



**TRANSCRIPT OF THE 16TH ANNUAL GENERAL MEETING OF INDOSTAR CAPITAL FINANCE  
LIMITED**

### **Randhir Singh – Managing Director and Executive Vice Chairman**

Good afternoon, ladies and gentlemen.

I'm Randhir Singh, Managing Director and Executive vice Chairman of Indostar Capital finance Limited, and I welcome all to the 16th AGM of the company. I'm delighted to be here today as this is my privilege to address all of you as MD of the company.

In compliance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the 16<sup>th</sup> AGM of the Company is being conducted through video conferencing and few members of the board and senior management are attending the meeting from different locations. I would now request Mr. Jayesh Jain, Chief Financial Officer of the Company to introduce himself to the members.

### **Jayesh Jain – Chief Financial Officer**

Thank you Randhir. Once again a very warm welcome and good afternoon, everyone. I'm Jayesh Jain, Chief Financial Officer of the Company. It's a pleasure to be here today and your presence here is a testimony of your interests and support to the company.

### **Randhir Singh**

Thank you Jayesh.

I would now request board members who have joined through video conferencing to introduce themselves.

### **Naina Krishna Murthy - Chairperson**

Hi, good afternoon everyone. I'm Nana Krishna Murthy, Non-Executive Independent Chairperson of the Company. I have joined this meeting through video conferencing in the Brookfield office in Mumbai, BKC, and I'm very happy to be here at this meeting.

### **Randhir Singh**

Thank you. Mr. Hemant Kaul?

**Hemant Kaul**

Good afternoon, I'm Hemant Kaul, Non Executive Independent Director of the Company, and Chairman of the Audit Committee and Nomination & Remuneration Committee. I've joined the meeting through video conference from my residents at Jaipur. Thank you.

**Randhir Singh**

Thanks. Ms. Sujatha Mohan?

**Sujatha Mohan**

Good afternoon, I'm Sujatha Mohan, Non-Executive Independent Director of the Company, and I'm the Chairperson of the IT strategy committee. I've joined the meeting through video conferencing from my residents in Mumbai.

**Randhir Singh**

Thanks. Mr. Vishal?

**Vishal Goenka**

Hi, good afternoon. This is Vishal Goenka. I'm a Non Executive Director of the Company. I've joined the meeting through a video conferencing from, office in Noida. Thank you.

**Randhir Singh**

Thanks. Mr. Devdutt Marathe?

**Devdutt Marathe**

Hi, I am a Non Executive Non Independent Director of the Company, and also chairperson of the Stakeholder Relationship Committee. I have joined this meeting from my office in BKC.

**Randhir Singh**

Thanks. Okay, We also have with us Mr. Nitin Gyanchandani, Chief Risk Officer, Mr. Kekin Savla, Head – Finance and Ms. Shikha Jain – Company Secretary and compliance officer, and other members of the senior management of the Company and our business heads who have joined the meeting through video conferencing from their respective locations.

Representatives of M S K A & Associates, Chartered Accountants, the Statutory Auditors of the Company and M/s. Mehta & Mehta, Company Secretaries, the Secretarial Auditor of the Company and Scrutinizer for the e-voting process for this AGM, have also joined the meeting.

In terms of Section 104 of the Companies Act, 2013 read with the Articles of Association of the Company, I now request Ms. Naina Krishna Murthy, Chairperson, to occupy the chair and conduct the proceedings of the AGM.

**Naina Krishna Murthy**

Thank you, Mr. Singh

Dear Members,

On behalf of the Board of Directors, I extend you all a warm welcome to the 16<sup>th</sup> AGM of the Company and hope each one of you is safe, healthy and doing well.

As mentioned by Mr. Singh, we are, for the Sixth consecutive year holding the AGM through video conferencing in compliance with the provisions of Companies Act 2013, the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for providing the facility for participation in the AGM through video conferencing and for electronic voting on matters set out in the AGM Notice.

Since the requirement of physical presence of the Members at a common venue has been dispensed with, the Company has made all efforts feasible under the current circumstances to enable the Members to participate at the meeting through the video conferencing facility and vote electronically. The Facility for joining this meeting through video conferencing is made available for the members on a first-come-first-served basis.

As the AGM is being held through video conference there is no requirement of appointment of proxies, and accordingly the facility for appointment of proxies by the Members is not available.

As confirmed by the Company Secretary, the required quorum being present, I call the meeting to order.

