



INDOSTAR CAPITAL FINANCE LIMITED

Registered & Corporate Office: One World 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 **13TH ANNUAL GENERAL MEETING** of the Members of **INDOSTAR CAPITAL FINANCE LIMITED** (“the Company”) is scheduled to be held on **THURSDAY, SEPTEMBER 29, 2022 at 11.00 A.M. (IST) through Video Conferencing / Other Audio Visual Means**, to transact the below mentioned business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, along with the report(s) of the Board of Directors and the Auditors thereon.**

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

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Statutory Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. **To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and the report of the Auditors thereon.**

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

“**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and the report of the Statutory Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

3. **To confirm dividend paid on Compulsorily Convertible Preference Shares (“CCPS”) of the Company, at the rate of 10% p.a. calculated on the issue price (₹ 290 per CCPS) for the period from May 27, 2021 to November 26, 2021, in accordance with the terms of the CCPS.**

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

“**RESOLVED THAT** the dividend paid on Compulsorily Convertible Preference Shares (“CCPS”) of the Company, at the rate of 10% p.a. calculated on the issue price (₹ 290 per CCPS) for the period from May 27, 2021 to November 26, 2021, in accordance with the terms of the CCPS, be and is hereby noted and confirmed.”

4. **To appoint a Director in place of Mr. Dhanpal Jhaveri (DIN: 02018124), who retires by rotation and, being eligible, offers himself for re-appointment.**

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

“**RESOLVED THAT** Mr. Dhanpal Jhaveri (DIN: 02018124), who retires by rotation at the 13th Annual General Meeting in accordance with Section 152 of the Companies Act, 2013 read with the Articles of Association of the Company and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

5. **To appoint a Director in place of Mr. Aditya Joshi (DIN: 08684627), who retires by rotation and, being eligible, offers himself for re-appointment.**

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

“**RESOLVED THAT** Mr. Aditya Joshi (DIN: 08684627), who retires by rotation at the 13th Annual General Meeting in accordance with Section 152 of the Companies Act, 2013 read with the Articles of Association of the Company and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

6. 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 pursuant to (i) the provisions of Sections 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 amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force); (ii) the applicable 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 Non-Convertible Securities) Regulations, 2021, as amended; (iv) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; (v) the Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, 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 any other person(s), for the time being exercising the powers conferred on the Board of Directors by this resolution and as may be authorised by the Board in this regard) to create / invite / offer / issue / allot up to such number of non-convertible debentures (**“NCDs”**) including but not limited to subordinated / 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, to such eligible person(s), on such terms and conditions as the Board may determine and think fit, 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 ₹ 3,000 crore (Rupees Three Thousand Crore only) within the overall borrowing limits 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 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.”

7. MATERIAL RELATED PARTY TRANSACTIONS WITH BCP V MULTIPLE HOLDING PTE. LTD., THE HOLDING COMPANY 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 the Regulation 23(4) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“Listing Regulations”**); (ii) the Related Party Transaction Policy of the Company; (iii) the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (**“Act”**); (iv) the applicable provisions of the Articles of Association of the Company; and (v) 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 the Audit Committee of the Company or any other committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with BCP V Multiple Holding Pte. Ltd. (**“BCP V”**), the holding company of the Company and being a related party of the Company in terms of Section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations, of the nature set out in the explanatory statement which is annexed hereto, on the material terms and conditions which are set out in the explanatory statement

and any other terms and conditions as may be agreed between the Company and BCP V, from the conclusion of the 13th Annual General Meeting till the conclusion of the 14th Annual General Meeting of the Company, so long as the aggregate value of all such transactions taken together does not exceed ₹ 1,000 crore (Rupees One Thousand Crore only), subject to such contract(s) / arrangement(s) / transaction(s) being carried out at arm's length and in the ordinary course of business of the Company;

RESOVED FURTHER THAT all actions taken by the Board in relation to and / or in connection with any matter(s) referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects;

RESOLVED FURTHER THAT the Board be and is hereby authorised including to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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: September 7, 2022

Registered Office:

