

INDOSTAR CAPITAL FINANCE LIMITED

Registered & Corporate Office: One Indiabulls Center, 20th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai - 400 013. CIN: L65100MH2009PLC268160
Tel: +91 22 4315 7000; Fax: +91 22 4315 7010;

Website: www.indostarcapital.com; E-mail: investor.relations@indostarcapital.com

NOTICE OF 9TH ANNUAL GENERAL MEETING, VOTING THROUGH ELECTRONIC MEANS AND CLOSURE OF REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS

NOTICE is hereby given that the 9th Annual General Meeting ("AGM") 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 ordinary and special business as set out in the Notice dated August 10, 2018, convening the AGM ("AGM Notice").

The Annual Report of the Company for the financial year 2017-18 ("Annual Report") and the AGM Notice along with the Attendance Slip and Proxy Form have been sent by electronic mode to all the Members whose email address(es) were 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 had not registered their email address(es) and / or had opted to receive a copy in physical form, physical copies of the Annual Report and the AGM Notice along with the Attendance Slip and Proxy Form have been sent through permitted mode.

The Annual Report is available on the website of the Company at <http://www.indostarcapital.com/investors.html#annual-reports>. Further, the AGM Notice along with the Attendance Slip and Proxy Form are available on the website of the Company at <http://www.indostarcapital.com/investors.html#agm-wrap> as well as the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com.

Members are hereby informed that in compliance with the provisions of Section 108 of the Companies Act, 2013 ("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 ("Listing Regulations") and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the resolutions as set out in the AGM Notice will be conducted through electronic means.

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 remote e-voting facility. The process and manner of exercising the right to vote by remote e-voting is given in the Notes to the AGM Notice under "INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS".

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 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.

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 only 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. 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.

Members who have acquired shares after the dispatch of AGM Notice and holding shares as on cut-off date i.e., Thursday, September 20, 2018, can refer the "INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS" as given in the AGM Notice or contact the company at investor.relations@indostarcapital.com to exercise their right through remote e-voting.

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 the following officials of CDSL or the Company with respect to any issues / queries / grievances relating to remote e-voting:

• **CDSL:**

Mr. Rakesh Dalvi, Manager at Central Depository Services (India) Limited, Marathon Futorex, 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:**

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.

Pursuant to the provisions of Section 91 of the Act and Regulation 42 of the Listing Regulations, the Register of Members and Share Transfer Books of the Company shall remain closed from Friday, September 21, 2018 to Thursday, September 27, 2018 (both days inclusive) for the purpose of the AGM.

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

Place: Mumbai

Jitendra Bhati
Company Secretary & Compliance Officer

Date : September 03, 2018

Membership No.: FCS 8937