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 are available for online inspection by Members.

Members who wish to inspect any of these documents, can write to the Company Secretary & Compliance Officer at [investor.relations@indostarcapital.com](mailto:investor.relations@indostarcapital.com).

As the Notice convening the AGM along with addendum to Notice has been dispatched by way of permitted mode, I take the same as read.

Finally, the statutory audit reports of the Company for the financial year ended 31 March 2025 do not contain any qualifications comments, and other remarks, and Ms. Shikha Jain, Company Secretary of the Company, shall read before the members. the qualifications, comments and other remarks contained in the Secretarial Audit Report for the financial year ended March 31, 2025.

**Shikha Jain – Company Secretary and Compliance Officer**

Thank you, Naina ma'am.

Good afternoon. I am Shikha Jain company Secretary of the company. I have joined the meeting through video conferencing from the registered office of the Company in Mumbai.

There are no qualifications, comments, adverse opinion and other remarks mentioned in the Statutory Auditor Reports for FY March 31, 2025 and with your consent, I will read the qualifications, comments, adverse opinion and other remarks mentioned in the Secretarial Audit Report of the Company for the Financial Year ended March 31, 2025.

**Observation no. 1**

As per Secretarial Standard -1, resolutions passed by circulation shall be noted at a subsequent Meeting of the Board and the text thereof with dissent or abstention, if any, shall be recorded in the Minutes of such Meeting. However, abstention is not noted in board meeting.

Management Response to the above – The Company has noted the remark made and has strengthened its processes and make a checker system in order to ensure compliance with the applicable laws regulations rules.

**Observation no. 2**

Regulation 17(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribes the requirement of having at least one-third of the Board of Directors as Independent Directors. However, the composition of the Board is not duly constituted in the absence of requisite number of Independent Directors.

Management Response to the above - The Company was in compliance with the provisions of Regulation 17(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations

2015 ("Listing Regulations") until March 4, 2025. Consequent to the expiry of the term of Mr. Bobby Parikh, as Independent Director and Chairman of the Company on March 4, 2025, the Board of the Company consisted of only 2 Independent Directors, as against the requirement of a minimum of 1/3rd of the Board of Directors being independent. It is submitted that in order to ensure continued compliance with Regulation 17(1) (b) and considering the importance and criticality of the position of Independent Director on the Board, the Company had initiated the process of identifying a suitable candidate well in advance to the impending expiry of term of Mr. Parikh on March 4, 2025. However, identifying a qualified individual whose expertise and experience aligned with the Company's values and principles and which could contribute positively to the business of the Company and its stakeholders took longer than as anticipated. It may be noted that after identifying and shortlisting suitable candidates and conducting proper due diligence process, the Company appointed Ms. Sujatha Mohan (DIN: 10743626) as an Independent Director w.e.f. April 21, 2025 and the Company has since been in compliance with Regulation 17(1) (b) of the Listing Regulations.

#### Observation no.3

The Company has failed to adhere to Regulation 19(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by appointing Ms. Naina Krishna Murthy as the Chairperson of the Nomination & Remuneration Committee, effective March 05, 2025, who is also the Chairperson the Board.

Management Response to the above - Pursuant to expiry of term of Mr. Bobby Parikh as Independent Director on March 4, 2025, Ms. Naina Krishna Murthy, Independent Director and having a relevant legal background, was appointed as Chairperson of the Committee for the time being, subsequently, the Board, at its meeting held on April 29, 2025, again reconstituted the Committee by appointing Mr. Hemant Kaul as a Member and Chairperson of the Committee who is not the Chairperson of the Board or the Company.

Over to you Naina mam.

#### **Naina Krishna Murthy**

Thank you, Shikha. I would like now like to take this opportunity to address the members.

It gives me immense pleasure to address you all at this 16th Annual General Meeting of IndoStar Capital Finance Limited and to present before you the performance of the Company for the financial year 2024-25.

The year 2024-25 has been a transformational year for IndoStar. The pieces we had been putting in place – a sharper focus on retail, a stronger and more balanced portfolio, deeper cultural cohesion, came together like the gears of a finely tuned engine.

This momentum was shaped against a backdrop of strong but evolving macroeconomic conditions where Indian economy recorded 6.5% GDP growth despite a volatile global backdrop. With robust credit demand, fueled by rising incomes and deeper digital penetration, NBFCs played an increasingly important role in expanding financial access, growing credit at nearly 20%, well above the 12% recorded by commercial banks. Both banks and non-banking financial companies (NBFCs) enhanced their capital and liquidity positions while steadily improving asset quality. NBFCs, in particular, deepened their role in driving financial inclusion, recording nearly 20% credit growth, outpacing commercial banks, with net advances touching INR 24.50 lakh crore.

