



Notice - 5th Annual General Meeting

NOTICE

Notice is hereby given that the Fifth Annual General Meeting of the Members of **IndoStar Capital Finance Limited** will be held on Friday, 5 September 2014, at 02:00 p.m., at the Registered Office of the Company situated at Room # 6, 4th Floor, Commerce House, 2A, Ganesh Chandra Avenue, Kolkata- 700013 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the audited Balance Sheet as at 31 March 2014, the Profit and Loss Account for the year ended on that date together with the Report of the Board of Directors and Auditors thereon.
2. To appoint Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. S. R. Batliboi & Co. LLP., Chartered Accountants (Firm Registration No. 301003E), be and are hereby appointed as Auditors of the Company for the period of one (1) year, to hold office from the conclusion of this Annual General Meeting until the conclusion of the sixth Annual General Meeting of the Company, on such remuneration as shall be decided by the Board of Directors or any Committee thereof.”

3. To appoint a Director in place of Mr. Dhanpal Jhaveri (DIN: 02018124), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
4. To appoint a Director in place of Mr. Sameer Sain (DIN: 01164185), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
5. To appoint a Director in place of Mr. Deepak Shahdadpuri (DIN: 00444270), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
6. To appoint a Director in place of Ms. Shweta Bhatia (DIN: 03164394), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to Section 149 read with Section 197 and all other applicable provisions, if any, of the Companies Act, 2013 and all the relevant rules thereto, applicable, if

any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **(the 'Act')**, the relevant provisions of the Memorandum of Association and Articles of Association of the Company, subject to such other rules, regulations and guidelines as may be applicable from time to time, subject to such other approval(s), consent(s), permission(s) and/or sanction(s) as may be required from appropriate regulatory authorities/institutions or bodies including but not limited to the Stock Exchange(s), the Securities and Exchange Board of India, the Reserve Bank of India and subject to such terms and conditions as may be prescribed/imposed by such regulatory authorities/institutions while granting their approval(s), consent(s), permission(s) and/or sanction(s), payment of sum of INR 6,00,000/- (Rupees Six Lac only) by way of commission, subject to deduction of appropriate taxes, to each of the Non-Executive Independent Directors of the Company namely Mr. Ravi Narian, Mr. Bobby Parikh and Mr. Eric Stuart Schwartz, for the financial year ending 31 March 2014, be and is hereby approved.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Vimal Bhandari, Managing Director & CEO, Mr. Dhanpal Jhaveri, Director, Mr. Pankaj Thapar, Chief Financial Officer, Ms. Ophealia DeRoze, Authorised Signatory and Mr. Jitendra Bhati, AVP – Compliance & Secretarial, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation thereto.

RESOLVED FURTHER THAT a copy of this resolution duly certified as a True Copy by any of the Directors, Mr. Pankaj Thapar, Chief Financial Officer and Mr. Jitendra Bhati, AVP – Compliance & Secretarial, be submitted to the concerned authority and they are requested to rely upon the authority of the same.”

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

Sd/-
Jitendra Bhati
AVP – Compliance & Secretarial

Date: 7 August 2014
Place: Mumbai

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item 7 is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The form of proxy to be valid should be duly completed, stamped and signed and must be deposited with the Company at least 48 hours before the time scheduled for the Meeting.
4. Members are requested to register their e-mail address, including changes therein from time to time, with the Company to enable the Company to service various notice, reports, documents etc. to the Members in electronic mode.
5. Documents referred to in the accompanying Notice are open for inspection at the Registered Office and Corporate Office of the Company, on all working days of the Company (except Saturday), between 2:00 p.m. to 5:00 p.m. up to the date of the Annual General Meeting.
6. Members / Proxies are requested to bring the Attendance Slip duly filled in.

ANNEXURE TO THE NOTICE

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

Item no. 7

The Company has on its Board very knowledgeable professionals possessing vast experience and expertise in their respective fields as Non-Executive Independent Directors. These Non-Executive Independent Directors of the Company devote considerable time for the Company's business operations, particularly in respect of the vital business decisions and business strategy. The Company has been drawing on the professional expertise of its Non-Executive Independent Directors and believes that they should be adequately remunerated by way of paying commission as permitted under the Act.

In view of the greater involvement of the Non-Executive Independent Directors in the affairs of the Company, it is desirable that they should be compensated for the time and efforts put in by them, by paying commission not exceeding 1% (one percent) of the net profits of the Company calculated in accordance with the provisions of the Act, for financial year 2013-14.

Members are requested to note that on the recommendation of the Compensation and Nomination Committee, the Board of Directors at its meeting held on 22 May 2014 considered and approved, subject to the approval of the Members, to pay commission of INR 6 Lac (Rupees Six Lacs only) to each of the Non-Executive Independent Directors namely Mr. Ravi Narain, Mr. Eric Stuart Schwartz and Mr. Bobby Parikh, for the Financial Year 2013-14, to be paid on approval and adoption of Audited Annual Accounts of the Company.

The proposed resolution therefore seeks approval of the Members of the Company for aforesaid payment of commission to the aforesaid Independent Directors.

All the Non-Executive Independent Directors of the Company are concerned or interested in the resolution to the extent of the Commission that may be received by them.

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

Sd/-
Jitendra Bhati
AVP – Compliance & Secretarial

Date: 7 August 2014
Place: Mumbai