

H Choudhary & Associates

Company Secretaries

57, Ground Floor, 343-C, Badamwadi, Kalbadevi Road, Kalbadevi, Mumbai - 400002. Tel. : 022-22400055 Mob. : 9594164163. E-mail : csharnath17@gmail.com

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 20141

To.

The Chairman of Extraordinary General Meeting of the Members of IndoStar Capital Finance Limited One Indiabulls Centre, 17th Floor Tower 2A, Jupiter Mills Compound Senapati Bapat Marg. Mumbai - 400013

Dear Sir,

- I, CS Harnath Choudhary (Certificate of Practice No. 9369), Company Secretary in Whole Time Practice, 1. representing H Choudhary & Associates, have been appointed by the Board of Directors of IndoStar Capital Finance Limited ("ICF" or "Company") as Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the Ordinary Resolution(s) contained in the Notice of the Extraordinary General Meeting ("EGM") of the Company scheduled to be held on March 28, 2015 at 11.00 a.m. at One Indiabulls Centre, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai - 400013.
- The Management of the Company is responsible to ensure the compliance with the requirements of the 2. Companies Act, 2013 and Rules relating to voting through electronic means on the Ordinary Resolution(s) contained in the Notice of the EGM of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favor" or "against" the Ordinary Resolution(s) stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL") the authorized agency engaged to provide e-voting facilities.
- 3. Further to the above, I submit my Report as under:
 - The e-voting period remained open from Tuesday March 24, 2015 (09:00 A.M.) to Tuesday March 24, i) 2015 (09:00 P.M.).
 - The Members of the Company as on the "cut-off" date i.e. March 13, 2015 were entitled to vote on the ii) Ordinary Resolution(s) (Item No. 1 to 4 as set out in the Notice of the EGM of the Company).
 - The votes cast were unblocked on March 24, 2015 in the presence of 2 witnesses, Mr. Pratik B Shah and iii) Mr. Dhaval Bangali, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

7. B. shah shah) MODAHK R No Nory SECR

Bangali DK. (Bangali Dhaval)

iv) The details containing *inter alia*, list of Members, who voted "for", "against" the Ordinary Resolution(s) that were put to vote, was generated from the e-voting website of the CDSL i.e. <u>https://www.evoting.india.com</u> and based on such reports generated, the result of the e-voting is as under :

Item No 1:

Appointment of Mr. Eric Schwartz (DIN 03510540) as Independent Director of the Company

i) Vote in favor of the Ordinary Resolution:

	Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN No: 150317003 (for Fully Paid-up Equity Shares)	Nil	NA	NA
EVSN No: 150317002 (for Partly Paid-up Equity Shares)	Nil	NA	NA
Total	Nil	NA	NA

ii) Voted Against the Ordinary Resolution:

	Number of voted	members	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN No: 150317003 (for Fully Paid-up Equity Shares)	Ň	il	NA	NA
EVSN No: 150317002 (for Partly Paid-up Equity Shares)	N	1	NA	NA
Total	N	il	NA	NA

iii) Invalid votes:

	Number of memb voted	ers Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN No: 150317003 (for Fully Paid-up Equity Shares)	Nit	NA	NA
EVSN No: 150317002 (for Partly Paid-up Equity Shares)	Nil	NA	NA
Total	Nil	NA	NA

Item No. 2

Appointment of Mr. Bobby Parikh (DIN 00019437) as Independent Director of the Company

i) Vote in favor of the Ordinary Resolution

WIL CE	Number voted	of	members	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
CP NO 9369 HA MUMBAI					J

EVSN No: 150317003 (for Fully Paid-up Equity	Nil	NA	NA
Shares) EVSN No: 150317002	Nil	NA	NA
(for Partly Paid-up Equity Shares)			
Total	Nil	NA	NA

ii) Voted Against the Ordinary Resolution:

	Number voted	of	members	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN No: 150317003 (for Fully Paid-up Equity Shares)		Nil		NA	NA
EVSN No: 150317002 (for Partly Paid-up Equity Shares)		Nil		NA	NA
Total		Nil		NA	NA

iii) Invalid votes:

	Number voted	of	members	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN No: 150317003 (for Fully Paid-up Equity Shares)		Nil		NA	NA
EVSN No: 150317002 (for Partly Paid-up Equity Shares)		Nil		NA	NA
Total		Nil	····	NA	NA

Item No 3

Appointment of Mr. Ravi Narain (DIN 00062596) as Independent Director of the Company

i) Vote in favor of the Ordinary Resolution:

	Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN No: 150317003 (for Fully Paid-up Equity Shares)	Nil	NA	NA
EVSN No: 150317002 (for Partly Paid-up Equity Shares)	Nil	NA	NA
Total	Nil	NA	NA



ii) Voted Against the Ordinary Resolution:

	Number voted	of mem	bers Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN No: 150317003 (for Fully Paid-up Equity Shares)		Nil	NA	NA
EVSN No: 150317002 (for Partly Paid-up Equity Shares)		Nil	NA	NA
Total	······································	Nil	NA	NA

iii) Invalid votes:

	Number voted	of	members	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN No: 150317003 (for Fully Paid-up Equity Shares)		Nil		NA	NA
EVSN No: 150317002 (for Partly Paid-up Equity Shares)		Nil		NA	NA
Total		Nil		NA	NA

<u>item No 4</u>

Appointment of Mr. Sivanandhan Dhanushkodi (DIN 03607203) as Independent Director of the Company

i) Vote in favor of the Ordinary Resolution:

	Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN No: 150317003 (for Fully Paid-up Equity Shares)	Nil	NA	NA
EVSN No: 150317002 (for Partly Paid-up Equity Shares)	Nil	NA	NA
Total	Nil	NA	NA

ii) Voted Against the Ordinary Resolution:

	Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN No: 150317003 (for Fully Paid-up Equity Shares)	Nil	NA	NA
EVSN No: 150317002 (for Partly Paid-up Equity Shares)	Nil	NA	NA
Total	Nil	NA	NA



iii) Invalid votes:

-

	Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favor and Against)
EVSN No: 150317003 (for Fully Paid-up Equity Shares)	Nil	NA	NA
EVSN No: 150317002 (for Partly Paid-up Equity Shares)	Nil	NA	NA
Total	Nil	NA	NA

Thanking you, Yours faithfully,

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Harnath Choudhary For H Choudhary & Associates Company Secretaries ACS-25585; CP-9369

Place: Mumbai Date: March 25, 2015





H Choudhary & Associates

Company Secretaries

57, Ground Floor, 343-C, Badamwadi, Kalbadevi Road, Kalbadevi, Mumbai - 400002. Tel. : 022-22400055 Mob. : 9594164163. E-mail : csharnath17@gmail.com

FORM No. MGT-13 Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of Extraordinary General Meeting of the Members of IndoStarCapital Finance Limited One Indiabulls Centre, 17th Floor Tower 2A, Jupiter Mills Compound SenapatiBapatMarg, Mumbai – 400013

Extraordinary General Meeting of the Members of IndoStarCapital Finance Limited held on March 28, 2015at 11.00 a.m. at One Indiabulls Centre, 17th Floor, Tower 2A, Jupiter Mills Compound, SenapatiBapatMarg, Mumbai – 400013.

Dear Sir,

I, CS Harnath Choudhary (Certificate of Practice No. 9369), Company Secretary in Whole Time Practice, representing H Choudhary & Associates, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Extraordinary General Meeting of the Members of IndoStarCapital Finance Limited, held on March 28, 2015 at 11.00 a.m. at One Indiabulls Centre, 17th Floor, Tower 2A, Jupiter Mills Compound, SenapatiBapatMarg, Mumbai – 400013, submit my Report as under:

- After the time fixed for closing of the poll by the Chairman, 2Polling Boxes, one each for Fully Paid-up Shares and Partly Paid-up Shares, kept for polling were locked in my presence with due identification marks placed by me.
- 2. The locked Polling Boxes were subsequently opened in mypresence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept-separately.

