



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 **16TH ANNUAL GENERAL MEETING** of the Members of **INDOSTAR CAPITAL FINANCE LIMITED (“the Company”)** is scheduled to be held on **THURSDAY, SEPTEMBER 25, 2025 at 2.00 P.M. (IST) through Video Conferencing / Other Audio-Visual Means**, to transact the below mentioned business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, 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, 2025 and the reports of the Board of Directors and Statutory Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

- To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 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, 2025 and the report of the Statutory Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

- To appoint a director in place of Mr. Devdutt Marathe (DIN: 10294876), 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. Devdutt Marathe (DIN: 10294876), who retires by rotation at the 16th 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:

- 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 ₹ 6,000 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.”

5. Appointment and payment of remuneration to Secretarial Auditor

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 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments, modifications, variations, or re-enactments thereof and as per the recommendation of the Audit Committee and the Board of Directors, approval of the Members be and is hereby accorded, for the appointment of M/s. Mehta & Mehta, Practicing Company Secretaries, (ICSI Unique Code P1996MH007500) (Peer Review Certificate No.3686/2023) ,as Secretarial Auditor of the Company, for a term of five (5)

consecutive years, commencing from 2025-26 to 2029-30 and to conduct Secretarial Audit of the Company, on such terms & conditions, including remuneration as may be determined by the Board of Directors (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), in consultation with the said Secretarial Auditors;

RESOLVED FURTHER THAT approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditors, such other services including certification or providing reports which the Secretarial Auditors may be eligible to provide or issue under the applicable laws at a remuneration as may be determined by the Board;

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. Appointment of Mr. Vishal Goenka (DIN: 10084887) as a Non-Executive Non-Independent Director of the Company

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

“**RESOLVED THAT** pursuant to (i) the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules framed thereunder including the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (“**Act**”); (ii) the applicable provisions of the Articles of Association of the Company; (iii) the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as

amended (“**Listing Regulations**”); (iv) the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as amended (“**RBI Directions**”); (v) Policy on Selection Criteria / “Fit & Proper” Person Criteria of the Company; and (vi) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications, Mr. Vishal Goenka (DIN: 10084887), who was appointed as an Additional Non-Executive Non-Independent Director of the Company in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of 16th Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Non-Executive Non-Independent Director of the Company, be and is hereby appointed as a Non-Executive Non-Independent Director of the

Company, liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company (“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 including but not limited to delegate any powers to any officials of the Company conferred upon the Board by this 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**

Shikha Jain

Company Secretary & Compliance Officer
Membership No.: ACS 59686

Place: Mumbai
Date: August 28, 2025

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 April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and the subsequent circulars issued in this regard, and the latest being General Circular No. 09/2024 dated September 19, 2024 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/2024/133 dated October 03, 2024 (**“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, 2025. 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 16th 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. 15 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. 4, 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. 4, 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. Devdutt Marathe and Mr. Vishal Goenka seeking appointment as Director 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 authorised 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 authorised signatory who are authorised 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 Friday, September 19, 2025 to Thursday, September 25, 2025 (both days inclusive).
7. SEBI vide Circular Nos. SEBI/HO/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HOOIAE_IAD-1/P/CIR/2023/145 dated July 31, 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. This will not include 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 MUFG Intime India Private Limited (**"MUFG"**) 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 2024-25 ("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 -MUFG. 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 (agency for providing the remote e-voting facility) 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 MUFG. Members can obtain the blank form SH-13 and SH-14 from MUFG. 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 MUFG, 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 MUFG or the Company Secretary by writing at investor.relations@indostarcapital.com.

15. PROCEDURE FOR REMOTE E-VOTING, ATTENDING THE AGM AND E-VOTING DURING THE AGM:

1. 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 09, 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.
2. 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.
3. The remote e-voting period commences on **Monday, September 22, 2025 at 9:00 a.m. (IST)** and ends on **Wednesday, September 24, 2025 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., **Thursday, September 18, 2025** 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., **Thursday, September 18, 2025** should treat the AGM Notice for information purpose only.