One World Center, 20th Floor, Tower 2A,
Jupiter Mills Compound, Senapati Bapat Marg,
Mumbai - 400 013.
CIN: L65100MH2009PLC268160
Tel: +91 22 43157000
Fax: +91 22 43157010
E-mail: investor.relations@indostarcapital.com
Website: www.indostarcapital.com

NOTES:

1. In view of the continuing COVID-19 pandemic prevailing in the country requiring social distancing, the Ministry of Corporate Affairs ("MCA") vide its General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and 2/2022 dated May 5, 2022 (collectively referred as "**MCA Circulars**") and the Securities and Exchange Board of India ("**SEBI**") vide its Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ("**SEBI Circular**"), has permitted companies to hold annual general meetings through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**") without the physical presence of members at a common venue, till December 31, 2022. Accordingly, in compliance with the provisions of the Companies Act, 2013 ("**Act**"), circulars issued by SEBI read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and the MCA Circulars, the 13th Annual General Meeting of the Company ("**AGM**") is being conducted through VC / OAVM, which does not require physical presence of the Members at a common venue. In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("**ICSI**") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice. The Company has engaged the services of Central Depository Services (India) Limited ("**CDSL**") for providing the facility for remote e-voting, for participation in the AGM through VC / OAVM and for e-voting during the AGM. The procedure for participating in the AGM through VC / OAVM is explained at Note No.15 below.
2. The Explanatory Statement pursuant to Section 102 of the Act, the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("**Secretarial Standards**") and the Listing Regulations, for business at Item No. 6 and Item No. 7 as set out in the Notice convening the AGM ("**AGM Notice**") is annexed hereto and forms part of the AGM Notice.

The Board of Directors has considered and decided to include the Item No. 6 and Item No. 7 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.

3. Information with respect to Mr. Dhanpal Jhaveri and Mr. Aditya Joshi seeking re-appointment as Director(s) as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standards is annexed hereto and forms part of the AGM Notice.
4. Members are requested to note that Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No. 117366W/W-100018), were appointed as the Statutory Auditors of the Company by the Members at the 11th Annual General Meeting of the Company held on September 24, 2020 to hold office for a period of 5 years, from the conclusion of the 11th Annual General Meeting till the conclusion of the 16th Annual General Meeting of the Company and delegated the powers to the Board of Directors / Committee to fix their remuneration.

Members are requested to note that the Reserve Bank of India vide notification dated April 27, 2021 issued guidelines for appointment of statutory auditors by non-banking financial company's applicable from second half of financial year 2021-22 which *inter-alia* mandates tenure of statutory auditors to be for a continuous period of three years subject to satisfying the eligibility criteria each year ("**RBI Notification**"). Members are requested to note that in accordance with the RBI Notification, Deloitte Haskins & Sells LLP, Chartered Accountants, shall hold office as Statutory Auditors of the Company till conclusion of the 14th Annual General Meeting of the Company and has also confirmed that they satisfy the eligibility criteria as prescribed in the RBI Notification.

5. In terms of the MCA Circulars, since the requirement of physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM and hence Proxy Form and Attendance Slip are not annexed to this AGM Notice. However, in pursuance of Section 112 and Section 113 of the Act, Corporate / Institutional Members are entitled to appoint authorized representatives to attend the AGM through VC / OAVM on their behalf and for voting through remote e-voting or e-voting during the AGM. Corporate / Institutional Members are requested to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote and Demat Account details, to the Company at investor.relations@indostarcapital.com.

