

**INDOSTAR CAPITAL FINANCE LIMITED**

Registered & Corporate Office: Silver Utopia, 3rd Floor,
Unit No 301-A, Opposite P & G Plaza, Cardinal Gracious Road,
Chakala, Andheri (E), Mumbai – 400099

Corporate Identity Number: L65100MH2009PLC268160 | **Tel:** +91 22 43157000

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

NOTICE is hereby given that the **15TH ANNUAL GENERAL MEETING** of the Members of **INDOSTAR CAPITAL FINANCE LIMITED** (“the Company”) is scheduled to be held on **MONDAY, SEPTEMBER 30, 2024 at 3:00 P.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, 2024, 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, 2024 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, 2024 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, 2024 and the report of the Statutory Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

3. **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 15th 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.”

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 15th 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:

5. 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 - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023, 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 ₹ 6000 crore (Rupees Six 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.”

6. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013 (the **“Act”**) and the Companies (Incorporation) Rules, 2014 and all other applicable provisions under the Act, (including any statutory amendment(s), modification(s), clarification(s), substitution(s), enactment(s) or re-enactment(s) thereof for the time being in force) and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities and modifications thereof and recommendation of the Board of Directors (hereinafter referred to as the **“Board”**, which term shall include any duly constituted committee(s) thereof or such other person(s) authorised by the Board), the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company as detailed below:

(i) Existing Article 152 be renumbered as Article 152A:

(ii) Insertion of Article 152B after the renumbered Article 152A as below:

152B *On receipt of communication from the Debenture Trustee of the proposed nomination of any person as a director, pursuant to clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, the Board of Directors shall appoint such a person as nominee director on the Board of Directors of the Company. Such nominee director shall neither be liable to retire by rotation nor be required to hold any qualification shares.”*

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.

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

Place: Mumbai
Date: September 06, 2024

Shikha Jain
Company Secretary & Compliance Officer
Membership No.: ACS 59686

Registered Office:

Silver Utopia, 3rd Floor,
Unit No 301-A, Opposite P & G Plaza, Cardinal
Gracious Road, Chakala,
Andheri (E), Mumbai - 400099
CIN: L65100MH2009PLC268160
Tel: +91 22 43157000
E-mail: investor.relations@indostarcapital.com
Website: www.indostarcapital.com

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular no. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 2/2022 dated 5th May, 2022, 10/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and the previous circulars on COVID-19 related relaxations issued in this regard (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 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated 7th October, 2023 (“**SEBI Circulars**”), 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 September 30, 2024. 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 15th 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. 19 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. 5 and Item No. 6 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. 5 and Item No. 6 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.

3. Information with respect to Mr. Aditya Joshi and Mr. Dhanpal Jhaveri 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. 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.

5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. The Register of Members and Share Transfer Books of the Company shall remain closed from September 24, 2024 to September 30, 2024.

7. SEBI vide Circular Nos. SEBI/HO/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 4th August, 2023, read with Master Circular No. SEBI/HO/OIAE_IAD-1/P/CIR/2023/145 dated 31st July, 2023, has established a common online dispute Resolution Portal (“**ODR Portal**”) for resolution of dispute arising in the Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal and the same can also be accessed through the Company’s website <https://www.indostarcapital.com>.

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 Circulars, the AGM Notice along with the Annual Report for the financial year 2023-24 ("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-services>, 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 Mehta & Mehta Associates, 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 Wednesday, September 25, 2024 at 10:00 a.m. (IST) and ends on Sunday, September 29, 2024 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., Monday, September 23, 2024 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., Monday, September 23, 2024 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., Monday, September 23, 2024.
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.

Type of Members	Login Method
	<p>C. Visit the e-voting website of CDSL:</p> <ol style="list-style-type: none"> 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. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the Demat Account. 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	<p>A. Users registered for NSDL IDeAS facility</p> <ol style="list-style-type: none"> 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; 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. 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. <p>B. Users not registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> Option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Proceed with completing the required fields. After successful registration, please follow steps given in Point No. A above to cast your vote <p>C. Visit the e-voting website of NSDL</p> <ol style="list-style-type: none"> 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. 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. 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. 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	<ol style="list-style-type: none"> User can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility. 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. 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

- 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 240904109 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 / OVAM 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 / OVAM 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 21 099 11.