OR

- 4. I did not find any poll papers invalid.
- 5. The result of the Poll is as under:

ITEM 1: Appointment of Mr. Eric Schwartz (DIN 03510540) as Independent Director of the Company

(i) Voted in favour of the Ordinary Resolution:

and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
	6,86,27,677.19 (6,86,19,367 votes cast by Members holding Fully Paid-	100% (99.99% votes cast by Members holding Fully Paid-

ane	mber of Members present d voting (in person or by oxy)	Number of votes cast by them	% of total number of valid votes cast
-	Paid-up Equity Shares of Rs. 10/- each (Rs. 0.01 paid	upEquity Shares + 8,310.19* votes cast by Members holding Partly Paid-up Equity Shares)	up Equity Shares + 0.01% votes cast by Members holding Partly Paid-up Equity
	up)		Shares)

(ii) Voted against the Ordinary Resolution:

Number of Members present and voting (in person or by proxy)	-	% of total number of valid votes cast
0	Nil	Nil

(iii) Invalid votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	Nil	Nil

ITEM 2: Appointment of Mr. Bobby Parikh (DIN 00019437) as IndependentDirector of the Company

(i)Voted in favour of the Ordinary Resolution:

an	mber of Members present d voting (in person or by pxy)	Number of votes cast by them	% of total number of valid votes cast
-	4 Members holding Fully	6,86,27,677.19	100%
	Paid-up Equity Shares of	(6,86,19,367 votes cast by	(99.99% votes cast by
	Rs. 10/- each	Members holding Fully Paid-up	Members holding Fully Paid-
-	7 Members holding Partly	Equity Shares + 8,310.19* votes	up Equity Shares + 0.01%
	Paid-up Equity Shares of	cast by Members holding Partly	votes cast by Members
	Rs. 10/- each (Rs. 0.01 paid	Paid-up Equity Shares)	holding Partly Paid-up Equity
	up)		Shares)

*As per the Articles of Association of theCompany the Members holding Partly Paid up Shares shall have voting right in proportion to their share in the Paid-up Share Capital. Accordingly, Partly Paid-up Shares' votes are taken as 1 vote against 1000 partly Paid-up shares.

(ii) Voted against the Ordinary Resolution:

Number of Members present and voting (in person or by proxy)		% of total number of valid votes cast
0	Nil	Nil

(iii) Invalid votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	Nil	Nil

ITEM 3: Appointment of Mr. Ravi Narain (DIN 00062596) as IndependentDirector of the Company

()Voled in fayour of the Ordinary Resolution:



Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
 4 Members holding Fully Paid-up Equity Shares of Rs. 10/- each 7 Members holding Partly Paid-up Equity Shares of Rs. 10/- each (Rs. 0.01 paid up) 	6,86,27,677.19 (6,86,19,367 votes cast by Members holding Fully Paid-up Equity Shares + 8,310.19* votes cast by Members holding Partly Paid-up Equity Shares)	100% (99.99% votes cast by Members holding Fully Paid- up Equity Shares + 0.01% votes cast by Members holding Partly Paid-up Equity Shares)

(ii) Voted against the Ordinary Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	Nil	Nil

(iii) Invalid votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	Nil	Nil

ITEM 4: Appointment of Mr. Sivanandhan Dhanushkodi (DIN 03607203) as Independent Director of the Company