6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from **Friday, September 23, 2022 to Thursday, September 29, 2022 (Both days inclusive)**.
8. Members can join the AGM through VC / OAVM, 15 minutes before the scheduled time of commencement of the AGM and during the AGM, by following the procedure mentioned in the AGM Notice. The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 Members on a first-come-first-served basis. Large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson(s) of the Audit Committee, the Nomination & Remuneration Committee and the Stakeholders Relationship Committee, Auditors etc. are allowed to attend the AGM without restriction on account of first-come-first-served principle.
9. The Company's Registrar and Transfer Agent for its share registry work (Physical and Electronic) is Link Intime India Private Limited ("**Link Intime**") having their office at C 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400083.
10. **ELECTRONIC DISPATCH OF AGM NOTICE AND ANNUAL REPORT:** In compliance with the MCA Circulars and SEBI Circular, the AGM Notice along with the Annual Report for the financial year 2021-22 ("**Annual Report**") are being sent through electronic mode to those Members whose email addresses are registered with the Company / Depository Participants / Registrar and Transfer Agent - Link Intime. Members are requested to note that the AGM Notice and Annual Report are also available on the website of the Company at <https://www.indostarcapital.com/investors-corner#investor-relations>, the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The AGM Notice is also disseminated on the website of CDSL at www.evotingindia.com.
11. The following documents / registers will be available for online inspection by the Members of the Company up to the date of the AGM:
 - a) The Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or arrangement 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 M Siroya and Company, Practicing Company Secretaries, Secretarial Auditors of the Company, in terms of Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**the SBEB Regulations**"), certifying that the Employee Stock Options Plans of the Company have been implemented in accordance with the SBEB Regulations and the respective resolution(s) passed in the general meeting(s) of the Company in this regard.Members who wish to inspect any of the abovementioned documents may write to the Company Secretary & Compliance Officer at investor.relations@indostarcapital.com.
12. 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.
13. 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.
14. Members are requested to note that dividend which remains unpaid or unclaimed for 7 (seven) consecutive years from the date of transfer to the Company's Unpaid Dividend Account are liable to be transferred to

the Investor Education & Protection Fund (“IEPF”) and all shares on which dividend has not been paid or claimed for 7 (seven) consecutive years shall also be transferred to IEPF Authority, in terms of the provision of Section 124 of the Act read with Rules made thereunder. In view of this, Members who have not claimed their dividend are requested to claim their dividend within the stipulated timeline by corresponding with Link Intime or the Company Secretary by writing at investor.relations@indostarcapital.com.

PROCEDURE FOR REMOTE E-VOTING, ATTENDING THE AGM AND E-VOTING DURING THE AGM:

15. 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 read with Circular dated December 9, 2020 issued by the Securities and Exchange Board of India on e-voting facility provided by Listed Entities, the Secretarial Standards, the MCA Circulars, Members have the option to vote electronically either before the AGM (“remote e-voting”) or during the AGM on the resolutions set out in the AGM Notice.
16. The facility of e-voting shall be available during the AGM for Members attending the AGM through VC / OAVM and who have not already cast their vote by remote e-voting. However, Members who have cast their vote through remote e-voting may attend the AGM but shall not be entitle to vote during the AGM.
17. The remote e-voting period commences on **Sunday, September 25, 2022 at 10:00 a.m. (IST)** and ends on **Wednesday, September 28, 2022 at 5:00 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., **Thursday, September 22, 2022** shall be entitled to cast votes on the resolutions set out in the AGM Notice by remote e-voting or e-voting at the AGM. Any person who is not a Member as on the cut-off date i.e., **Thursday, September 22, 2022** should treat the AGM Notice for information purpose only.
18. 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 22, 2022**.
19. **Procedure and instructions for remote e-voting on the resolutions proposed in the AGM Notice:**

In terms of the SEBI circular dated December 09, 2020 on “e-Voting facility provided by Listed Companies”, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of depositories and depository participants (DPs), in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

A. Login method for remote e-voting for Individual Members holding shares in dematerialised mode:

Type of Members	Login Method
Individual Members holding shares in dematerialised mode with CDSL	<p>A. Users already registered for Easi / Easiest facility:</p> <ol style="list-style-type: none"> 1. URL for login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com. and click on New System Myeasi. Members can login through their existing user ID and password. Option will be available to reach e-voting page without any further authentication; 2. After successful login on Easi / Easiest, the user will be able to see the e-voting Menu. The Menu will have links of all e-voting service providers (“ESP”) i.e. CDSL / NSDL / KARVY / Link Intime etc. Click on CDSL to cast your vote. <p>B. Users who have not opted for Easi / Easiest facility:</p> <ol style="list-style-type: none"> 1. Option to register for Easi / Easiest is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 2. Proceed with completing the required fields; 3. After successful registration, please follow steps given in Point No. A above to cast your vote.

