



INDOSTAR CAPITAL FINANCE LIMITED

Registered & Corporate Office: Silver Utopia, Third Floor, Unit No 301-A,
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CORRIGENDUM TO THE NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Corrigendum to the Notice of the Extra Ordinary General Meeting (EGM) of the Members of Indostar Capital Finance Limited to be held on Friday, March 22, 2024 at 12.00 p.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

IndoStar Capital Finance Limited (the “**Company**”) has issued a Notice of Extraordinary General Meeting dated February 29, 2024 (“**EGM Notice**”) for convening an Extraordinary General Meeting of the members of the Company, which is scheduled to be held on **Friday, March 22, 2024**, at 12:00 PM IST, through Video Conferencing/ Other Audio-Visual Means (“**OAVM**”). The EGM Notice has been dispatched to the shareholders of the Company in due compliance with the provisions of the Companies Act, 2013 read with the relevant rules made thereunder.

Pursuant to the requirements of Regulation 28(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had filed applications for obtaining in-principle approval of the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) (collectively, the “**Stock Exchanges**”) for the proposed preferential issue of warrants convertible into equity shares of the Company, as set out in **Item No. 3** and **Item No. 4** respectively of the EGM Notice, along with the explanatory statement thereto (collectively, the “**Preferential Issue**”).

The NSE, vide its letters dated March 5, 2024, March 6, 2024 and March 15, 2024, has asked the Company to provide certain information in respect of the Preferential Issue, by way of a corrigendum to the EGM Notice.

Accordingly, this Corrigendum is being issued in continuation to the EGM Notice dated February 29, 2024, together with the explanatory statement thereof and this Corrigendum shall be deemed to be an integral part of the original Notice dated February 29, 2024. Pursuant to this Corrigendum, the members of the Company are hereby informed and requested to note that:

A. For better clarity and understanding, in the explanatory statement relating to **Item No. 3** of the EGM Notice (**Issuance of Warrants to BCP V Multiple Holdings Pte Ltd and/or BCP V Multiple FVCI Holdings Pte Ltd, promoters of the Company on a preferential basis**):

- Paragraph 1 (Objects of the preferential issue); and
- Paragraph 6 (Basis or justification for the price (including the premium, if any) that has been arrived at along with report of the registered valuer),

of the said explanatory statement shall be replaced and read in the manner set out below.

REVISED EXPLANATORY STATEMENT RELATING TO ITEM NO.3

Revised Paragraph 1:

1. Objects of the preferential issue

The Company intends to utilize the proceeds raised through the Promoter Preferential Issue (the “**Issue Proceeds**”) towards the following objects:

- (a) Growth Objectives of the Company:** The Company shall utilize at least 75% of the Issue Proceeds to meet the funding requirements and growth objectives of the Company, including to augment the Company’s capital base, for onward lending by way of disbursement of loans to borrowers in the ordinary course of the Company’s businesses (including under the Company’s and subsidiaries’ commercial vehicle financing, housing finance, SME financing and retail lending businesses), in such manner and proportion as may be decided by the Board from time to time, in compliance with applicable laws (referred to below as “**ICF Growth Objectives**”).

(b) General Corporate Purposes: Up to 25% (twenty five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company, as applicable, in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as “**General Corporate Purposes**”).

(collectively referred to below as the “**Objects**”)

Utilization of the Issue Proceeds

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Sr No	Particulars	Total estimated amount to be utilised for each of the Objects* (in INR)	Tentative timeline for utilisation of Issue Proceeds from the date of receipt of funds
1.	ICF Growth Objectives	At least INR 1,925,006,574 (i.e. at least 75% of the Issue Proceeds).	Within 6 months of receipt of funds
2.	General Corporate Purposes	Up to INR 641,668,858 (i.e. up to 25% of the Issue Proceeds).	

* Assuming conversion of all the Warrants into equivalent number of Equity Shares, and receipt of the money on such conversion.