4. 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., **Thursday, September 18, 2025**.
5. **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.

Type of Members	Login Method
	<p>B. Users who have not opted for Easi / Easiest facility:</p> <ol style="list-style-type: none"> Option to register for Easi / Easiest is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 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 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.

Type of Members	Login Method
	<ol style="list-style-type: none"> 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 dematerialised 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 dematerialised 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.: 022 - 4886 7000 and 022 - 2499 7000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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:

- The Members should log on to the e-voting website at www.evotingindia.com.
- Click on **“shareholders / Members”** tab.
- Now enter your User ID, as detailed below:
 - For CDSL: 16 digits beneficiary ID;
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - Members holding shares in physical mode should enter **“Folio Number”** registered with the Company.
 - Next enter the Image Verification as displayed and Click on **“Login”**.
 - 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. 	<ul style="list-style-type: none"> Members who have updated their PAN with the Company / Depository Participants / MUFG, please enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both the Members holding shares in electronic / dematerialised mode or physical mode)

Existing Users	New Users
<ul style="list-style-type: none"> 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 not updated their PAN with the Company / Depository Participants / MUFG 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. <p>AND</p> <ul style="list-style-type: none"> Enter the Dividend Bank Details OR Date of Birth (in dd/mm/yyyy format) as recorded with your Depository Participants / Company / MUFG. 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).
<p>f. After entering these details appropriately, click on “SUBMIT” tab.</p> <p>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.</p> <p>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.</p> <p>i. Click on the EVSN 250828057 of the Company on which you choose to vote.</p> <p>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.</p>	<p>The option YES implies that you assent to a particular resolution and option NO implies that you dissent to a particular resolution.</p> <p>k. If you wish to view the entire resolution details, click on the “RESOLUTIONS FILE LINK”.</p> <p>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.</p> <p>m. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.</p> <p>n. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.</p> <p>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> <p>p. Note for Non – Individual Members and Custodians:</p> <ul style="list-style-type: none"> 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 scrutiniser 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 authorised signatory who are authorised 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 scrutiniser to verify.

6. 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.

7. 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 / OVAM 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 / OVAM 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 09 911.

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.

- 8. Mehta & Mehta, Practicing Company Secretaries, have been appointed as the Scrutiniser to scrutinise the remote e-voting process and e-voting during the AGM in a fair and transparent manner.
- 9. The Scrutiniser shall, not later than 48 hours from the conclusion of the AGM, submit a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorised by the Chairman in this behalf, who shall countersign the same.
- 10. The Chairman or any other person authorised by the Chairman in this behalf shall forthwith on receipt of the consolidated Scrutiniser's Report, declare the results of the voting within 48 hours of the conclusion of the AGM. The results declared along with the Scrutiniser'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 authorised. 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.
- 11. The resolutions as set out in the AGM Notice shall be deemed to be passed on the date of the AGM i.e. **Thursday, September 25, 2025**, subject to receipt of the requisite number of votes in favour of the resolution(s).

ANNEXURE TO THE NOTICE CONVENING THE 16TH 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. 4

Issue of non-convertible debentures under private placement

Members at the 15th Annual General Meeting of the Company held on September 30, 2024, 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 15th Annual General Meeting, does not exceed ₹ 6,000 crore (Rupees Six Thousand 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 29, 2025.

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 August 13, 2025, 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. 4 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. 4 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. 4 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. 4 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. 5

Appointment and payment of remuneration to Secretarial Auditor

Pursuant to Section 204 of the Companies Act, 2013 (‘the Act’), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practising Company Secretary, to their Board’s report, prepared under Section 134(3) of the Act.

Further, pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, a listed entity is required to appoint a Secretarial Auditor for a period not more than one

term of five consecutive years in case of an individual and for a period not more than two terms of five consecutive years in case of a firm. Further, such appointment shall be approved by the shareholders in its Annual General Meeting.