C. Visit the e-voting website of CDSL:

1. Alternatively, the user can directly access e-voting page by providing Demat Account Number and Permanent Account Number from a e-voting link available on www.cdslindia.com home page.
2. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the Demat Account.
3. After successful authentication, user will be able to see the e-voting option where the E-voting is in progress. Click on options available against the Company name: **IndoStar Capital Finance Limited** or select e-voting service provider name – **CDSL** to cast your vote.

Individual Members holding share(s) in dematerialised mode with **NSDL**

A. Users registered for NSDL IDeAS facility

1. Open web browser by typing the following URL: <https://eservices.nsdl.com>. Once the home page of e-services is launched, click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section;
2. A new screen will open. Enter your User ID and Password. After successful authentication, user will be able to see E-voting services. Click on “**Access to e-voting**” under e-voting services and user will be able to see e-voting page.
3. Click on options available against Company name: **IndoStar Capital Finance Limited** or e-voting service provider name – **CDSL** and you will be re-directed to CDSL e-voting website for casting vote during the remote e-voting period.

B. Users not registered for NSDL IDeAS facility:

1. Option to register is available at <https://eservices.nsdl.com>.
2. Select “**Register Online for IDeAS**” Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
3. Proceed with completing the required fields.
4. After successful registration, please follow steps given in **Point No. A** above to cast your vote

C. Visit the e-voting website of NSDL

1. Visit the e-Voting website of NSDL by typing the following URL: <https://www.evoting.nsdl.com/>. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder / Member**’ section.
2. Enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
3. After successful authentication, user will be redirected to NSDL depository site wherein you can see e-voting page. Click on options available against Company name: **IndoStar Capital Finance Limited** or e-voting service provider name – **CDSL**.
4. User will be redirected to e-voting website of CDSL for casting your vote during the remote e-voting period.

Individual Members (holding share(s) in dematerialized mode) login through their **Depository Participants**

1. User can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility.
2. After Successful login, user will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.
3. Click on option available against Company’s name: **IndoStar Capital Finance Limited** or e-voting service provider – **CDSL** and user will be redirected to e-voting website of CDSL for casting vote during the remote e-voting period

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding shares in dematerialized mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login Type	Helpdesk Details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll free nos.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33.

B. Login method for remote e-voting for Members other than Individual Members holding shares in demat mode and Members holding shares in physical mode:

- a) The Members should log on to the e-voting website at www.evotingindia.com.
- b) Click on **“SHAREHOLDERS / MEMBERS”** tab.
- c) 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 **“Folio Number”** registered with the Company.
- d) Next enter the Image Verification as displayed and Click on **“Login”**.
- e) Please follow the following steps 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 sent by Company. In case a Member has not received sequence number, he/she can obtain the same by writing to the Company at investor.relations@indostarcapital.com.
AND	
	<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).

- f. After entering these details appropriately, click on **“SUBMIT”** tab.
- g. Members holding shares in physical form 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.
- h. Members holding shares in electronic / dematerialised mode will now reach **‘Password Creation’** menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for 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.

- i. Click on the EVSN 220905083 of the Company on which you choose to vote.
- j. 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. The option YES implies that you assent to a particular resolution and option NO implies that you dissent to a particular resolution.
- k. If you wish to view the entire resolution details, click on the “**RESOLUTIONS FILE LINK**”.
- l. 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.
- m. Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- n. You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
- o. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- p. **Note for Non – Individual Members and Custodians:**
 - Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
 - 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.
 - 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) 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.
 - Alternatively, Non-Individual Members are required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote and Demat account details to the Company at **investor.relations@indostarcapital.com**, if have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify.

20. Process for Members whose email addresses are not registered with the Company / Depositories:

- I. Members holding shares in physical form - Please provide necessary details like Folio No., Name of Member, scanned copy of the share certificate (front and back) and PAN (self attested scanned copy of PAN card) by email to **investor.relations@indostarcapital.com**;
- II. Members holding shares in dematerialised form (other than individuals) - Please update your email address and mobile no. with your respective depository participant.
- III. Individual Members holding shares in dematerialised form - Please update your email address and mobile no. with your respective depository participant which is mandatory while e-voting and joining the AGM.