The Indian Vehicle Financing Industry benefited from resilient demand across urban and rural markets in 2024-25, supported by the healthy performance of the Indian automobile and allied equipment sectors. Domestic automobile sales grew 7.3%, reflecting strong consumer sentiment and rising global interest in India as a manufacturing hub.

In 2024-25, IndoStar continued to expand its operations in the Vehicle Financing segment, which remains a major component of its retail lending portfolio. While domestic CV sales witnessed moderation due to market uncertainties and delays in financing cycles, the Company sustained growth in its vehicle loan book during the year with total disbursement of INR 5,167 crores and the total AUM amounting to INR 7,401 crore as on March 31, 2025

In the vehicle finance business, we continued to strengthen our niche in the used vehicle segment alongside enhancing our national presence by adding 55 in underbanked geographies and growing our network to 446 locations, primarily across Tier 3 to Tier 5 towns. A focused shift towards financing used vehicles and small commercial vehicles and pickups helped address consumption-led demand and improve collection efficiencies, particularly in rural markets. As a part of the growth strategy, the Company also launched Micro LAP vertical, designed for small businesses and rural entrepreneurs, a high-yield segment well-suited to our branches and collections infrastructure.

In 2024-25, IndoStar continued its strategic pivot towards a retail-centric model with a focus on operational discipline, asset quality, and portfolio diversification. We exited legacy businesses, most notably, divesting our housing finance subsidiary, Niwas Housing Finance Private Limited, to an affiliate of BPEA EQT for INR 1,750 crore. This move freed up capital for higher yielding segments and enhanced operational focus. The corporate lending segment has been significantly scaled down in alignment with the Company's retail-focused strategy. As of 2024-25, it contributes just 2% to the total AUM, compared to 6% in 2023-24. This sharp decline reflects the Company's deliberate exit from large-ticket corporate exposures, which previously formed a major part of its loan book.

This focused strategy combined with strengthen processes, increased use of technology and robust collection infrastructure helped in improving asset quality with Gross Stage 3 reducing to 4.52% and Net Stage 3 reducing to 2.46%,

During 2024-25, IndoStar successfully completed its maiden public issue of secured, redeemable Non- Convertible Debentures, raising INR 266 crore which was well received by debt market investors and marked the Company's entry into the NCD market as a new source of funding. In addition, the Company repaid high-cost NCDs aggregating over ` INR 2,500 crore during the year, significantly reducing its borrowing costs. As a result, the incremental cost of borrowing declined to nearly 10% by the close of 2024-25. The Company also raised INR 255 crores through issue of convertible warrants during the year. All these enabled the Company to maintain a strong liquidity position with a capital adequacy ratio of 28.5%

At the same time, the strong backing provided by Brookfield and Everstone has helped us in enhancing our capital base and provided us with added financial flexibility.

Your company has undergone a major overhaul in the preceding year in terms of improving its operational efficiency with major focus on driving innovation in product, eliminating inefficiencies, optimizing cost structures and leveraging data and technology to enhance speed, accuracy, and productivity across the loan life-cycle.

With a focus on cost optimisation, liability diversification, asset quality, and high-yielding secured retail products, we have become future-fit and are now aiming for sustained profitable growth. With our flywheel gaining momentum, we expect compounding benefits in productivity, customer value, and scalability, shifting from one-time transformation to ongoing improvement.

Finally, on behalf of the entire Board, I thank all our stakeholders for trusting and supporting us in this journey thus far. We remain committed to creating sustainable value, upholding transparency and strengthening our relationship with each of you.

Before proceeding further with the business of the meeting, I wish to inform 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 - Thursday, September 18, 2025. The remote e-voting period commenced on Monday, September 22, 2025 at 9:00 a.m. and ended on Wednesday, September 24, 2025 at 05:00 p.m.

Members present and participating in the Meeting who have not cast their vote through remote e-voting facility can cast their vote through the e-voting system provided by CDSL which is now open for voting and will close after 15 minutes from the time of closure of this meeting. In case



members face any difficulty, they may reach out on the helpline numbers provided in the AGM Notice.