(i)Voted in favour of the Ordinary Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
 4 Members holding Fully Paid-up Equity Shares of Rs. 10/- each 7 Members holding Partly Paid-up Equity Shares of Rs. 10/- each (Rs. 0.01 paid up) 	6,86,27,677.19 (6,86,19,367 votes cast by Members holding Fully Paid-up Equity Shares + 8,310.19* votes cast by Members holding Partly Paid-up Equity Shares)	100% (99.99% votes cast by Members holding Fully Paid- up Equity Shares + 0.01% votes cast by Members holding Partly Paid-up Equity Shares)

*As per the Articles of Association of theCompany the Members holding Partly Paid up Shares shall have voting right in proportion to their share in the Paid-up Share Capital. Accordingly, Partly Paid-up Shares' votes are taken as 1 vote against 1000 partly Paid-up shares.

(ii) Voted against the Ordinary Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	Nil	Nil

(iii) Invalid votes:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0 EN age	Nil	Nil
CP NO.9369 MUMBAI		
ANY SECRETAR		

- 6. A Compact Disc (CD) containing a list of Members who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 7. The poll papers and all other relevant records were sealed and handed over to the Mr. Jitendra Bhati, AVP- Compliance& Secretarial authorized by the Board for safe keeping.

Thanking you,



Yours faithfully,

Harnath Choudhary H Choudhary & Associates **Company Secretaries**

ACS-25585; CP-9369

Place: Mumbai Date: March 28, 2015 CS Harnath Choudhary B.com, ACS



H Choudhary & Associates

Company Secretaries

 Ground Floor, 343-C, Badamwadi, Kalbadevi Road, Kalbadevi, Mumbai - 400002. Tel. : 022-22400055 Mob. : 9594164163. E-mail : csharnath17@gmail.com

Scrutinizer's Report- Combined

To,

The Chairman of Extraordinary General Meeting of the Members of IndoStar Capital Finance Limited (the Company) held on March 28, 2015, One Indiabulls Centre, 17th Floor Tower 2A, Jupiter Mills Compound Senapati Bapat Marg, Mumbai – 400013

Dear Sir,

- 1. I, CS Harnath Choudhary (Certificate of Practice No. 9369), representing M/s. H Choudhary & Associates have been appointed as a Scrutinizer by
 - the Board of Directors of IndoStar Capital Finance Limited (the "Company") for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules);and
 - ii) the Chairman of the Extraordinary General Meeting ("EGM") under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, for conducting the Poll process at the EGM of the Company, held on March 28, 2015 at 11.00 a.m. at One Indiabulls Centre, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400013.
- 2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the Ordinary Resolution(s) contained in the Notice of the EGM of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the EGM is restricted to make a Scrutinizer's Report of the votes cast "in favor" or "against" the Ordinary Resolution(s) stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Ltd ("CDSL") the authorized agency engaged by the Company to provide e-voting facilities for e-voting and votes cast at the poll (through physical means) at EGM.
- 3. I have issued separate Scrutinizer's Report dated March 25, 2015 on the e-voting on the Ordinary Resolution(s) contained in the Notice of the EGM and Scrutinizer's Report on Poll in Form No. MGT 13. As requested by management I submit herewith my combined Report on the results of e-voting together with that of poll as under:



Sub Matter of Ordinary Resolution	Item No. 1 Appointment of Mr. Eric Schwartz (DIN 03510540) as Independent Director of the Company						
	t.,	Fully Paid Up		Partly Paid U	JP		
	Number of Members Voted	Number of Votes Casted by them	% of total number of valid votes cast	Number of Members Voted	Number of Votes Casted by them	% of total number of valid votes cast	
			Poll				
Voted For the Resolution	4	6,86,19,367	99.99	7	8,310.19*	0.01	
Voted against the Resolution	-	+	-	-	-	-	
		Ę	-Voting				
Voted For the Resolution	0	0	0	0	0	0	
Voted against the Resolution	0	0	0	0	0	0	
Grand Total	4	6,86,19,367	99.99	7	8,310.19*	0.01	
Total Number of Members Voted		 4 Members holding Fully Paid-up Equity Shares of Rs. 10/- each 7 Members holding Partly Paid-up Equity Shares of Rs. 10/- each 					
Total Number of V	/otes Cast	(Rs. 0.01 paid 6,86,27,677.19	up)				
% of Total Number votes cast		100%					
Final Result		Special Resolutio	n passed at the	e EGM unanim	ously		



