multiple Holdings Pte. Ltd. announced on January 31, 2020 in accordance with the transaction documents executed in relation thereto;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the loan), finalise, approve, modify and execute contracts, arrangements, agreements, documents *inter alia* setting out terms and conditions of the loan, to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any further clarification, consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the loan to be granted pursuant to this resolution, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

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

Place: Mumbai

Date: January 31, 2020

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

NOTES:

1. The Explanatory Statement pursuant to Section 102 and other relevant provisions 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(es) as set out in the Notice convening Extraordinary General Meeting of the Company (“EGM Notice”) is annexed hereto and forms part of the EGM Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (“EGM”) 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 EGM. A PROXY SHALL NOT HAVE THE RIGHT TO SPEAK AT THE EGM.**

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 a 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.
3. Every Member entitled to vote on the resolutions as set out in the EGM Notice shall during the period beginning 24 hours before the time fixed for the commencement of the EGM and ending with the conclusion of the EGM, 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.
4. Members who are body corporate intending to send their authorised representative(s) to attend the EGM 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 EGM, pursuant to Section 113 of the Act.
5. Members / authorised representative(s) / proxies are requested to bring the Attendance Slip duly completed and signed at the venue of the EGM.
6. The EGM 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 e-mail address(es) are registered with the Company / Depository Participants / Registrar and Transfer Agent - 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 e-mail address(es) and / or have opted to receive a copy in physical form, physical copies of the EGM Notice along with the Attendance Slip and Proxy Form are being sent through permitted mode.

Members are requested to register / update their e-mail address(es) with their 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.
7. Members may note that the EGM Notice is also available on the website of the Company at <https://www.indostarcapital.com/investors-corner#investor-services> 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.
8. Members may note that the EGM Notice will not be distributed at the venue of the EGM. Members are requested to bring their copy of the EGM Notice at the venue of the EGM.
9. A route map giving directions to reach the venue of EGM is given at the end of the EGM Notice. The prominent landmark for the venue of the EGM is “Nehru Planetarium”.
10. All the documents referred to in the EGM Notice and the explanatory statement annexed to the EGM Notice will be available for inspection by the Members of the Company at the Registered & Corporate office of the Company on all working days (except Saturdays, Sundays and bank and public holidays) from 2 p.m. to 4 p.m. up to the date of the EGM and shall also be available at the EGM. The certificate from the Statutory Auditors of the Company confirming that the preferential allotment is being made in accordance with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, will be available for inspection at the EGM.
11. 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.
12. 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) 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.
13. Members are requested to send their queries, if any, relating to the resolutions set out in the EGM Notice to the Company Secretary / Chief Financial Officer of the Company at investor.relations@indostarcapital.com on or before **Wednesday, February 26, 2020**, so that the answers / details can be kept ready at the EGM.
14. **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 Securities and Exchange Board of

India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 EGM Notice by electronic means from a place other than the venue of EGM (“**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 EGM for the Members attending the EGM 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 EGM may attend the EGM 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 EGM 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 **Thursday, February 27, 2020 at 09:00 a.m. (IST)** and ends on **Saturday, February 29, 2020 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 the physical mode or electronic / dematerialised mode as on the **cut-off date i.e., Monday, February 24, 2020** shall be entitled to cast votes on the resolutions set out in the EGM Notice by remote e-voting or voting through ballot paper at the EGM. Any person who is not a Member as on the **cut-off date i.e., Monday, February 24, 2020** should treat the EGM 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. Monday, February 24, 2020**.
- VI. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the EGM Notice and holding shares as of the cut-off date i.e. **Monday, February 24, 2020**, may obtain the User ID and password by sending a request to Link Intime at rnt.helpdesk@linkintime.co.in. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.
- VII. 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.
- VIII. A Member can opt for only single mode of voting i.e. either through e-voting or by ballot paper. If a Member casts votes by both modes then voting done through e-voting shall prevail and vote by ballot paper shall be treated as invalid.
- IX. 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 e-mail 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 e-mail at investor_relations@indostarcapital.com or call at 022 43157000.