21. Instructions for Members attending the AGM through VC / OAVM and e-voting on the resolutions proposed in the AGM Notice, during the AGM are as under:

- a) The procedure for attending the AGM through VC / OAVM and e-voting during the AGM is same as the instructions mentioned above for remote e-voting;
- b) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote during the AGM.

- c) Only those Members, who are present in the AGM through VC / OAVM facility and have not casted their vote on the resolutions proposed in the AGM Notice through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- d) After successful login as per the instructions mentioned above for remote e-voting, the link for VC / OAVM to attend AGM will be available where the EVSN of Company will be displayed.
- e) Members are encouraged to join the AGM through Laptops / IPads for better experience.
- f) Members will be required to allow Camera (in case of speakers) and use Internet with a good speed to avoid any disturbance during the meeting.
- g) Members connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. Members are therefore requested to use internet facility with a good speed to avoid any disturbance during the AGM.
- h) Members who would like to express their views / ask questions during the AGM may register themselves as a speaker by sending a specific request for the same from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN and mobile number at **investor.relations@indostarcapital.com** in advance, at least 7 days prior to the date of AGM.
- i) Only those Members who have registered themselves as a 'speaker' will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- j) The Members who do not wish to speak during the AGM but have any queries relating to the resolutions set out in the AGM Notice may send their queries from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN and mobile number at **investor.relations@indostarcapital.com** in advance, at least 7 days prior to the date of AGM. These queries will be replied to by the Company suitably via email.

Details of persons to be contacted for any issues / queries / grievances relating to remote e-voting, e-voting during the AGM and attending the AGM through VC / OAVM:

CDSL:

Members 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, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.

Company:

Mr. Jitendra Bhati, Company Secretary & Compliance Officer at One World 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.

- 22. **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 e-voting during the AGM in a fair and transparent manner.
- 23. The Scrutinizer shall not later than 48 hours from the conclusion of the AGM submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized by the Chairman in this behalf, who shall countersign the same.
- 24. The Chairman or any other person authorized by the Chairman in this behalf shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the results of the voting within 48 hours of the conclusion of the AGM. 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 authorized. 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.
- 25. 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 29, 2022**, subject to receipt of the requisite number of votes in favour of the resolution(s).

ANNEXURE TO THE NOTICE CONVENING THE 13TH ANNUAL GENERAL MEETING (“AGM NOTICE”)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

ITEM NO. 6

ISSUE OF NON-CONVERTIBLE DEBENTURES UNDER PRIVATE PLACEMENT

Members at the 12th Annual General Meeting of the Company held on September 28, 2021, had accorded their approval 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, such that the aggregate principal amount of such NCDs issued during a period of 1 (one) year commencing from the date of passing of special resolution at the aforesaid Annual General Meeting, does not exceed ₹ 5,000 crore (Rupees Five Thousand Crore only).

Members are requested to note that the aforesaid approval accorded by the Members of the Company for the issue of NCDs under Private Placement is valid for a period of one year from the date of approval by the Members of the Company i.e. upto September 27, 2022.

Members are requested to note that in order to enable the Company to raise funds by way of issuance of NCDs under private placement, the Board of Directors of the Company at its meeting held on August 14, 2022, subject to the approval of the Members of the Company, accorded its approval to create / invite / offer / issue / allot upto 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 (one) year commencing from the date of passing of the Special Resolution set out at Item No. 6 of the AGM Notice, does not exceed ₹ 3,000 crore. Further, the Board of Directors have authorised the Debenture Committee to undertake all acts, deeds, matters and things as it 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) through 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 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, approval of the Members of the Company is sought 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 such NCDs to be issued during a period of 1 (one) year from the date of passing of the Special Resolution set out at Item No. 6 of the AGM Notice, does not exceed ₹ 3,000 crore within the overall borrowing limits of the Company.