Company:

Ms. Shikha Jain Company Secretary & Compliance Officer at Silver Utopia, 3rd Floor, Unit No 301-A, Opposite P & G Plaza, Cardinal Gracious Road, Chakala, Andheri (E), Mumbai - 400099 or send an email at investor.relations@indostarcapital.com or call at 022-43157000.

- 22. Ms. Alifya Sapatwala, of Mehta & Mehta, 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. **Monday, September 30, 2024**, subject to receipt of the requisite number of votes in favour of the resolution(s).

**ANNEXURE TO THE NOTICE CONVENING THE 15TH 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. 5

ISSUE OF NON-CONVERTIBLE DEBENTURES UNDER PRIVATE PLACEMENT

Members at the 14th Annual General Meeting of the Company held on September 18, 2023, 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 14th Annual General Meeting, does not exceed ₹ 7,500 crore (Rupees Seventy Thousand Five Hundred 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 17, 2024.

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 April 29, 2024, 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. 5 of the AGM Notice, does not exceed ₹ 6,000 crore. Further, the Board of Directors have authorised the Borrowing 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. 5 of the AGM Notice, does not exceed ₹ 6,000 crore within the overall borrowing limits of the Company.

The Board of Directors recommends the resolution set out at Item No. 5 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. 5 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. 6

ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

Members are requested to note that as per the Regulation 23(6) of Securities and Exchange Board of India (“SEBI”) (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (“NCS Regulations”) and Notification No. SEBI/LAD-NRO/GN/2023/119 issued by Securities and Exchanges Board of India on February 02, 2023 (“SEBI Notification”), a listed company issuing non-convertible debt securities is required to ensure that its Articles of

Association enables the Board of Directors to appoint a person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors in the event of:

- (i) two consecutive defaults in payment of interest to the debenture holders; or
- (ii) default in creation of security for debentures; or
- (iii) default in redemption of debentures

Members are further requested to note that present Article 152 of the Articles of Association of the Company states that whenever the Company enters into an agreement or contract with the Central or State Government, a local authority, bank or any financial Institutions, or any person or persons or any Body Corporate (hereinafter referred to as "the appointer") for borrowing any money or for providing any guarantee or security or for underwriting Shares or Debentures or other securities of the Company, the Board shall have, the power to agree that such appointer shall have and to the extent provided by the terms of such agreement or contract, the right to appoint or nominate, by a notice in writing addressed to the Company, one or more Directors on the Board, for such period and upon such conditions as may be mentioned in the agreement or contract.

Members are further requested to note that, though the above Article 152 gives powers, inter-alia, to the Board of Directors to appoint a person as nominated by the Debenture Trustee as Nominee Director on the Board of Directors of the Company, it is proposed to include specific article in Articles of Association of the Company authorizing the Board of Directors to appoint person as nominated by the Debenture Trustee in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.

The proposed alteration in Articles of Association of the Company is as under:

- (i) Existing Article 152 be renumbered as Article 152A:
- (ii) Insertion of Article 152B after the renumbered Article 152A as below:

152B *On receipt of communication from the Debenture Trustee of the proposed nomination of any person as a director, pursuant to clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, the Board of Directors shall appoint such a person as nominee director on the Board of Directors of the Company. Such nominee director shall neither be liable to retire by rotation nor be required to hold any qualification shares."*

Members are requested to note that in terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of a Special Resolution is required to approve alteration of Articles of Association 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 a 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.

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

Place: Mumbai
Date: September 06, 2024

Shikha Jain
Company Secretary & Compliance Officer
Membership No.: ACS 59686

ANNEXURE TO THE NOTICE CONVENING THE 15TH ANNUAL GENERAL MEETING

ADDITIONAL INFORMATION OF DIRECTOR(S) SEEKING RE-APPOINTMENT AT THE 15TH ANNUAL GENERAL MEETING WITH RESPECT TO ITEM NOS. 3 & 4 OF THE AGM NOTICE

