



**Notice - Extraordinary General Meeting
22 June 2015**

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of IndoStar Capital Finance Limited will be held on Monday, 22 June 2015, at 11:00 A.M., at One Indiabulls Centre, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400013 to transact the following business:

ITEM 1: To approve alteration of the Articles of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 read with Companies (Incorporation Rules) 2014 and all other applicable provision(s), if any, of the Companies Act, 2013 or applicable rule(s) thereto (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the draft of the amended Articles of Association of the Company, a copy of which is placed before the Members of the Company and which was circulated along with the Notice of this meeting, be and is hereby approved and adopted.

RESOLVED FURTHER THAT Mr. Dhanpal Jhaveri, Director, Mr. Vimal Bhandari, Managing Director & CEO, Mr. Pankaj Thapar, Chief Financial Officer and Mr. Jitendra Bhati, AVP – Compliance & Secretarial (collectively referred as the “Authorized Representatives”), be and they are hereby jointly and severally authorized to do and perform all such other acts, deeds and things as may be necessary or desirable to give full effect to this resolution and for all matters connected therewith and/or incidental thereto including providing certified true copy of any relevant documents and this resolution.”

ITEM 2: To approve issue of Non-Convertible Debentures on Private Placement basis

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

“**RESOLVED THAT** pursuant to Section 42 of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, Section 71 of the Companies Act, 2013 read with Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, Section 179(3)(c) and other applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, RBI Notification No. DNBR (PD) CC No. 021/03.10.001/2014-15 dated 20 February 2015 issued by the Reserve Bank of India, the provisions of the Memorandum of Association and Articles of Association of the Company and such other applicable provisions, if any, and subject to the approval of the Government of India (“GoI”), the Securities and Exchange Board of India (“SEBI”), Stock Exchanges, the Reserve Bank of India (“RBI”) and all other appropriate authorities and such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions and which may be agreed to by the Board of Directors of the Company, hereinafter referred to as the “Board” (which term shall be deemed to include any Committee constituted by the Board in this regard), the consent of the Members of the Company be and is hereby accorded, to offer/ issue/ allot up to such number of Non-Convertible Debentures (NCDs), through private placement, in one or more modes or combinations thereof and in one or more tranches, with or without security and on such terms and conditions as may be determined by the Board including the price at which such NCDs will be issued on the basis of the prevailing market conditions, such that the aggregate

principal amount of such NCDs does not exceed INR 1200 crore (Rupees One Thousand Two Hundred crore only) during the year.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolution and a copy of this Resolution duly certified as a True Copy by any Director or Mr. Pankaj Thapar, Chief Financial Officer and / or Mr. Jitendra Bhati, AVP – Compliance & Secretarial, be submitted to the concerned authority/entity and they be requested to rely upon the authority of the same.”

Corporate Office:
One Indiabulls Center, 17th Floor,
Tower 2A, Jupiter Mills Compound,
Senapati Bapat Marg,
Mumbai – 400 013

Date: 30 May 2015
Place: Mumbai

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

**Sd/-
Jitendra Bhati
AVP – Compliance & Secretarial
Membership No.: ACS 23307**

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item 1 and Item 2 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.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

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. Members / Proxies are requested to bring the Attendance Slip duly filled in.
6. The Notice of the Extraordinary General Meeting along with the Attendance Slip and Proxy Form is being sent by electronic mail to all Members whose email addresses are registered with the Company / Depository Participant(s) unless a Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Notice is being sent by the permitted mode.
7. The Notice of Extraordinary General Meeting is also available on the website of the Company www.indostarcapital.com
8. All documents referred to in this Notice will be available for inspection at the Company's registered office and corporate office during normal business hours on working days up to the date of this Extraordinary General Meeting.
9. Voting by Members at this Extraordinary General Meeting shall be way of Poll and hence the voting rights of Members shall be in proportion to their respective share in the paid up equity share capital of the Company as on 29 May 2015. Further, the Chairman shall appoint a company secretary in whole time practice as the scrutinizer to scrutinize the poll process and votes given on the poll and submit a report thereon to the Chairman in the prescribed form.
10. The Chairman of the meeting or a person authorised by him in writing shall declare the result of voting on poll on 22 June, 2015 at One Indiabulls Centre, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400013.
11. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.indostarcapital.com on 22 June 2015.