- X. 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 EGM 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 “**200204003**” 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 on your mobile.
 - **Note for Non – Individual Shareholders and Custodians**
 - a. 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.
 - b. 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.
- XI. **Mr. Mukesh Siroya, (Membership No. F5682), M/s M. Siroya and Company, Practicing Company Secretaries**, have been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting by ballot paper at the EGM, in a fair and transparent manner.
- XII. The Scrutinizer shall after the conclusion of voting at the EGM, first count the votes cast at the EGM 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 from the conclusion of the EGM, 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.
- XIII. 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 the National Stock Exchange of India Limited, where the equity shares of the Company are listed.
- XIV. The resolutions as set out in the EGM Notice shall be deemed to be passed on the date of the EGM i.e. **Sunday, March 01, 2020**, subject to receipt of the requisite number of votes in favour of the resolution(s).

ANNEXURE TO THE NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MARCH 01, 2020 (“EGM NOTICE”)

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

ITEM NO. 1

INCREASE OF AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF CLAUSE V(a) OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

As a part of the growth strategy and to strengthen the financial position of the Company for meeting funding requirements of the Company, the Board of Directors of the Company at its meeting held on January 31, 2020 had, subject to the consent of the Members of the Company, approved fund raising by way of issue of Equity Shares and Preference Shares and consequentially proposed increase in and alteration of the authorised share capital of the Company.

At present, the authorised share capital of the Company is INR 110,00,00,000 (Indian Rupees One Hundred and Ten Crore) divided into 11,00,00,000 (Eleven Crore) Equity Shares of INR 10 (Indian Rupees Ten) each. In view of the proposed fund raising, the Company is planning to increase and alter the authorised share capital from INR 110,00,00,000 (Indian Rupees One Hundred and Ten Crore) divided into 11,00,00,000 (Eleven Crore) Equity Shares of INR 10 (Indian Rupees Ten) each, to INR 165,00,00,000 (Indian Rupees One Hundred and Sixty Five Crore) divided into 15,25,00,000 (Fifteen Crore Twenty Five Lakh) Equity Shares of INR 10 (Indian Rupees Ten) each and 1,25,00,000 (One Crore Twenty Five Lakh) Preference Shares of INR 10 (Indian Rupees Ten) each.

The proposed increase and alteration in the authorised share capital of the Company will require consequent alteration to Clause V(a) of the Memorandum of Association of the Company relating to share capital.

Members are requested to note that Members approval is required (i) in terms of Section 61 and Section 64 of the Companies Act, 2013 for increase in authorised share capital of the Company; and (ii) in terms of Section 13 of the Companies Act, 2013 for consequent alteration of Clause 'V(a)' of the Memorandum of Association of the Company.

The draft of the current and amended Memorandum of Association of the Company are available for inspection by the Members of the Company at the Registered & Corporate Office of the Company on all working days (except Saturdays, Sundays and bank and public holidays) from 2 p.m. to 4 p.m. up to the date of the Extraordinary General Meeting ("EGM") and shall also be available at the EGM.

The Board of Directors of the Company recommends the resolution as set out in Item No. 1 of the EGM Notice to the Members for their consideration and approval by way of an Ordinary Resolution.

None of the Promoters, Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 1 of the EGM Notice except to the extent of their respective shareholding in the Company.