Given that the Promoter Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants, in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company’s business requirements and availability of Issue Proceeds, within the timelines set out above.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds in compliance with all applicable laws. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds on a temporary basis in instruments as permitted in the Investment Policy of the Company (as approved by the Board of the Company on May 25, 2023), including in Government Securities, Bonds of Public Sector Undertakings and Private Sector, units of Debt Mutual Funds, Fixed Deposits with Banks and Commercial Paper, and undertaken in compliance with all applicable laws.

Revised Paragraph 6:**6. Basis or justification for the price (including the premium, if any) that has been arrived at along with report of the registered valuer**

The equity shares of the Company are listed on the BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) (collectively, the “**Stock Exchanges**”). The equity shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the preceding 90 (ninety) trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with Chapter V of the SEBI ICDR Regulations.

In terms of the applicable provisions of Chapter V of the SEBI ICDR Regulations, the floor price for the Promoter Preferential Issue is INR 183.46 (Indian Rupees One Hundred and Eighty Three and Forty Six Paise Only) per Warrant, being the higher of the following:

- (a) 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company quoted on NSE preceding the Relevant Date: INR 181.80 (Indian Rupees One Hundred and Eighty One and Eighty Paise Only) per equity share;
- (b) 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company quoted on NSE preceding the Relevant Date: INR 183.46 (Indian Rupees One Hundred and Eighty Three and Forty Six Paise Only) per equity share; and
- (c) As per the existing Articles of Association of the Company and pursuant to Regulation 166A of the SEBI ICDR Regulations, the Company is required to obtain a valuation report from an independent registered valuer, for determining the floor price for the Promoter Preferential Issue. In compliance thereof, the Company has obtained a revised valuation report dated March 17, 2024, from Mr. Deepanjan Periwal, Independent Registered Valuer (Registration No.: IBBI/RV/06/2020/13107), for determining the floor price for the Promoter Preferential Issue (referred to below as the “**Valuation Report**”). As per the Valuation Report, the floor price per equity share of the Company is INR 181.65 (Indian Rupees One Hundred and Eighty One and Sixty Five Paise Only). The Valuation Report is available on the website of the Company at [Investors corner - IndoStar Capital Finance Limited](#).

The price per Warrant to be issued pursuant to the Promoter Preferential Issue is fixed at INR 184 (Indian Rupees One Hundred and Eighty Four Only) per Warrant, being a price that is not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the Relevant Date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

- B. For better clarity and understanding, in the explanatory statement relating to Item No. 4 of the EGM Notice (Issuance of Warrants to Florintree Tecserve LLP, a Non-Promoter Entity, on a preferential basis):
- Paragraph 1 of the said explanatory statement (Objects of the preferential issue); and
 - Paragraph 6 (Basis or justification for the price (including the premium, if any) that has been arrived at along with report of the registered valuer).

shall be replaced and read in the manner set out below.

REVISED EXPLANATORY STATEMENT RELATING TO ITEM NO.4

Revised Paragraph 1:

1. Objects of the preferential issue

The Company intends to utilize the proceeds raised through the Non-Promoter Preferential Issue (the “**Issue Proceeds**”) towards the following objects:

- (a) **Growth Objectives of the Company:** The Company shall utilize at least 75% of the Issue Proceeds to meet the funding requirements and growth objectives of the Company, including to augment the Company’s capital base, for onward lending by way of disbursement of loans to borrowers in the ordinary course of the Company’s businesses (including under the Company’s and subsidiaries’ commercial vehicle financing, housing finance, SME financing and retail lending businesses), in such manner and proportion as may be decided by the Board from time to time, in compliance with applicable laws (referred to below as “**ICF Growth Objectives**”).
- (b) **General Corporate Purposes:** Up to 25% (twenty five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company, as applicable, in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as “**General Corporate Purposes**”).