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

Since the AGM is being held through video conferencing and all the resolutions mentioned in the Notice convening this AGM have been already put to vote through remote e-voting, there will be no proposing and seconding of resolutions.

I now proceed with formal agenda as set out in the AGM Notice and request Ms. Shikha Jain, Company Secretary of the Company to read out the proposed resolutions.

**Shikha Jain**

Thank you ma'am.

**Ordinary Business(es)**

**Resolution No. 1:**

**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.**

The Standalone financial statements of the Company for the financial year ended March 31, 2025 including the reports of Board of Directors and Auditor thereon have already been provided to the members.

**Resolution No. 2:**

**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.**

The Consolidated financial statements of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon have already been provided to the members.

**Resolution No. 3:**

**To appoint a Director in place of Mr. Devdutt Marathe (DIN: 10294876), who retires by rotation and being eligible, offers himself for re-appointment.**

Members are requested to note that a brief profile of Mr. Devdutt Marathe is annexed to the AGM Notice for your reference.

## **Special Business(es)**

### **Resolution No. 4:**

#### **Issue of non-convertible debentures under private placement.**

In terms of Section 42 of the Companies Act, 2013 and to enable the Company to raise funds by way of issuance of NCDs, the special resolution for issue and allotment of NCDs upto ₹ 6,000 crore, during a period of 1 year from the date of this resolution, is recommended to the Members for their consideration and approval.

### **Resolution No. 5:**

#### **Appointment and payment of remuneration to Secretarial Auditor Rationale:**

In terms of the provisions of Sections 204 of the Companies Act, 2013 (the “Act”) and the Companies (Incorporation) Rules, 2014 read with Regulation 24A and 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the ordinary resolution for appointment M/s Mehta & Mehta, Practicing Company Secretaries as of the Secretarial Auditor for the period of 5 consecutive years and payment of remuneration to them is recommended to the Members for their consideration and approval. Members are requested to note that profile of M/s Mehta & Mehta along with their suitability for the said appointment is provided in the AGM Notice for your reference.

### **Resolution 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 a written notice in terms of the provisions of Section 160 of the Companies Act, 2013 has been received from a Member proposing the candidature of Mr. Vishal Goenka as a Non-Executive Non-Independent Directors on the Board of Director of the Company. Mr. Goenka was appointed as an Additional Director on the Board of the Company w.e.f. August 28, 2025. A brief profile of Mr. Goenka is annexed to the AGM Notice for reference and approval of the Members is sought on the same by way of ordinary resolution.

Over to you mam.

**Naina Krishna Murthy**

Thank you, Shikha. The Company had provided its Members with the facility of registering themselves as “Speakers”, to enable Members to express their views / ask questions during the AGM. We have received request from seven Members to register themselves as speaker for the AGM. We request speakers to limit their speech to 3 minutes and if a query is raised by an earlier speaker, please do not repeat the same for the benefit of other Members. We request the Speakers to address their speech as per the names called out and the management shall address the queries, if any, at the end.

We will now proceed to interact with the Speakers.

Our first speaker is Mr. Jehangir Batiwala  
(Did not join the meeting)

Our second speaker is Mr. Bimal Agarwal  
(Did not join the meeting)

Then we'll proceed to the next one, Mr.Kishor Kachalia  
(Did not join the meeting)

The next speaker is Ms. Vasudha Dakwe

**Ms. Vasudha Dakwe**

Please unmute me, Okay.

Thank you, respected chairperson mam, board of directors, and my fellow shareholder, myself Vasudha Dakwe. The opening speech given by the chairperson is very informative and excellent. I am also thankful to the secretarial team for sending me the soft copy of the report well in advance which itself is clear and transparent and helping me a lot to join this VC conference link. I would like to ask what is our next two to three years pipeline, R and D expenditure plan and CapEx plan for next two years. With this, I support all the resolution. Thank you very much and wish the company all the best for coming financial year and my best wishes for the coming festival. Thank you very much sir.

**Naina Krishna Murthy**

Thank you, Ms. Dakwe. Thank you so much for your kind words.

Our next speaker is Ms. Prakashini Shenoy

### **Prakashini Shenoy**

I'm Prakashini Ganesh Shenoy from Bombay. Respected honorable chairman, other dignitaries on the board, my fellow shareholders, Good afternoon to all of you. I received the report well in time, which is colorful, informative, transparent, and contains all the information as for the corporate governance. I thank the Company Secretary and her team for the same.