The Board of Directors recommends the resolution set out at Item No. 6 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. 6 of the AGM Notice, except to the extent of the NCDs that may be subscribed by any Directors or Key Managerial Personnel of the Company or their relatives or 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. 7

MATERIAL RELATED PARTY TRANSACTIONS WITH BCP V MULTIPLE HOLDING PTE. LTD., THE HOLDING COMPANY OF THE COMPANY

Members are requested to note that in order to enable the Company to raise funds, the Company may avail of financing support from its holding company, BCP V Multiple Holdings Pte. Ltd. (“BCP V”), to the extent required

for the purposes of its business and operations. The Company has availed of / may avail of credit support from BCP V with respect to such borrowings, from time to time including in the nature of fund based and / or non-fund based facilities, guarantees and / or stand-by letter(s) of credit in favour of / for the benefit of the lenders of the Company upto an aggregate amount of ₹ 1,000 crore (Rupees One Thousand Crore only). The Company may be required to make payments to BCP V under the terms of such credit support pursuant to such transactions, subject to the terms and conditions as may be agreed between the Company and BCP V.

Members are requested to note that the terms of all such transactions between BCP V and the Company have been / will be arrived at on an arm's length basis and in the ordinary course of business of the Company.

Members are requested to note that in terms of Regulation 23(4) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all 'material related party transactions' require the prior approval of the shareholders of the Company, even if the transactions are in the ordinary course of business and at arm's length basis.

As per the Listing Regulations, a transaction with a related party is considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Accordingly, approval of the Members of the Company is sought in terms of Regulation 23 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022, for the following specific Material Related Party Transactions, details of which are mentioned below in accordance with SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021:

Sr. Heading no.	Disclosure
1. Summary of the Information as provided below:	
a Type, material terms and particulars of the proposed transaction	The Company may avail of financing support from its holding company, BCP V, to the extent required for the purposes of its business and operations. The Company has availed of / may avail of credit support from BCP V with respect to such borrowings from time to time including in the nature of fund based and / or non-fund based facilities, guarantees and / or stand-by letter(s) of credit in favour of / for the benefit of the lenders of the Company upto an aggregate amount of ₹ 1,000 crore. The Company may be required to make payments to BCP V under the terms of such credit support pursuant to such transactions, subject to the terms and conditions as may be agreed between the Company and BCP V.
b Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	BCP V Multiple Holding Pte. Ltd (" BCP V "), which is the holding company of the Company
c Tenure of the proposed transaction (particular tenure shall be specified)	From the conclusion of the 13 th Annual General Meeting till the conclusion of the 14 th Annual General Meeting of the Company
d Value of the proposed transaction	Upto ₹ 1,000 crore
e The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	₹ 1,000 crore constituted 85% of the Company's Annual Consolidated Turnover* for the Financial Year ended March 31, 2022. *Turnover includes Revenue from operations and Other Income.

Sr. Heading no.	Disclosure
f. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: <ul style="list-style-type: none"> i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT 	Not applicable
g. Justification as to why the RPT is in the interest of the listed entity	The RPT pertains to extending credit support to the Company by its holding company, BCP V, to the extent required, for the purposes of its business and operations.
h. A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable. All proposed RPTs shall be undertaken after evaluation and certification by a reputed external independent consulting firm in terms of pricing and arm's length criteria and the report confirming that the proposed RPTs are on arm's length basis. Further any such transactions would be undertaken only after prior approval of the audit committee and any such reports / certifications procured by the Company shall be submitted before the audit committee at the time of seeking its approval.
i. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Not applicable
2. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not applicable
3. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	Not applicable
4. Any other information that may be relevant	All important information forms part of the explanatory statement setting out material facts, pursuant to Section 102(1) of the Act forming part of AGM Notice

None of Directors or Key Managerial Personnel of the Company holds Directorship in BCP V.

Members are requested to note that in terms of the provisions of the Listing Regulations, all the related parties of the Company as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution at Item No. 7 of the AGM Notice.

The Board of Directors recommends the resolution set out at Item No. 7 of the AGM Notice to the Members for their consideration and approval, by way of an Ordinary 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 Ordinary Resolution set out at Item No. 7 of the AGM Notice, except to the extent of their shareholding in the Company.

