



## INDOSTAR CAPITAL FINANCE LIMITED

**Registered & Corporate Office:** One Indiabulls Center, 20<sup>th</sup> Floor, Tower 2A, Jupiter Mills Compound,  
Senapati Bapat Marg, Mumbai – 400 013

**Corporate Identity Number:** L65100MH2009PLC268160

**Tel:** +91 22 43157000; **Fax:** +91 22 43157010

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

### FORM NO. MGT-11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s): \_\_\_\_\_  
Registered Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Folio No./ Client ID : \_\_\_\_\_  
DP ID : \_\_\_\_\_

I / We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him;
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him;
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email Id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my / our Proxy to attend and vote (on poll) for me / us and on my / our behalf at the **9<sup>th</sup> ANNUAL GENERAL MEETING** of the Company, to be held on **THURSDAY, SEPTEMBER 27, 2018 at 11:00 a.m. (IST)** at **RAVINDRA NATYA MANDIR, P.L. DESHPANDE MAHARASHTRA KALA ACADEMY, NEAR SIDDHIVINAYAK TEMPLE, SAYANI ROAD, PRABHADEVI, MUMBAI – 400025** and at any adjournment thereof in respect of such resolutions as are indicated below:

Reso. No.	Ordinary Business
1.	To receive, consider and adopt: (a) the standalone audited financial statements of the Company for the financial year ended March 31, 2018, along with the report(s) of the Board of Directors and the Auditors thereon; and (b) the consolidated audited financial statements of the Company for the financial year ended March 31, 2018 and the report of the Auditors thereon.
2.	To appoint a Director in place of Mr. Dhanpal Jhaveri (DIN: 02018124), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
	Special Business
3.	Increase in the borrowing limits of the Company to ₹ 20,000 crore, over and above the aggregate, for the time being, of the paid-up share capital, free reserves and securities premium of the Company.
4.	Issue of Non-Convertible Debentures under Private Placement, during a period of 1 year commencing from the date of passing of the Special Resolution at the 9 <sup>th</sup> Annual General Meeting, not exceeding ₹ 12,000 crore.
5.	Ratification and amendment of IndoStar ESOP Plan 2012.
6.	Ratification and amendment of IndoStar ESOP Plan 2016.
7.	Ratification and amendment of IndoStar ESOP Plan 2016 – II.
8.	Ratification and amendment of IndoStar ESOP Plan 2017.
9.	Ratification and amendment of IndoStar ESOP Plan 2018.
10.	Ratification of IndoStar ESOP Plan(s) for grant of options to the Eligible Employees of Subsidiary Companies / Holding Company.
11.	Alteration to the Articles of Association of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2018

Signature of shareholder: \_\_\_\_\_

Signature of proxy holder(s): \_\_\_\_\_



#### NOTE:

**THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE MUST BE DULY COMPLETED, STAMPED, SIGNED AND DEPOSITED WITH THE COMPANY AT ITS REGISTERED & CORPORATE OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**