The Chairman has given a beautiful picture regarding the Company and its working in all parameters. Thank you chairman sir. Sir, now my question, kindly highlight the future roadmap for growth and risk and business due to global situation. And what is how, what is the future plan of the company? And my last question is, how are we planning for digital India? I wish the company good luck for a bright future and pray God that the profit of the company shall reach the peak in due course. Chairman sir, last but not the least, my earnest request to you, please continue with VC so that people will have an opportunity to express the views. I wish the company good luck for a bright future and pray God that the profit of the company shall reach the peak in due course. Sir, I strongly and wholeheartedly support all the resolutions put both in today's meeting. Thank you, chairman, sir.

### **Naina Krishna Murthy**

Thank you, Ms. Shenoy and thank you for your kind words and as the management has said, we will respond to all questions, at the end of the speaker list so that we can consolidate our responses together.

Our next speaker is Ms. Lekha Shah

### **Lekha Shah**

Board of Directors, and my fellow members. Good afternoon and regards to everyone, I'm joining this meeting from Mumbai. I would sincerely like to thank our company secretary Shikha ma'am, for extending very good services and also sending the notice well in time. And I'm delighted to say it's so beautiful, full of collages and fact and pictures in place.

Mam's opening remarks, they're so insightful and comprehensive that you have already addressed everything I had in mind. May this and all the upcoming festivals bring you evident joy and blessing ma'am.

I'm proud to be a shareholder of this company. Mam, I have complete trust and faith in your Board of Directors and there is no question ma'am. Mam, I totally agree with my previous speaker, Prakashini from Mumbai, please continue video conference meeting in future. So I would like to say, I strongly and wholeheartedly support all the resolutions for today's meeting. Thank you ma'am.

**Naina Krishna Murthy**

Thank you very much, Ms. Shah, for your encouraging words and your faith and your commitment to this Company. And we are very happy to have shareholders like you and all the other speakers in this company. So thank you so much.

Our final speaker, is Mr. Ankur Chanda.  
(Did not join the meeting)

**Randhir Singh**

Okay, thank you shareholders.

Like we said that we will provide a consolidated response to your questions, so I think the one was that what is it that we're doing on the digital India end

So I'm pleased to, share with you that we have achieved significant digitization in the last six months. And as things stand today, we have the ability to do the entire processing of loan, whether it's the application form or whether it's agreement or cash handling, all of that we have digitized and I think we, except, for regulatory documents, which is let's say a mortgage document or a RC related papers which have to be signed physically as for the current regulations, pretty much everything else we have digitized in the last six months. So, we are doing our bit on the digital India.

On the growth and the risk of the company I think like any NBFC what we want to do is, and that is the focus the management is, that growth is obviously important, but we want to make sure that this growth comes with profitability and portfolio quality. So we'll continue pursuing what we always told you that we will grow the company responsibly while maintaining profitability and portfolio quality. On the question on CapEx, we do have fairly limited CapEx because as you would have noted in the past as well that we already have a significant branch presence about 450 plus, and there is no plan for any significant CapEx, so you will find it similar to or slightly muted compared to last two years. Is there any other questions we're happy to take it.

Thank you. Over to you Naina mam.

**Naina Krishna Murthy**

Thank you. Members who have still not voted on resolutions are requested to cast their vote on CDSL e-voting system which will be available for the next 15 minutes by clicking on the EVSN no., next to the live streaming link inside your e-voting login on [www.evotingindia.com](http://www.evotingindia.com). The

detailed process of voting is mentioned in the AGM Notice. In case members face any difficulty, they may reach out on the helpline numbers provided in the AGM Notice.

Voting results on each resolution will be an aggregation of valid votes cast through remote e-voting and e-voting during the AGM.

The Scrutinizer will make a consolidated Scrutinizer's Report of the total votes cast in favour or against. On receipt of the consolidated report from the Scrutinizer, the results shall be declared and the results along with the Scrutinizer's Report will be placed on the website of the Company and the website of CDSL and will also be communicated to the stock exchanges.

I am authorising Ms. Shikha Jain, the Company Secretary to receive the Scrutinizer's Register, Report on e-voting and other related papers with requisite details and also to counter-sign the Scrutinizer's Report upon receipt of the same and declare the Results.

The resolutions as set out in the AGM Notice shall be deemed to be passed on the date of the AGM i.e. September 25, 2025, if carried with requisite majority.

With the completion of the above, I declare this AGM as concluded and thank the Members for their valuable time.

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