Sub Matter of Ordinary Resolution	Item No. 2 Appointment Company	of Mr. Bobby Pa	arikh (DIN 00	019437) as l	ndependent Dir	ector of the	
Resolution	oompany	Fully Paid Up		Partly Paid L			
	Number of Members Voted	Number of Votes Casted by them	% of total number of valid votes cast	Number of Members Voted	Number of Votes Casted by them	% of total number of valid votes cast	
			Poll				
Voted For the Resolution	4	6,86,19,367	99.99	7	8,310.19*	0.01	
Voted against the Resolution	-	_	F	-		-	
		E	-Voting				
Voted For the Resolution	0	0	. 0	0	0	0	
Voted against the Resolution	0	0	0	0	0	0	
Grand Total	4	6,86,19,367	99.99	7	8,310.19*	0.01	
Total Number of M Voted	1embers	 4 Members holding Fully Paid-up Equity Shares of Rs. 10/- each 7 Members holding Partly Paid-up Equity Shares of Rs. 10/- each 					
		(Rs. 0.01 paid		raiu-up cyun	y Shales of R	5. TU/- each	
Total Number of V % of Total Numbe votes cast		6,86,27,677.19 100%					
Final Result		Special Resolution passed at the EGM unanimously					



Sub Matter of Ordinary Resolution	}	of Mr. Ravi Narain	(DIN 00062596	6) as Independ	ent Director of th	e Company	
· · · · ·		Fully Paid Up		Partly Paid I	Partly Paid UP		
	Number of Members Voted	Number of Votes Casted by them	% of total number of valid votes cast	Number of	Number of Votes Casted by them	% of total number of valid votes cast	
			Poll				
Voted For the Resolution	4	6,86,19,367	99.99	7	8,310.19*	0.01	
Voted against the Resolution	-	-	-	-	-	-	
		E	-Voting				
Voted For the Resolution	0	0	0	0	0	0	
Voted against the Resolution	0	0	0	0	0	0	
Grand Total	4	6,86,19,367	99.99	7	8,310.19*	0.01	
Total Number of Members Voted					ares of Rs. 10/- o		
		(Rs. 0.01 paid	up)	- and op Equit			
Total Number of V % of Total Number		6,86,27,677.19 100%					
votes cast Final Result		Choolel Depatration		<u> </u>	1	-+	
An northe Adiation of A		Special Resolution	i passed at the	EGIVI unanimo	Dusiy		



Sub Matter of Ordinary Resolution	Item No. 4 Appointment the Company	of Mr. Sivanandhar	n Dhanushkodi	(DIN 0360720	3) as Independe	nt Director of
	_	Fully Paid Up		Partly Paid I	JP	······································
	Number of Members Voted	Number of Votes Casted by them	% of total number of valid votes cast	Number of	Number of Votes Casted by them	% of total number of valid votes cast
			Poll			
Voted For the Resolution	4	6,86,19,367	99.99	7	8,310.19*	0.01
Voted against the Resolution	-	-	-	-	-	-
		E	-Voting			·····
Voted For the Resolution	0	0	0	0	0	0
Voted against the Resolution	0	0	0	0	0	0
Grand Total	4	6,86,19,367	99.99	7	8,310.19*	0.01
Total Number of Members Voted		- 7 Members h	olding Partly		ares of Rs. 10/- o	
Total Number of V	otes Cast	(Rs. 0.01 paid	up)	· · · · · · · · · · · · · · · · · · ·		
% of Total Number of valid votes cast		6,86,27,677.19 100%				
Final Result	······································	Special Resolution	n passed at the	EGM unanimo	ously	· · · · · · · · · · · · · · · · · · ·