Pursuant to the provisions of the Act and Listing Regulations as stated above, the Board of Directors at its meeting held on August 13, 2025, basis the recommendation of Audit Committee, has approved the appointment of M/s. Mehta & Mehta, Practicing Company Secretaries, Peer Reviewed Firm (Peer Review Certificate No. 3686/2023) as the Secretarial Auditors of the Company for five consecutive years commencing from April 01, 2025 till March 31, 2030 and recommended the same for the approval of Shareholders at the ensuing Annual General Meeting of the Company.

Credentials of the Secretarial Auditors:

M/s. Mehta & Mehta (ICSI Unique Code P1996MH007500), a firm of Practicing Company Secretaries ("the firm") is a Peer Reviewed Firm which has been in business for several years practicing as Corporate and Legal Advisor and advising corporate clients on legal or procedural matters falling under The Companies Act, 2013, the Securities and Exchange Board of India (SEBI) Guidelines, the Securities Contracts Regulation Act, 1956, the Foreign Exchange Management Act, 1999 and other Corporate Laws and Legislations with specialisation in the above areas. The firm has diverse exposure in the areas of corporate advisory services, transactional services, litigation and legal due diligence, Compliance Audit & Assurance Services. The firm holds the 'Peer Review' certificate as issued by 'ICSI'.

M/s. Mehta & Mehta, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified from being appointed as Secretarial Auditors in terms of provisions of The Companies Act, 2013, The Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the Listing Regulations read with SEBI Circular dated December 31, 2024.

Terms of appointment and Remuneration:

(a) Term of appointment:

The Board of Directors has recommended the appointment of the firm for a term 5 (Five) consecutive financial years commencing from April 01, 2025 up to March 31, 2030 and the appointment shall be valid from the date of the

ensuing AGM till the conclusion of the AGM to be held in the year 2030.

(b) Remuneration:

The Board of Directors has approved an annual fee of ₹ 2,75,000/- (Rupees Two lakhs seventy five thousand only) for conducting the Secretarial Audit for 2025-26, plus applicable taxes and reimbursement of out-of-pocket expenses on actuals with a power to the Board of Directors (basis the recommendation of Audit Committee of the Board) to alter the fee (including upward revision of fees) during their balance part of tenure as Secretarial Auditors, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors. Besides the audit services, the Company would also obtain certifications which are to be mandatorily received from the Secretarial Auditors under various statutory regulations from time to time, for which the secretarial auditors will be remunerated separately on mutually agreed terms.

(c) Basis of recommendation for proposed appointment as Secretarial Auditors:

The Board of Directors, at its Meeting held on August 13, 2025 have considered various parameters like Secretarial Audit experience, clientele served, technical knowledge etc., and found M/s. Mehta & Mehta, Practicing Company Secretaries suitable for this appointment and accordingly, recommend the appointment based the recommendation of the Audit Committee.

Basis the rationale provided above, your directors recommend the passing of the Ordinary Resolution as set out in Item No. 5 of the accompanying Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 5 of the Notice.

Item No. 6

Appointment of Mr. Vishal Goenka (DIN: 10084887) as a Non-Executive Non-Independent Director of the Company.

Members are requested to note that in terms of the right under the shareholders' agreement ("SHA") executed among the Company, BCP V Multiple Holdings Pte. Ltd. ("Brookfield") and Indostar Capital ("ICM") which is effective from July 09, 2020, the Company received a communication from ICM nominating Mr. Vishal Goenka (DIN: 10084887) as Non-Executive Non-Independent Director on the Board of Directors of the Company.

Members are requested to note that pursuant to nomination received from ICM and upon recommendation of the Nomination & Remuneration Committee (“NRC”), the Board of Directors through resolution passed by circulation on August 28, 2025 approved appointment of Mr. Vishal Goenka, as an Additional Director in the category of Non-Executive Non-Independent Director, liable to retire by rotation, of the Company in terms of Section 161(1) of the Act, to hold office up to the date of the 16th Annual General Meeting of the Company.

Brief profile of Mr. Goenka and disclosure(s)/ information under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and the Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India are set out in Annexure to this Notice of AGM.

