

## COMPANY SECRETARIES

201-206, SHIV SMRITI, 2ND FLOOR, 49/A, DR. ANNIE BESANT ROAD, ABOVE CORPORATION BANK, WORLI, MUMBAI - 400 018  
TEL : +91-22-6611 9696. • E-mail: dipti@mehta-mehta.com • Visit us : www.mehta-mehta.com

### AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

#### Scrutinizer's Report

*[Pursuant to Section 108 & 110 of the Companies Act, 2013 and  
Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman  
IndoStar Capital Finance Limited  
Off No - 301, Wing A, CTS No 477, Silver Utopia,  
Chakala Road, Opp Proctor and Gamble, Andheri (E), Sahargaon,  
Maharashtra, India, Mumbai — 400099

#### Sub.: Scrutinizer's Report on voting process through E-voting for Postal Ballot

Dear Sir,

I, **Ms. Alifya Sapatwala** Partner, M/s. Mehta & Mehta, Company Secretaries have been appointed as a Scrutinizer by the Board of Directors of **IndoStar Capital Finance Limited ("the Company")** for the purpose of conducting the Postal Ballot through remote e-voting process carried out by the Company as per Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 03/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 and any other relevant circulars and notifications issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India on the resolutions as mentioned in the Notice of Postal Ballot dated Monday, April 21, 2025 in a fair and transparent manner and do hereby submit the report as under:

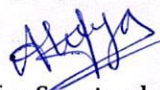
1. The Notice of Postal Ballot ("Notice") was sent to the members of the Company *vide* e-mail on Thursday, April 24, 2025.
2. The remote e-voting period commenced on Friday, April 25, 2025 (9:00 A.M. IST) and ended on Saturday, May 24, 2025 (05:00 P.M. IST).
3. The remote e-voting facility was provided by Central Depository Services (India) Limited ("CDSL").
4. The Notice of Postal Ballot was sent in electronic form only to all the shareholders whose names appeared in the Register of Members / List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose e-mail addresses were registered with the Company/Depository/ Registrar and Transfer Agent - MUFG Intime India Private Limited ("MUFG Intime").



5. The hard copies of the Notice along with Postal Ballot forms and pre-paid business envelope were not sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, communication of the assent or dissent of the Members took place through the remote e-voting system only.
6. The Members of the Company holding shares as on the "cut off" date i.e., Friday, April 18, 2025 were entitled to vote on the proposed resolution.
7. The register, in accordance with Rule 20(4)(xiv) and Rule 22(10) of the Companies (Management & Administration) Rules, 2014, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders and number of shares held by them. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining the list of shares with differential voting rights.
8. The related papers with respect to Postal Ballot will be handed over to the Company for safe custody of the same after the Chairman or any person authorized by him, signs the minutes/report of Postal Ballot process.
9. The result of the scrutiny of the above postal ballot through remote e-voting in respect of passing of resolutions contained in the Notice dated Monday, April 21, 2025 are enclosed in **Annexure 1**.

Thanking You,

For **Mehta & Mehta**  
Company Secretaries

  
Alifya Sapatwala  
Scrutinizer

ACS No: 24091

COP No: 24895

UDIN: A024091G000446546

Place: Mumbai

Date: May 26, 2025



Countersigned by

\_\_\_\_\_  
(Person authorized by Chairman)

Shikha Jain

Company Secretary and Compliance Officer

Membership No: A59686

IndoStar Capital Finance Limited

Place: Mumbai

Date: May 26, 2025



## Annexure 1

### Item No. 1: Special Resolution

Appointment of Ms. Sujatha Mohan (DIN:10743626) as a Non-Executive Independent Director.

Particulars	Remote e-voting		
	Number of Members who voted	Number of Shares for which votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	89	9,99,95,715	99.9998
Votes against the resolution	6	188	0.0002
Invalid votes	0	0	0.0000

The above resolution has been passed by the requisite majority since more than three fourth of the votes were casted in favour of the resolution.

### Item No. 2: Ordinary Resolution

Appointment of Mr. Bobby Parikh (DIN:00019437) as a Non-Executive Non-Independent Director.

Particulars	Remote e-voting		
	Number of Members who voted	Number of Shares for which votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	86	9,99,80,626	99.9847
Votes against the resolution	9	15,277	0.0153
Invalid votes	0	0	0.0000

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

### Item No. 3: Special Resolution

Amendment of Indostar ESOP Plan 2012.

Particulars	Remote e-voting		
	Number of Members who voted	Number of Shares for which votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	75	9,97,53,866	99.7580
Votes against the resolution	20	2,42,037	0.2420
Invalid votes	0	0	0.0000

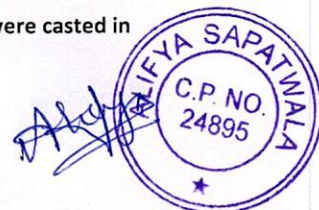
The above resolution has been passed since the votes casted in favour of the resolution are more than three times the votes against the resolution.

### Item No. 4: Special Resolution

Amendment of Indostar ESOP Plan 2016.

Particulars	Remote e-voting		
	Number of Members who voted	Number of Shares for which votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	75	9,97,53,866	99.7580
Votes against the resolution	20	2,42,037	0.2420
Invalid votes	0	0	0.0000

The above resolution has been passed by the requisite majority since more than three fourth of the votes were casted in favour of the resolution.





**Item No. 5: Special Resolution**

Amendment of Indostar ESOP Plan 2016 - II.

Particulars	Remote e-voting		
	Number of Members who voted	Number of Shares for which votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	75	9,97,53,866	99.7580
Votes against the resolution	20	2,42,037	0.2420
Invalid votes	0	0	0.0000

The above resolution has been passed by the requisite majority since more than three fourth of the votes were casted in favour of the resolution.

**Item No. 6: Special Resolution**

Amendment of Indostar ESOP Plan 2017.

Particulars	Remote e-voting		
	Number of Members who voted	Number of Shares for which votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	75	9,97,53,866	99.7580
Votes against the resolution	20	2,42,037	0.2420
Invalid votes	0	0	0.0000

The above resolution has been passed by the requisite majority since more than three fourth of the votes were casted in favour of the resolution.

**Item No. 7: Special Resolution**

Amendment of Indostar ESOP Plan 2018.

Particulars	Remote e-voting		
	Number of Members who voted	Number of Shares for which votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	83	9,99,80,544	99.9846
Votes against the resolution	12	15,359	0.0154
Invalid votes	0	0	0.0000

The above resolution has been passed by the requisite majority since more than three fourth of the votes were casted in favour of the resolution.