Name of the Director	Mr. Aditya Joshi	Mr. Dhanpal Jhaveri
Age	43 Years	55 Years
Date of first Appointment on the Board of the Company	July 10, 2020	September 2, 2010
Brief Resume, Qualifications, Experience and Nature of his expertise in functional areas	<p>Mr. Aditya Joshi is also a Managing Partner in Brookfield's Private Equity Group and heads the private equity business for Brookfield in India. Mr. Joshi was responsible for conceptualizing Brookfield's private equity strategy for India, nurturing and developing a high-quality team, building a robust sourcing engine, and leading deal execution and ongoing portfolio monitoring. Mr. Josh joined Brookfield in March 2019. Prior to Brookfield, he was a Principal at Apax Partners in India, and led and participated in deals across healthcare, technology services, and financial services. Prior to Apax, he worked at The Blackstone Group in India, where he focused on investment opportunities primarily across technology services and business services. Prior to Blackstone, Mr. Joshi worked at JM, Morgan Stanley in India, where he worked on fund raising and mergers and acquisitions across technology services, business services, telecom, amongst other industries. Mr. Joshi holds a Master of Business Administration degree from The Wharton School, University of Pennsylvania, a bachelor's degree in accounting and finance from the University of Pune, and is a Chartered Accountant and member of The Institute of Chartered Accountants of India. Mr. Joshi is a member of FICCI's National Committee on Private Equity and is a member of the IVCA's Private Equity Council.</p>	<p>Mr. Dhanpal Jhaveri has over three decades of experience in investments, strategy, M&A and investment banking. Currently, he is the Vice Chairman of the Everstone Group. Dhanpal is also the Co-Founder and CEO of Eversource Capital, a leading climate investment manager with investment focus in India and now South-east Asia. Being India's largest climate investment fund, Eversource Capital has an AUM of \$ 841 Mn pioneering climate-responsive investments in industrial decarbonisation, energy transition, and urban sustainability. Prior to joining Everstone, a premier investment group focused on India and South-east Asia, with assets in excess of \$8 Bn across private equity, real estate, credit, climate investments and venture capital. Mr. Jhaveri worked as Director (Corporate Strategy) with Vedanta Resources Plc. His previous assignments include being the Head of Investment Banking at ICICI Securities and Partner for Corporate Finance at KPMG. Mr. Jhaveri holds a degree in Bachelor of Commerce from the University of Mumbai and an MBA from Babson College, USA.</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 2023-24)	NIL	NIL

Name of the Director	Mr. Aditya Joshi	Mr. Dhanpal Jhaveri
Shareholding in the Company	NIL	1000 shares jointly with his spouse Ms. Neeru Jhaveri.
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 2023-24 (No. of Meetings held during tenure of directorship)	11(12)	4(12)
Other Directorships	Nil	<ul style="list-style-type: none"> • IndoStar Asset Advisory Private Limited • Onward Technologies Limited • Interarch Building Products Limited • Amulya Corporation Private Limited • EverSource Capital Private Limited • Everock Realty Private Limited • Everock Real Estate Private Limited • JSW MG Motor India Private Limited • Avasara Leadership Institute • IMC Chamber of commerce and Industry • Asian Genco Pte. Ltd
Membership / Chairmanship of Committees of other Boards	Nil	<p>Indostar Capital Finance Limited</p> <ul style="list-style-type: none"> • Stakeholders Relationship Committee - Chairman • Corporate Social Responsibility Committee - Member • Asset liability management committee- Member <p>Interarch Building Products limited</p> <ul style="list-style-type: none"> • Audit committee- member • Nomination and remuneration committee- Member • Stakeholders Relationship Committee - Member • Risk management committee- Member • Corporate Social Responsibility Committee - Member <p>Onward technologies Limited</p> <ul style="list-style-type: none"> • Audit committee- Member • Nomination and remuneration committee- Chairman <p>Everstone Capital Advisors Private Limited</p> <ul style="list-style-type: none"> • Investment committee- Member <p>Eversource Capital Private Limited</p> <ul style="list-style-type: none"> • Investment committee- Member
Listed entities from which resigned in past three years	Nil	Nil

The Company has received declaration from Mr. Aditya Joshi and Mr. Dhanpal Jhaveri 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. Aditya Joshi and Mr. Dhanpal Jhaveri comply with the 'Fit and Proper' criteria prescribed by RBI vide its Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 - RBI/DoR/2023-24/106, DoR.FIN.REC.No.45/03.10.119/2023-24 dated 19th October, 2023.

The Board of Directors recommend the resolution(s) set out at Item No. 3 & 4 of this Notice to the Members for their consideration and approval, by way of Ordinary Resolution(s).

Except Mr. Aditya Joshi and Mr. Dhanpal Jhaveri 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. 3 & 4 of AGM Notice.