ITEM NO. 2

ISSUANCE OF EQUITY SHARES AND COMPULSORILY CONVERTIBLE PREFERENCE SHARES ON A PREFERENTIAL BASIS AND MATTERS RELATED THEREWITH

The board of directors of the Company (the "Board") at its meeting held on January 31, 2020 had, subject to the approval of the Members and such other approvals as may be required, approved the proposal to issue, offer and allot on preferential and private placement basis, for cash, to BCP V Multiple Holdings Pte. Ltd. ("**Proposed Allottee**") (i) 3,01,72,414 (Three Crore One Lakh Seventy Two Thousand Four Hundred and Fourteen) equity shares of the Company of the face value of INR 10 (Indian Rupees Ten) each ("**Equity Shares**") at a price of INR 290 (Indian Rupees Two hundred and Ninety) per Equity Share aggregating to approximately INR 875 Crore (Indian Rupees Eight Hundred and Seventy Five Crore); and (ii) 1,20,68,966 (One Crore Twenty Lakh Sixty Eight Thousand Nine Hundred and Sixty Six) compulsorily convertible preference shares of the Company of the face value of INR 10 (Indian Rupees Ten) each ("**Preference Shares**") at a price of INR 290 (Indian Rupees Two Hundred and Ninety) per Preference Share, aggregating to approximately INR 350 Crore (Indian Rupees Three Hundred and Fifty Crore), collectively aggregating to approximately INR 1,225 Crore (Indian Rupees One Thousand Two Hundred and Twenty Five Crore) ("**Preferential Allotment**").

Pursuant to the same, the Company, the Proposed Allottee and Indostar Capital entered into a share subscription agreement dated January 31, 2020 ("**SSA**"). Simultaneously with the execution of the SSA, the Company, the Proposed Allottee and Indostar Capital also entered into a shareholders' agreement dated January 31, 2020 ("**SHA**").

In terms of the provisions of Sections 42, 55 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder including Rule 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("**SEBI ICDR Regulations**"), any preferential allotment of securities is required to be approved by the Members of the Company by way of a special resolution.

Therefore, the consent of the Members is being sought by a special resolution to enable the Board to issue Equity Shares and Preference Shares as may be permitted under applicable laws to the Proposed Allottee in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, SEBI ICDR Regulations, as amended, and any other applicable laws, including with respect to the pricing of the Equity Shares and Preference Shares proposed to be issued under Preferential Allotment.

Necessary information / details in respect of the proposed Preferential Allotment of Equity Shares and Preference Shares in terms of Sections 42 and 62 of the Act, read with Rule 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and Chapter V of the SEBI ICDR Regulations are as under:

1. Particulars of the issue including terms of issue, issue size, date of passing of Board resolution, kind of securities offered, nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non – convertible, nominal value of and total number of securities to be issued, rate of dividend and the issue price

The Board at its meeting held on January 31, 2020 had, subject to the approval of the Members and subject to receipt of such other approval or permission from any regulatory authority or the Central Government as may be required, approved the issue of following securities to the Proposed Allottee, on a preferential and private placement basis, for cash consideration:

- (i) 3,01,72,414 (Three Crore One Lakh Seventy Two Thousand Four Hundred and Fourteen) Equity Shares of the face value of INR 10 (Indian Rupees Ten) each at a price of INR 290 (Indian Rupees Two Hundred and Ninety) per Equity Share aggregating to approximately INR 875 Crore (Indian Rupees Eight Hundred and Seventy Five Crore); and
- (ii) 1,20,68,966 (One Crore Twenty Lakh Sixty Eight Thousand Nine Hundred and Sixty Six) compulsorily convertible preference shares having face value of INR 10 (Indian Rupees Ten), at a price of INR 290 (Indian Rupees Two Hundred and Ninety) per Preference Share ("**Issue Price**"), aggregating to approximately INR 350 Crore (Indian Rupees Three Hundred and Fifty Crore), wherein each Preference Share will carry a dividend of 10% (ten percent) per annum (calculated on Issue Price), payable on a yearly basis and can be converted to 1 (One) Equity Share per Preference Share within 18 (eighteen) months from the date of issuance.

An amount equivalent to 100% of the Issue Price shall be payable at the time of issue and allotment of each Preference Share and no amount shall be payable by the Proposed Allottee at the time of allotment of Equity Shares pursuant to the conversion of the Preference Share(s) to Equity Share(s). The amount paid against Preference Shares shall be adjusted / set-off against the issue price for the resultant Equity Shares.