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

Place: Mumbai
Date : September 7, 2022

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

ANNEXURE TO THE NOTICE CONVENING THE 13TH ANNUAL GENERAL MEETING

ADDITIONAL INFORMATION OF DIRECTOR(S) SEEKING RE-APPOINTMENT AT THE 13TH ANNUAL GENERAL MEETING WITH RESPECT TO ITEM NOS. 4 & 5 OF THE AGM NOTICE

Name of the Director	Mr. Dhanpal Jhaveri	Mr. Aditya Joshi
Age	53 years	41 Years
Date of first Appointment on the Board of the Company	September 2, 2010	July 10, 2020
Brief Resume, Qualifications, Experience and Nature of his expertise in functional areas	<p>Mr. Dhanpal Jhaveri holds Bachelors' degree in Commerce from the University of Mumbai and Master's Degree in Business Administration from Babson College, Pennsylvania, and is a Member of oversees the private equity business of the Everstone Group, an India and Southeast of India. Mr. Aditya Joshi is a Senior Asia focused private equity and real estate Vice President at Brookfield Asset Management, Mumbai, and leads the Private Equity business for Brookfield with over two decades of experience in investments, strategy, M&A and investment banking. Prior to joining Everstone, Mr. Jhaveri team and has over 10 years of private equity experience. Prior to Brookfield, Mr. Jhaveri has Mr. Joshi was a Principal at Apax Partners also worked as Director (Corporate Strategy) and led and participated in deals across with Vedanta Resources PLC. His other healthcare, tech, consumer and financial assignments include, Head of Investment services. Prior to joining Apax, Mr. Joshi worked at The Blackstone Group, where Corporate Finance at KPMG. Outside the boardroom, Mr. 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.	Liable to retire by rotation.
Remuneration sought to be paid	NIL	NIL
Remuneration last drawn (FY 2021-22)	NIL	NIL
Shareholding in the Company	1,000 Equity shares, jointly with Ms. Neeru Jhaveri	NIL
Relationship with other Directors / Managers / Key Managerial Personnel	Not related to any Director or Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company
No. of Board Meetings attended during the financial year 2021-22 (No. of Meetings held during tenure of directorship)	5(7)	7(7)

Other Directorships	<ol style="list-style-type: none"> 1. Interarch Building Products Private Limited 2. Amulya Corporation Private Limited 3. Eversource Capital Private Limited 4. Kissandhan Agri Financial Services Private Limited 5. IndoStar Asset Advisory Private Limited 6. Everstone Capital Advisors Private Limited 7. Everock Realty Private Limited 8. Everock Real Estate Private Limited 9. North End Foods Marketing Private Limited 10. IMC Chamber of Commerce and Industry 11. Avasara Leadership Institute 12. Sohan Lal Commodity Management Private Limited 	India Mortgage Guarantee Corporation Private Limited
Membership / Chairmanship of Committees of other Boards	<p>Everstone Capital Advisors Private Limited: None</p> <ul style="list-style-type: none"> • Investment Committee - Member <p>Kissandhan Agri Financial Services Private Limited:</p> <ul style="list-style-type: none"> • Audit Committee - Member • Corporate Social Responsibility Committee - Member <p>Sohan Lal Commodity Management Private Limited:</p> <ul style="list-style-type: none"> • Compensation and Remuneration Committee - Member <p>North End Foods Marketing Private Limited:</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee - Member <p>Eversource Capital Private Limited:</p> <ul style="list-style-type: none"> • Investment Committee - Member <p>IMC Chamber of Commerce and Industry:</p> <ul style="list-style-type: none"> • Managing Committee of Board of Directors - Member • Alternative Funding (PE + Capital Markets) Committee - Chairman 	
Listed entities from which resigned in past three years	None	None

The Company has received declaration from Mr. Dhanpal Jhaveri and Mr. Aditya Joshi confirming that they are not debarred from holding office of director(s) pursuant to any order issued by SEBI or any other authority and they are not disqualified from being re-appointed as Director(s) of the Company under Section 164(2) of the Act.

Mr. Dhanpal Jhaveri and Mr. Aditya Joshi comply with the 'Fit and Proper' criteria prescribed by RBI vide its Master Direction No. DNBR. PD. 008/03.10.119/2016-17 dated 1st September, 2016.

The Board of Directors recommend the resolution(s) set out at Item No. 4 & 5 of this Notice to the Members for their consideration and approval, by way of Ordinary Resolution(s).

Except Mr. Dhanpal Jhaveri and Mr. Aditya Joshi or their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 & 5 of AGM Notice.