Thanking you,

Yours faithfully 0010

CS Harnath Choudhary For H Choudhary & Associates Company Secretaries ACS-25585; CP-9369

57, Ground Floor, 343-C, Badamwadi, Kalbadevi Road, Kalbadevi, Mumbai-400002

Place: Mumbai Date: March 28, 2015





RESULT OF E-VOTING AND POLL DECLARED BY THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING HELD ON MARCH 28, 2015

Pursuant to the applicable provisions of Companies Act, 2013 and rules framed thereunder, the Extraordinary General Meeting ("EGM") of the Company was held on Saturday, March 28, 2015 at 11:00 A.M at One Indiabulis Centre, Tower 2A, 17th Floor, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400013, to seek approval of Members of the Company on the business mentioned in the Notice of the EGM dated March 17, 2015.

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014, the Company had provided facility to the Members to vote electronically ("e-voting") on the Ordinary Resolution mentioned in the Notice of EGM dated March 17, 2015 and had appointed M/s. H Choudhary & Associates, represented by CS Harnath Choudhary (Certificate of Practice No. 9369), as a Scrutinizer to conduct the e-voting process in a fair and transparent manner. The e-voting period commenced on March 24, 2015 from 9:00 a.m and concluded on March 24, 2015 at 9:00 p.m. The Company had also provided the facility to the Members who were not able to vote electronically; to cast their vote through poll at the EGM. The Chairman of the EGM under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, with the consent of the Members present at meeting appointed M/s. H Choudhary & Associates, represented by CS Harnath Choudhary & Associates, represented by CS Harnath Choudhary & Scrutinizer for conducting the Poll process at the EGM held on the March 28, 2015.

Sub Matter of Ordinary Resolution	Item No. 1 Appointment Company	t of Mr. Eric Sch	wartz (DIN (,	•	Director of the
		Fully Paid Up		Partly Paid	UP	
	Number of Members Voted	Number of Votes Casted by them	% of total number of valid votes cast	Number of Members Voted	Number of Votes Casted by them	% of total number of valid votes cast
	·		Poll	,	•	ι
Voted For the Resolution	4	6,86,19,367	99.99	7	8,310.19*	0.01
Voted against the Resolution	-	-			-	-
	<u> </u>	E-'	Voting			
Voted For the Resolution	0	0	0	0	0	0
Voted against the Resolution	0	0	0	0	0	0
Grand Total	4	6,86,19,367	99.99	7	8,310.19*	0.01
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The Scrutinizer submitted his reports on e-voting, poll and combined Report on the e-voting and poll on March 28, 2015 and the following results were announced on March 28, 2015 by the Chairman at the EGM:

IndoStar Capital Finance Limited

Corp. Office: One Indiabulls Center, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai 400 013, India Registered Office: Room # 6, 4th Floor, Commerce House, 2A Ganesh Chandra Avenue, Kolkata 700 013

CIN : U51909WB2009PLC136998 T : +91 22 4315 7000 F : +91 22 4315 7010 E : contact@indostarcapital.com W : www.indostarcapital.com



Total Number of Members Voted	 4 Members holding Fully Paid-up Equity Shares of Rs. 10/- each 7 Members holding Partly Paid-up Equity Shares of Rs. 10/- each (Rs. 0.01 paid up)
Total Number of Votes Cast	6,86,27,677.19
% of Total Number of valid votes cast	100%
Final Result	Ordinary Resolution passed at the EGM unanimously