The Preference Shares shall carry a dividend rate of 10% (ten percent) per annum (calculated on Issue Price) net of any taxes, payable on a yearly basis. The Preference Shares are not redeemable in nature and shall be cumulative and non-participating in nature.

The Preference Shares shall rank senior and superior to the Equity Shares of the Company currently issued with respect to dividend distribution and repayment, in case of a winding up or repayment of capital. Equity Shares to be allotted upon

conversion of Preference Shares shall rank *pari passu* with the Equity Shares of the Company, in all respects, in accordance with applicable law. Upon winding up or liquidation of the Company, all the Preference Shares shall be entitled to distribution in accordance with applicable law.

The Preferential Allotment to the Proposed Allottee will be subject to applicable transfer restrictions stipulated under the SHA and Regulation 168 of the SEBI ICDR Regulations.

The other terms and conditions of the Preferential Allotment of the Equity Shares and Preference Shares are as stated in the resolution and this explanatory statement.

2. The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion

The Preference Shares shall not be capable of being redeemed, but shall be convertible into Equity Shares within 18 (eighteen) months from the date of issuance of the Preference Shares, and in the event this option is not exercised within the 18 (eighteen) month period, the Preference Shares shall mandatorily convert into Equity Shares at the end of 18 (eighteen) months from the date of issuance of the Preference Shares.

3. The manner of issue of shares

Private placement and preferential allotment to BCP V Multiple Holdings Pte. Ltd., a company registered under the laws of Singapore with PAN AAICB1835H and having its registered office at Income at Raffles 16 Collyer, Quay, 19-00, Singapore 049318 (“**Proposed Allottee**”).

4. The manner and modes of redemption

Not applicable, as the Preference Shares are compulsorily convertible into Equity Shares of the Company.

5. Objects of the Preferential Allotment

The proceeds of the shares issued under the Preferential Allotment shall be utilized for onward lending in accordance with the applicable laws, for general corporate purposes, for repaying indebtedness of the Company and its subsidiaries, business acquisitions in the existing segments or otherwise as agreed in accordance with the business plan.

6. Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the Equity Shares being issued and the Equity Shares to be allotted on conversion or exchange of the Preference Shares is Friday, January 31, 2020.

7. Basis on which the floor price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of the Company are listed on the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) (NSE together with BSE shall hereinafter be referred to as the “**Stock Exchanges**”). The Equity Shares are frequently traded and the share prices on NSE being the stock exchange with higher trading volumes for the said period, have been considered for arriving at floor price of the shares to be allotted under the Preferential Allotment in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the minimum price at which the Equity Shares and Preference Shares shall be allotted is INR 251.65 (Indian Rupees Two Hundred and Fifty One and Sixty Five Paise only), being higher of the following:

- (i) Average of the weekly high and low of the volume weighted average price of the Equity Shares quoted on NSE, during the 26 (twenty six) weeks preceding the Relevant Date, i.e. INR 222.07 (Indian Rupees Two Hundred and Twenty Two and Seven Paise only) per Equity Share; or
- (ii) Average of the weekly high and low of the volume weighted average price of the Equity Shares quoted on NSE, during the 2 (two) weeks preceding the Relevant Date i.e. INR 251.65 (Indian Rupees Two Hundred and Fifty One and Sixty Five Paise only) per Equity Share.

The pricing of the Equity Shares to be allotted on preferential basis is INR 290 (Indian Rupees Two Hundred and Ninety only) per Equity Share and the pricing of the Preference Shares convertible into equivalent number of Equity Shares of face value of INR 10 (Indian Rupees Ten) each is INR 290 (Indian Rupees Two Hundred and Ninety only) per Preference Share, which is higher than the minimum price determined in accordance with the applicable provisions of SEBI ICDR Regulations.

8. Amount which the Company intends to raise by way of such securities / size of the issue

The Company intends to raise an amount aggregating to approximately INR 1,225 (Indian Rupees One Thousand Two Hundred and Twenty Five Crore) pursuant to the Preferential Allotment.

9. Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Allotment

The Equity Shares and Preference Shares shall be offered to the Proposed Allottee only.

None of the promoters, directors or key managerial personnel of the Company intends to subscribe to any of the Equity Shares / Preference Shares proposed to be issued under the Preferential Allotment.

10. Time frame within which the Preferential Allotment shall be completed and terms of conversion

As required under the SEBI ICDR Regulations, the Equity Shares and Preference Shares shall be allotted by the Company within a period of 15 (fifteen) days from the date of passing of the resolution at Item No. 2 of the EGM Notice provided that where the allotment of the proposed Equity Shares and Preference Shares is pending on account receipt of any approval or permission from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

The Preference Shares may be converted by the Preference Share holder, at any time within a period of 18 (eighteen) months from the date of issuance of the Preference Shares by delivering a notice of conversion to the Company requesting the conversion of the relevant portion of the Preference Shares proposed to be converted on a date designated as the specified conversion date in such notice. The Company shall accordingly, without any further approval from the Members of the Company, allot the corresponding number of Equity Shares in dematerialized form.

11. Shareholding pattern of the Company before and after the Preferential Allotment and expected dilution in Equity Share Capital upon conversion of Preference Shares

Please refer to **Annexure A** to this EGM Notice for details.

12. Names of the Proposed Allottee, identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them

The Proposed Allottee, BCP V Multiple Holdings Pte. Ltd., is a company registered under the laws of Singapore with PAN AAICB1835H and having its registered office at Income at Raffles 16 Collyer, Quay, 19-00, Singapore 049318.

The Company has been informed that the Proposed Allottee is a wholly owned subsidiary of BCP V Holdings Pte. Ltd. (Singapore). BCP V Holdings Pte. Ltd. (Singapore) is ultimately controlled by Brookfield Asset Management Inc. Brookfield Asset Management Inc. is traded on the New York Stock Exchange and the Toronto Stock Exchange. No individual investors / natural persons own 10% or more of Brookfield Asset Management Inc.

Name of Proposed Allottee	Category	Pre-issue holding	Number of Equity Shares to be allotted	Number of Preference Shares to be allotted	Number of Equity Shares to be allotted post conversion of the Preference Shares	Holding % post allotment of Equity Shares ¹	Holding % post conversion of Preference Shares ²
BCP V Multiple Holdings Pte. Ltd.	Non-promoter	Nil	3,01,72,414	1,20,68,966	1,20,68,966	24.64%	31.40%

¹ Excluding impact of secondary purchases from Indostar Capital, Preference Shares, Shares to be allotted under Employee Stock Option Plans and mandatory Open Offer (defined herein below).

² Excluding impact of secondary purchases from Indostar Capital, Shares to be allotted under Employee Stock Option Plans and mandatory Open Offer (defined herein below).

13. The change in control, if any, in the Company that would occur consequent to the Preferential Allotment

Simultaneously with the execution of the SSA and SHA, the Proposed Allottee has made a public announcement for an open offer to the public shareholders of the Company in accordance with Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“Open Offer”). In terms of the SSA and SHA, the Proposed Allottee shall acquire control of the Company and shall also become the promoter of the Company in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”). Indostar Capital will continue to be in control and classified as a promoter of the Company.

14. Lock-in Period

The Equity Shares (including those arising from conversion of Preference Shares) and Preference Shares shall be locked-in for such period as may be specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of the Proposed Allottee in the Company, if any, shall be locked-in from the Relevant Date up to a period of 6 (six) months from the date of the trading approval as specified under Regulation 167(6) of the SEBI ICDR Regulations.

15. Undertakings

- (i) Neither the Company, nor any of its directors and / or promoters have been declared as wilful defaulter as defined under the SEBI ICDR Regulations.
- (ii) Neither the Company nor any of its directors and / or promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- (iii) As the Equity Shares have been listed for a period of more than 26 (twenty six) weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- (iv) The Company shall re-compute the price of the relevant shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- (v) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

16. Auditors' Certificate

The certificate from S. R. Batliboi & Co. LLP., Chartered Accountants, being the Statutory Auditors of the Company certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be available for inspection by the Members at the extraordinary general meeting.

