



ICFL/LS/0135/2024-25

September 30, 2024

BSE Limited

Listing Department, 1st Floor,
P J Towers, Dalal Street, Fort,
Mumbai - 400 001

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Scrip Code: 541336

Symbol: INDOSTAR

Sub: 15th Annual General Meeting of the Members of IndoStar Capital Finance Limited

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of Companies Act, 2013 read with Rules framed thereunder

Dear Sir/ Madam,

We wish to submit that in compliance with Circular No. 14/2020 dated 8 April 2020, Circular No.17/2020 dated 13 April 2020, Circular No. 20/2020 dated 5 May 2020 and Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (collectively referred as “MCA Circulars”) and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, issued by the Securities and Exchange Board of India, the 15th Annual General Meeting of the Members of IndoStar Capital Finance Limited (“AGM”) was held on Monday, September 30, 2024 at 3:00 p.m. (IST) through Video Conferencing / Other Audio Visual Means to transact the business as set out in the Notice dated September 06, 2024 convening the AGM (“AGM Notice”).

In terms of the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with the MCA Circulars, the Company had provided the Members with the facility to exercise their right to vote on the resolutions set out in the AGM Notice by remote e-voting and e-voting during the AGM. The remote e-voting commenced on Wednesday, September 25, 2024 at 10:00 a.m. (IST) and was closed on Sunday, September 29, 2024 at 05:00 p.m. (IST).

In terms of the provisions of Regulation 30 of the Listing Regulations, please find enclosed the proceedings of the AGM at **Annexure I**.

The voting results along with the Scrutinizer’s Report will be filed in due course and will be hosted on the website of the Company at www.indostarcapital.com and on the website of Central Depository Services (India) Limited at www.evotingindia.com and shall also be made available at the Registered Office and Corporate Office of the Company.

IndoStar Capital Finance Limited

Registered Office: Silver Utopia, 3rd Floor, Unit No 301-A, Opposite P & G Plaza, Cardinal Gracious Road, Chakala, Andheri (E), Mumbai - 400099, India. | T +91 22 4315 7000 | contact@indostarcapital.com | www.indostarcapital.com | CIN: L65100MH2009PLC268160

Request you to kindly take the above on record and disseminate the same on your website.

The AGM commenced at 3.00 p.m. and concluded at 3.33.p.m.

Thanking you,

Yours faithfully,

For IndoStar Capital Finance Limited

Shikha Jain

Company Secretary and Compliance Officer

(Membership No. A59686)

Encl: As above

Proceedings of the 15th Annual General Meeting of IndoStar Capital Finance Limited
("the Company")

The 15th Annual General Meeting ("AGM") of the Members of the Company was held on Monday, September 30, 2024 at 3:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") without physical presence of the Members at a common venue.

Mr. Karthikeyan Srinivasan, Chief Executive Officer welcomed the Members, fellow Directors and colleagues who joined the AGM through VC.

The Board of Directors present at the AGM introduced themselves to the Members.

Mr. Bobby Parikh, Chairman of the Audit Committee and Mr. Dhanpal Jhaveri, Chairman of Stakeholders Relationship Committee were present at the meeting.

Representative of M S K A & Associates, Chartered Accountants, (Firm registration no. 105047W) Statutory Auditors and M/s. Mehta & Mehta, Company Secretaries, Secretarial Auditor of the Company, were attending the AGM through VC.

Mr. Karthikeyan Srinivasan requested Mr. Bobby Parikh, Chairman, to occupy the chair.

Mr. Bobby Parikh occupied the chair and welcomed the Members to the AGM.

The Chairman informed the Members that the AGM was conducted through VC in compliance with the provisions of the Companies Act 2013, the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India ("SEBI"). The Chairman further informed the Members that the Company had engaged the services of Central Depository Services (India) Limited ("CDSL") for providing the facility for participation in the AGM through VC and for electronic voting on matters set out in the notice convening the AGM ("AGM Notice").

The Chairman also informed the Members that since the requirement of physical presence of the Members at a common venue has been dispensed with, the Company had made all efforts feasible under the prevailing circumstances to enable the Members to participate in the AGM through VC / OAVM and vote electronically.

The requisite quorum being present, the Chairman called the Meeting to be in order. 40 Members representing 100151341 equity shares of the Company had joined the AGM.

The Register of Directors and Key Managerial Personnel and their shareholdings, the Memorandum and Articles of Association of the Company, the certificate from the Secretarial Auditors relating to the implementation of the Company's ESOP Schemes, Register of contracts with related party and contracts and Bodies etc. in which directors are interested and relevant documents referred to in the AGM Notice were available for online inspection by Members.

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The AGM Notice which was dispatched by permitted mode was taken as read.

The Chairman informed the Members that the Statutory Audit Report(s) on the Standalone and Consolidated Financial Statements issued by M S K A & Associates, Chartered Accountants, Statutory Auditors of the Company for the financial year ended March 31, 2024 did not contained any qualifications, comments and other remarks.

The Company Secretary then read the qualifications, comments and other remarks mentioned in Secretarial Audit Report, and directed the Members to the explanations / response provided by the Board of Directors in their report.

The Chairman delivered his speech.

The Chairman informed the Members that the facility for remote e-voting on the resolutions set out in the AGM Notice was provided to the Members of the Company whose names appeared in the records of the Company as on the cut-off date - Monday, September 23, 2024. The remote e-voting period commenced on Wednesday, September 25, 2024 at 10:00 a.m. (IST) and ended on Sunday, September 29, 2024 at 05:00 p.m. (IST). The Chairman further stated that Members present in the Meeting who had not cast their vote through remote e-voting facility could cast their vote through the e-voting system provided by CDSL which was open for voting till 15 minutes from the time of closure of the AGM.

Ms. Alifya Sapatwala, of Mehta & Mehta, Practicing Company Secretaries, was appointed as Scrutinizer to conduct and scrutinize the e-voting process.

The Chairman requested Ms. Shikha Jain, Company Secretary and Compliance Officer of the Company to apprise the Members on the business items as set out in the AGM Notice which were transacted at the AGM as under:

Sr. No.	Particulars	Type of Resolution
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	Ordinary Resolution
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.	Ordinary Resolution
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.	Ordinary Resolution
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	Ordinary Resolution
Special Business:		

Sr. No.	Particulars	Type of Resolution
5.	Issue of non-convertible debentures under private placement	Special Resolution
6.	Alteration of articles of association of the company	Special Resolution

Members who had requested themselves to register as speakers were offered an opportunity to express their views or ask question/queries on resolutions as set out in the AGM Notice.

The Chairman requested the Members to note that the voting results along with the Scrutinizer's Report will be placed on the website of the Company and the website of CDSL and would be communicated to BSE Limited and the National Stock Exchange of India Limited. The Chairman authorized Ms. Shikha Jain, Company Secretary, to receive, countersign and declare the voting results.

The Chairman further requested the Members to note that the resolutions as set out in the AGM Notice shall be deemed to be passed on the date of the AGM i.e. September 30, 2024, if carried with requisite majority.

The Chairman thanked the Members for attending the Meeting and declared the AGM as concluded at 3.33 p.m.