Members are requested to note that the Company has received consent in writing from Mr. Goenka to act as Non-Executive Non-Independent Director of the Company and declaration(s) and confirmation(s) stating that he is not disqualified from being appointed as Director of the Company in terms of Section 164 and other applicable provisions of the Act and the circulars, directions, notifications, regulations, guidelines issued by the Reserve Bank of India and the Securities and Exchange Board of India.

Members are requested to note that in terms of Section 178 of the Act, terms of reference of NRC, RBI Directions and Policy on Selection Criteria / “Fit

& Proper” Person Criteria of the Company, the NRC has assessed and confirmed the eligibility and “fit & proper” person status of the proposed director for his appointment as Non-Executive Non-Independent Director, based on the information, declarations, disclosures and undertakings provided by him.

Members are requested to note that the Company has received a notice in writing in terms of the provisions of Section 160 of the Act from a Member proposing the candidature of Mr. Goenka, as a Non-Executive Non-Independent Director on the Board of Directors of the Company. The Board of Directors recommends the resolution set out at Item No. 6 of the Notice of AGM to the Members for their consideration and approval, by way of an Ordinary Resolution.

Except Mr. Goenka or his 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. 6 of the Notice of AGM.

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

Shikha Jain

Company Secretary &
Compliance Officer

Place: Mumbai

Date: August 28, 2025 Membership No.: ACS 59686

ANNEXURE TO THE NOTICE CONVENING THE 16TH ANNUAL GENERAL MEETING
ADDITIONAL INFORMATION OF DIRECTOR(S) SEEKING APPOINTMENT AT THE 16TH ANNUAL GENERAL MEETING WITH RESPECT TO ITEM NO. 3 & 6 OF THE AGM NOTICE

Name of the Director	Mr. Devdutt Marathe	Mr. Vishal Goenka
Age	42 years	42 years
Date of first Appointment on the Board of the Company	September 8, 2023	August 28, 2025
Brief Resume, Qualifications, Experience and Nature of his expertise in functional areas	Mr. Devdutt Marathe is an investment professional with over fifteen years' experience in the Private Equity space. He is currently a Senior VP at Brookfield Asset Management focused on the Private Equity business in the India / Middle East region. Previously, Mr. Marathe was a Principal at Apax Partners, where he led or participated in several transactions across financial services, healthcare and technology sectors. Mr. Marathe holds B.Tech. and MS degrees in Electrical Engineering from IIT Madras and Caltech (USA) respectively, and a PGDM from IIM Ahmedabad.	Mr. Vishal Goenka is the Managing Director at Everstone Capital, focusing on investments in industrial and financial services businesses. He is based in Mumbai and has over 15 years of investing and banking experience across sectors. Previously, he has worked with Warburg Pincus in their India business and J.P. Morgan in their IB business. He holds a post-graduate degree in management from IIM Indore (Institute Gold Medalist) and an engineering degree from University of Mumbai. He also holds MBA from Symbiosis Institute of Business Management and Bachelor of Management Studies degree from the University of Mumbai.
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 (2024-25)	NIL	NA
Shareholding in the Company	NIL	NIL
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 2024-25 (No. of Meetings held during tenure of directorship)	15(15)	NA
Other Directorships	None	1. Integris Medtech Limited 2. Transvalve Health Private Limited 3. Transhealth Private Limited 4. Translumina Therapeutics Private Limited 5. Halemed Medical Private Limited
Membership / Chairmanship of Committees of other Boards	None	None
Listed entities from which resigned in past three years	None	None

The Company has received declaration from Mr. Devdutt Marathe and Mr. Vishal Goenka 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. Devdutt Marathe and Mr. Vishal Goenka 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 and Item No. 6 of this Notice to the Members for their consideration and approval, by way of Ordinary Resolution(s).

Except Mr. Devdutt Marathe or his 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 of AGM Notice.

Except Mr. Vishal Goenka or his 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. 6 of AGM Notice.