17. The number of persons to whom Preferential Allotment have already been made during the year, in terms of number of securities as well as price

From April 1, 2019 till the date of the EGM Notice, the Company has not issued any equity shares or preference shares on preferential basis.

18. The class of persons to whom the allotment is proposed to be made

The Preferential Allotment is proposed to be made to the Proposed Allottee, i.e. BCP V Multiple Holdings Pte. Ltd., a company registered under the laws of Singapore with PAN AAICB1835H and having its registered office at Income at Raffles 16 Collyer, Quay, 19-00, Singapore 049318.

The Proposed Allottee is not a promoter or member of the promoter group of the Company as on date.

However, as mentioned above, in terms of the SSA and SHA, the Proposed Allottee shall acquire control of the Company and shall also become the promoter of the Company in accordance with the provisions of the SEBI Listing Regulations. Indostar Capital will continue to be in control and classified as a promoter of the Company.

19. Listing

The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of the Equity Shares being issued and for the Equity Shares to be issued on conversion of the Preference Shares. Such Equity Shares, once allotted, shall rank *pari passu* with the existing equity shares of the Company in all respects.

20. Other disclosures

- (i) The Proposed Allottee has not sold or transferred any Equity Shares of the Company during the 6 (six) months preceding the Relevant Date.
- (ii) Report of a registered valuer under provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, is not required for the proposed Preferential Allotment.
- (iii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the Preferential Allotment is for cash consideration.

Disclosure of Interest:

In accordance with the provisions of Sections 23, 42, 55 and 62 of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares and Preference Shares to the Proposed Allottee is being sought by way of a special resolution as set out in the said item of the EGM Notice.

Save as otherwise mentioned at point 16 above, the relevant documents, if any, in relation to the items listed above, are available for inspection by the Members at the Registered & Corporate Office of the Company on all working days (except Saturdays, Sundays and bank and public holidays) from 2 p.m. to 4 p.m. up to the date of the Extraordinary General Meeting ("**EGM**") and shall also be available at the EGM.

The Board believes that the proposed Preferential Allotment is in the best interest of the Company and its Members.

The Board of Directors of the Company recommends the resolution as set out in Item No. 2 of the EGM Notice to the Members for their consideration and approval by way of a Special Resolution.

None of the Promoters, 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. 2 of the EGM Notice except to the extent of their respective shareholding in the Company and other than in terms of the SSA and SHA.

ITEM NO. 3

GRANT OF LOAN TO JR CAPITAL SERVICES PRIVATE LIMITED

The Board of Directors of the Company (the "**Board**") and the Audit Committee of the Company at their respective meetings held on January 31, 2020, respectively have, subject to: (i) the consent of the Members of the Company by way of a special resolution; (ii) completion of the investment and acquisition of control by BCP V Multiple Holdings Pte. Ltd. through a combination of: (a) preferential allotment of equity shares and preference shares by the Company to BCP V Multiple Holdings Pte. Ltd.; (b) open offer to the public shareholders by BCP V Multiple Holdings Pte. Ltd.; and (c) purchase of certain equity shares of the Company by BCP V Multiple Holdings Pte. Ltd. from Indostar Capital ("**Proposed Transaction**", details of which are set out in the intimation dated January 31, 2020 and bearing reference ICFL/LS/00196/2019-20 by the Company to the stock exchanges including Annexure II thereof); (iii) procurement of the relevant corporate and regulatory approvals in relation to the Proposed Transaction, approved the grant of a loan aggregating to an amount not exceeding INR 25,00,00,000 (Indian Rupees Twenty Five Crore), in one or more tranches, to JR Capital Services Private Limited ("**Borrower**"), for utilization by the Borrower for its principal business activities i.e. advisory, consultancy in all fields of business.