(collectively referred to below as the “**Objects**”)

Utilization of the Issue Proceeds

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Sr No	Particulars	Total estimated amount to be utilised for each of the Objects* (in INR)	Tentative timeline for utilisation of Issue Proceeds from the date of receipt of funds
1.	ICF Growth Objectives	At least INR 1,499,999,970 (i.e. at least 75% of the Issue Proceeds).	Within 6 months of receipt of funds
2.	General Corporate Purposes	Up to INR 499,999,990 (i.e. up to 25% of the Issue Proceeds).	

* Assuming conversion of all the Warrants into equivalent number of Equity Shares, and receipt of the money on such conversion.

Given that the Non-Promoter Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants, in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company’s business requirements and availability of Issue Proceeds, within the timelines set out above.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds in compliance with all applicable laws. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds on a temporary basis in instruments as permitted in the Investment Policy of the Company (as approved by the Board of the Company on May 25, 2023), including in Government Securities, Bonds of Public Sector Undertakings and Private Sector, units of Debt Mutual Funds, Fixed Deposits with Banks and Commercial Paper, and undertaken in compliance with all applicable laws.

Revised Paragraph 6:

6. Basis or justification for the price (including the premium, if any) that has been arrived at along with report of the registered valuer

The equity shares of the Company are listed on the BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) (collectively, the “**Stock Exchanges**”). The equity shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the preceding 90 (ninety) trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with Chapter V of the SEBI ICDR Regulations.

In terms of the applicable provisions of Chapter V of the SEBI ICDR Regulations, the floor price for the Non-Promoter Preferential Issue is INR 183.46 (Indian Rupees One Hundred and Eighty Three and Forty Six Paise Only) per Warrant, being the higher of the following:

- (a) 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company quoted on NSE preceding the Relevant Date: INR 181.80 (Indian Rupees One Hundred and Eighty One and Eighty Paise Only) per equity share;
- (b) 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company quoted on NSE preceding the Relevant Date: INR 183.46 (Indian Rupees One Hundred and Eighty Three and Forty Six Paise Only) per equity share; and
- (c) As per the existing Articles of Association of the Company and pursuant to Regulation 166A of the SEBI ICDR Regulations, the Company is required to obtain a valuation report from an independent registered valuer, for determining the floor price for the Non-Promoter Preferential Issue. In compliance thereof, the Company has obtained a revised valuation report dated March 17, 2024, from Mr. Deepanjan Periwal, Independent Registered Valuer (Registration No.: IBBI/RV/06/2020/13107), for determining the floor price for the Non-Promoter Preferential Issue (referred to below as the “**Valuation Report**”). As per the Valuation Report, the floor price per equity share of the Company is INR 181.65 (Indian Rupees One Hundred and Eighty One and Sixty Five Paise Only). The Valuation Report is available on the website of the Company at [Investors corner - IndoStar Capital Finance Limited](#).

The price per Warrant to be issued pursuant to the Non-Promoter Preferential Issue is fixed at INR 184 (Indian Rupees One Hundred and Eighty Four Only) per Warrant, being a price that is not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the Relevant Date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

All other contents of the EGM Notice together with the Explanatory Statement, save and except as modified or supplemented by the Corrigendum, shall remain unchanged.

This Corrigendum shall form an integral part of the EGM Notice which has already been circulated to the shareholders of the Company. On and from the date hereof, the EGM Notice together with the explanatory statement thereto shall always be read in conjunction with this Corrigendum.

This corrigendum to the Notice of EGM is available on the website of the Company at www.indostarcapital.com, website of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and website of CDSL at www.evotingindia.com.

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

Shikha Jain

Company Secretary & Compliance Officer
Membership No.: A59686

Place: Mumbai
Date: March 18, 2024

Registered Office:

Silver Utopia, Third Floor, Unit No 301-A,
Opposite P & G Plaza,
Cardinal Gracious Road,
Chakala, Andheri (E),
Mumbai - 400 099 Maharashtra, India.

CIN: L65100MH2009PLC268160