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

ITEM NO. 1:

Members are requested to note that the Board of Directors in earlier meetings on 22 May 2013, 7 August 2013 and 12 November 2013, considered and discussed the conversion of the Company into a public company. Considering that several sections of the Companies Act, 2013 and the rules framed thereunder were then pending notification in the official gazette, it was decided to implement the process for conversion of the Company from private limited to public limited in two parts:

1. Part I - Deleting the word 'private' from the name of the Company, altering the Articles of Association by deleting the four characteristics of a private company and insertion of mandatory clause for rotational retirement of Directors; and
2. Part II - After notification of remaining sections of the Companies Act 2013 and rules thereunder, to undertake further amendments in Articles of Association and other relevant documents, to reflect the changed statutory requirements.

Members are further requested to note that the Board of Directors vide Circular Resolution # 5 / 2013-14 dated 19 February 2014 approved the conversion of the Company from private limited to public limited by making certain changes in the Memorandum of Association and Articles of Association as indicated in Part I mentioned above. The Board of Directors also decided that further amendments in the Articles of Association and other relevant documents, to reflect the changed statutory requirements, shall be taken up after notification of remaining sections of the Companies Act, 2013 and rules made thereunder.

Members are further requested to note that the abovementioned proposal of conversion of the Company from private limited to public limited and alteration of the Memorandum of Association and the Articles of Association as indicated in Part I mentioned above, was approved by the Members of the Company at the Extraordinary General Meeting held at Mumbai on 30 April 2014.

Pursuant to the approval of the Board of Directors at its meeting held on 15 May 2015 for alteration in the Articles of Association, considering the notification of certain other significant operating Sections of the Companies Act, 2013 and rules thereunder, as envisaged under Part II mentioned above and in order to take steps towards the proposed listing of equity shares of the Company on stock exchange(s) in India and for operational convenience, it is proposed to alter the Articles of Association of the Company (i) to ensure compliance with the applicable provisions of the Companies Act, 2013 including replacement / removal of references to provisions of the Companies Act, 1956 which have ceased to be in force and (ii) to align the Articles of Association of the Company with the eligibility criteria for listing prescribed by the Securities & Exchange Board of India (including thereunder the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009) and also to incorporate clauses prescribed by National Stock Exchange India Limited / BSE Limited in light of the proposed listing of the equity shares of the Company on stock exchange(s) in India.

Further, pursuant to the provisions of Section 14 read with Companies (Incorporation) Rules, 2014 of the Companies Act, 2013 any alteration in the Articles of Association of the Company requires consent of the Members of the Company at a General Meeting by means of a Special Resolution. Further, being one of the 'Reserved Matters' under the Articles of Association of the Company, approval from IndoStar Capital, Mauritius (Holding Company) has been obtained in this regard.

The draft of the proposed altered Articles of Association of the Company as approved by the Board of Directors of the Company at the Board Meeting held on 15 May 2015 is circulated along with this Notice.

Members are requested to note that further amendments to the Articles of Association, such as discontinuance of special rights of shareholders, and other changes based on comments and observations received from SEBI and the stock exchange(s); will be carried out on a later date, as a condition precedent to listing of equity shares of the Company.

The Board recommends and seeks consent for the resolution(s) set out at Item No. 1 of the Notice to the Members by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financial or otherwise, in the Special Resolution set out at Item No. 1 of the Notice.

ITEM NO. 2:

Members of the Company are requested to note that pursuant to Section 180(1)(c) of the Company Act, 2013, the Members at its meeting held on 27 September 2013, accorded their approval to the Board of Directors, to borrow any sum or sums of monies, from time to time, in any form including but not limited to by way of loans, including inter corporate deposit(s), credit facilities, by issue of debentures, other convertible or non-convertible instruments, or in any other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, as the Board may think fit for the purposes of the Company's business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed at any point in time (excluding any interest on such borrowings) a sum equivalent to INR 4000 crore (Rupees Four Thousand Crore only) over and above the aggregate, of the paid-up share capital and free reserves of the Company.