Members are requested to note that in terms of the provisions of Section 185(2) of the Companies Act, 2013, read with the Rules framed thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), grant of loan to any person in whom any of the director of the lending company is interested is subject to the following conditions: (a) the loan is approved by members of the lending company by way of a special resolution; and (b) the loan is utilised by the borrowing company for its principal business activities.

Members are requested to note that in terms of explanation to Section 185(2) of the Companies Act, 2013, Mr. R. Sridhar, Whole-time Director of the Company, designated as Executive Vice-Chairman and CEO, is considered to be interested in the Borrower and hence in terms of Section 185(2) of the Companies Act, 2013, consent of the Members of the Company is being sought by way of a special resolution for grant of loan to the Borrower as mentioned herein above and resolution at Item No. 3 of the EGM Notice.

The Board recommends the resolution as set out in Item No. 3 of the EGM Notice to the Members for their consideration and approval by way of a Special Resolution.

Except Mr. R. Sridhar and his relatives (who collectively hold 100% of the share capital of the Borrower and Mr. Sridhar is a Director on the Board of the Borrower), none of the Promoters, 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 EGM Notice except to the extent of their respective shareholding in the Company.

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

Place: Mumbai

Date: January 31, 2020

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

Annexure A

Shareholding pattern of the Company before and after the Preferential Allotment and expected dilution in Equity Share Capital upon conversion of Preference Shares

SN	Category	Pre-Preferential Allotment*		Post-Preferential Allotment of Equity Shares**		Post conversion of Preference Shares into Equity Shares**	
		No. of Equity Shares (INR 10 each)	% of holding	No. of Equity Shares (INR 10 each)	% of holding	No. of Equity Shares (INR 10 each)	% of holding
A	Promoter Group						
1	Indian						
	a. Individuals/HUFs	-	-	-	-	-	-
	b. Bodies Corporate/Trusts	-	-	-	-	-	-
	Sub-total A(1)	-	-	-	-	-	-
2	Foreign	5,60,42,233	60.74	8,62,14,647	70.41	9,82,83,613	73.07
	Sub-total A(2)	5,60,42,233	60.74	8,62,14,647	70.41	9,82,83,613	73.07
	Total Shareholding of Promoter Group [Sub-total A = A(1)+A(2)]	5,60,42,233	60.74	8,62,14,647	70.41	9,82,83,613	73.07
B	Non-Promoter Group (Public)						
1	Institutions						
	a. Mutual Funds	1,20,61,066	13.07	1,20,61,066	9.85	1,20,61,066	8.97
	b. Financial Institutions/ Banks	22,102	0.02	22,102	0.02	22,102	0.02
	c. Insurance Companies	38,99,623	4.23	38,99,623	3.18	38,99,623	2.90
	d. Foreign Portfolio Investors	64,60,491	7.00	64,60,491	5.28	64,60,491	4.80
	e. Others	1,79,766	0.19	1,79,766	0.15	1,79,766	0.13
	Sub-total B(1)	2,26,23,048	24.52	2,26,23,048	18.48	2,26,23,048	16.82
2	Central Government/ State Government (s)	-	-	-	-	-	-
3	Non-Institutions	1,36,02,134	14.74	1,36,02,134	11.11	1,36,02,134	10.11
	Non-Promoter Group (Public) Shareholding [Sub-total B = B(1)+B(2)+B(3)]	3,62,25,182	39.26	3,62,25,182	29.59	3,62,25,182	26.93
C	Non-Promoter – Non Public	-	-	-	-	-	-
	Grand Total A+B+C	9,22,67,415	100.00	12,24,39,829	100.00	13,45,08,795	100.00

* As on December 31, 2019

**Excluding impact of shares to be allotted upon exercise of stock options granted by the Company and mandatory Open Offer

ROUTE MAP

VENUE OF THE EGM

HALL OF CULTURE,
NEHRU CENTRE CONFERENCE HALL,
DR. ANNIE BESANT ROAD, WORLI,
MUMBAI – 400 018