Sub Matter of Ordinary Resolution	Item No. 2 Appointment Company	of Mr. Bobby Pa	nrikh (DIN 000	019437) as In	dependent D	Director of the		
		Fully Paid Up		Partly Paid UP				
	Number of Members Voted	Number of Votes Casted by them	% of total number of valid votes cast	Number of Members Voted	Number of Votes Casted by them	% of total number of valid votes cast		
		Po	oll					
Voted For the Resolution	4	6,86,19,367	99.99	7	8,310.19*	0.01		
Voted against the Resolution	-	-	-	-	-	-		
		E-Vo	oting					
Voted For the Resolution	0	0	0	0	0	0		
Voted against the Resolution	0	0	0	0	0	0		
Grand Total	4	6,86,19,367	99.99	7	8,310.19*	0.01		
Total Number of Mem	pers Voted	 4 Members hol 7 Members hol (Rs. 0.01 paid 	olding Partly I					
Total Number of Votes		6,86,27,677.19						
% of Total Number of to cast	valid votes	100%	<u>-</u>					
Final Result		Ordinary Resolution	Ordinary Resolution passed at the EGM unanimously					

 Final Result
 Ordinary Resolution passed at the EGM unanimously

 *As per the Articles of Association of the Company the Members holding Partly Paid up Shares shall have voting right in proportion to their share in the Paid-up Share Capital. Accordingly, Partly Paid-up Shares' votes are taken as 1 vote against 1000 Partly Paid-up shares.





Sub Matter of Ordinary Resolution	Item No. 3 Appointment	of Mr. Ravi Narain	(DIN 00062596	6) as Independe	ent Director of	the Company	
		Fully Paid Up	.		Partly Paid UP		
	Number of Members Voted	Number of Votes Casted by them	% of total number of valid votes cast	Number of Members Voted	Number of Votes Casted by them	number of	
		Po	oll				
Voted For the Resolution	4	6,86,19,367	99.99	7	8,310.19*	0.01	
Voted against the Resolution	-	~			-	-	
		E-Vo	oting				
Voted For the Resolution	0	0	0	0	0	0	
Voted against the Resolution	0	0	0	0	0	0	
Grand Total	4	6,86,19,367	99.99	7	8,310.19*	0.01	
Total Number of Mem		 4 Members hole 7 Members hole (Rs. 0.01 paid) 	olding Partly I				
Total Number of Votes		6,86,27,677.19					
% of Total Number of cast	valid votes	100%	· · · · · · · · · · · · · · · · · ·				
Final Result		Ordinary Resolution	on passed at th	e EGM unanin	nously		

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*As per the Articles of Association of the Company the Members holding Partly Paid up Shares shall have voting right in proportion to their share in the Paid-up Share Capital. Accordingly, Partly Paid-up Shares' votes are taken as 1 vote against 1000 Partly Paid-up shares.

Sub Matter of Ordinary Resolution		Item No. 4 Appointment of Mr. Sivanandhan Dhanushkodi (DIN 03607203) as Independent Director of the Company						
		Fully Paid Up		Partly Paid L	JP			
	Number of Members Voted	Number of Votes Casted by them	% of total number of valid votes cast	Number of Members Voted	Number of Votes Casted by them	% of total number of valid votes cast		
		P	oll					
Voted For t Resolution	he 4	6,86,19,367	99.99	7	8,310.19*	0.01		
Voted against t	he -	-	-	-	-	-		

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Resolution				·········		·········	
		E-Voti	ng				
Voted For the Resolution	0	0	0	0	0	0	
Voted against the Resolution	0	0	0	0	0	0	
Grand Total	4	6,86,19,367	99.99	7	8,310.19*	0.01	
Total Number of Men	bers Voted	 4 Members holdi 7 Members hold (Rs. 0.01 paid up) 	ding Partly Pa				
Total Number of Vote	s Cast	6,86,27,677.19					
% of Total Number of cast	valid votes	100%					
Final Result Ordinary Resolution passed at the EGM unanimously							

For IndoStar Capital Finance Limited

Amial Bhandani

Vimal Bhandari (Chairman of the Extraordinary General Meeting held on March 28, 2015)

Date: March 28, 2015 Place: Mumbai

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