Members are further requested to note that pursuant to the Section 71 of the Companies Act, 2013 read with Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, subject to the provisions of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make a private placement of its securities (including Non-Convertible Debentures) unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the Members of the Company, by a special resolution, for each of the offers or invitations and in case of offer or invitation for Non-Convertible Debentures, it shall be sufficient if the Company passes a previous special resolution only once in a year for all offers or invitation for such debentures during the year.

The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of non-convertible debentures by the Company including the price at which such Non-Convertible Debentures are being issued on the basis of the prevailing market conditions

The Board recommends and seeks consent for the resolution(s) set out at Item No. 2 of the Notice to the Members by way of Special Resolution.

None of the Directors or other Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested except to the extent of any change / security that may be created by the Company in favour of any entity in which any of the Director(s) or other Key Managerial Personnel of the Company or their relatives may be associated in any capacity, in the Special Resolution set out at Item No. 2 of the Notice.

Corporate Office:
One Indiabulls Center, 17th Floor,
Tower 2A, Jupiter Mills Compound,
Senapati Bapat Marg,
Mumbai – 400 013

Date: 30 May 2015
Place: Mumbai

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

**Sd/-
Jitendra Bhati
AVP – Compliance & Secretarial
Membership No.: ACS 23307**



IndoStar Capital Finance Limited

(CIN: U51909WB2009PLC136998)

Registered Office: Room No. 6, 4th Floor, Commerce House, 2A, Ganesh Chandra Avenue,
Kolkata – 700 013

Corporate Office: One Indiabulls Center, 17th Floor, Tower 2A, Jupiter Mills Compound,
Senapati Bapat Marg, Mumbai – 400 013

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

Website: www.indostarcapital.com; **Email:** icf.legal@indostarcapital.com

ATTENDANCE SLIP

Registered Folio/ DP ID and Client ID	
Name and address of the shareholder(s)	
Joint Holder 1	
Joint Holder 2	

I/ We hereby record my/ our presence at the EXTRAORDINARY GENERAL MEETING of the Company on Monday, 22 June 2015, at 11:00 A.M., at One Indiabulls Centre, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400013.

Member's Folio/ DP ID-Client ID No.	Member's/ Proxy's name in Block Letters	Member's/Proxy's Signature

NOTE:

Please complete the Folio/ DP ID-Client ID No. and name of the Member/ Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Venue.



IndoStar Capital Finance Limited
(CIN: U51909WB2009PLC136998)

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Kolkata – 700 013

Corporate Office: One Indiabulls Center, 17th Floor, Tower 2A, Jupiter Mills Compound,
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Tel: +91 22 43157000; **Fax:** +91 22 43157010

Website: www.indostarcapital.com; **Email:** icf.legal@indostarcapital.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):
Registered Address:
E-mail Id:
Folio No./ Client ID No.:
DP ID :

I/ We, being the member(s) of shares of the above named Company, hereby appoint:

1. Name: Address:.....
E-mail Id:..... Signature: or failing him:
2. Name: Address:.....
E-mail Id:..... Signature:..... or failing him:

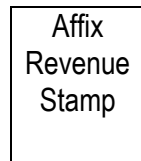
as my/ our Proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Extraordinary General Meeting of the Company, to be held on Monday, 22 June 2015, at 11:00 A.M, at One Indiabulls Centre, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400013 and at any adjournment thereof in respect of the following resolutions as are indicated below:

Resolution No.	Resolution
Special Business	
1.	To approval alteration of the Articles of Association of the Company
2.	To approve issue of Non-Convertible Debentures on Private Placement basis

Signed this day of 2015

Signature of Shareholder(s): _____

Signature of Proxy holder(s): _____



NOTE:

1. This form of Proxy, in order to be effective, should be duly completed and deposited at the Corporate Office of the Company, One Indiabulls Center, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai - 400013, not less than FORTY EIGHT (48 hrs) before the commencement of the Meeting.
2. For the Resolution, Explanatory Statement and Notes, please refer to the Notice of the Extraordinary General Meeting.