

ICFL/LS/0253/2023-24

22 March 2024

BSE Limited	National Stock Exchange of India Limited
Listing Department, 1 st Floor,	Exchange Plaza, C-1, Block G,
P J Towers, Dalal Street, Fort,	Bandra Kurla Complex,
Mumbai - 400 001	Bandra (E), Mumbai – 400 051

Scrip Code: 541336 Symbol: INDOSTAR

Sub: Extra-Ordinary General Meeting of the Members of IndoStar Capital Finance Limited

Ref: Regulation 30 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of Companies Act, 2013 read with Rules framed thereunder

Dear Sir/ Madam,

We wish to submit that in compliance with Circular No. 14/2020 dated 8 April 2020, Circular No.17/2020 dated 13 April 2020, Circular No. 20/2020 dated 5 May 2020 and Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022, Circular No. 02/2022 dated May 05, 2023 and Circular No. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (collectively referred as "MCA Circulars") and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India, the Extra- Ordinary General Meeting of the Members of IndoStar Capital Finance Limited ("EGM") was held on Friday, 22 March 2024 at 12:00 p.m. (IST) through Video Conferencing / Other Audio Visual Means to transact the business as set out in the Notice dated 29 February 2024 convening the EGM ("EGM Notice").

In terms of the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with the MCA Circulars, the Company had provided the Members with the facility to exercise their right to vote on the resolutions set out in the EGM Notice by remote e-voting and e-voting during the EGM. The remote e-voting commenced on Tuesday, 19 March 2024 at 10:00 a.m. (IST) and was closed on Thursday, 21 March 2024 at 05:00 p.m. (IST)

Ms. Aditi Patnaik (Membership No.: A45308), M/s Mehta & Mehta, Company Secretaries was appointed as Scrutinizer for remote e-voting and e-voting during the EGM. Ms. Aditi Patnaik submitted his consolidated Scrutinizer's Report on Friday, 22 March 2024.

Based on the consolidated Scrutinizer's Report, it is hereby declared that all Resolutions as set out in the EGM Notice have been approved by the Members with the requisite majority.

In terms of the provisions of Regulation 30 and Regulation 44 of the Listing Regulations and Section 108 of Companies Act, 2013 read with Rules framed thereunder, please find enclosed the following:

IndoStar Capital Finance Limited

Registered Office: Silver Utopia, Third Floor, Unit No 301-A, Opposite P & G Plaza, Cardinal Gracious Road, Chakala, Andheri (E), Mumbai - 400099, India. | T +91 22 4315 7000 | <u>contact@indostarcapital.com</u> | <u>www.indostarcapital.com</u>

CIN: L65100MH2009PLC268160



- 1. Proceedings of the EGM at Annexure I;
- 2. Consolidated Scrutinizer's Report at Annexure II;
- 3. Voting Results at Annexure III.

The voting results along with the Scrutinizer's Report are being hosted on the website of the Company at <u>www.indostarcapital.com</u> and on the website of Central Depository Services (India) Limited at <u>www.evotingindia.com</u> and shall also be made available at the Registered Office and Corporate Office of the Company.

Request you to kindly take the above on record and disseminate the same on your website.

Thanking you,

Yours faithfully, For IndoStar Capital Finance Limited

Shikha Jain Company Secretary and Compliance Officer (Membership No. A59686)

Encl: As above

IndoStar Capital Finance Limited

Registered Office: Silver Utopia, Third Floor, Unit No 301-A, Opposite P & G Plaza, Cardinal Gracious Road, Chakala, Andheri (E), Mumbai - 400099, India. | T +91 22 4315 7000 | <u>contact@indostarcapital.com</u> | <u>www.indostarcapital.com</u> CIN: L65100MH2009PLC268160



<u>Annexure I</u>

<u>Proceedings of the Extra Ordinary General Meeting of IndoStar Capital Finance Limited</u> ("the Company")

The Extra Ordinary General Meeting ("EGM") of the Members of the Company was held on Friday, 22 March 2024 at 12:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") without physical presence of the Members at a common venue.

Mr. Karthikeyan Srinivasan, Chief Executive Officer welcomed the Members, fellow Directors and colleagues who joined the EGM through VC.

The Board of Directors introduced themselves to the Members. Representative of M S K A & Associates, Chartered Accountants, Statutory Auditors and Mehta & Mehta and Company, Scrutinizer, were attending the EGM through VC.

Mr. Karthikeyan Sriniavsan requested Mr. Bobby Parikh, Chairman, to occupy the chair.

Mr. Bobby Parikh occupied the chair and welcomed the Members to the EGM.

The Chairman informed the Members that the EGM was conducted through VC in compliance with the provisions of the Companies Act 2013, the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India ("SEBI"). The Chairman further informed the Members that the Company had engaged the services of Central Depository Services (India) Limited ("CDSL") for providing the facility for participation in the EGM through VC and for electronic voting on matters set out in the notice convening the EGM ("EGM Notice").

The Chairman also informed the Members that since the requirement of physical presence of the Members at a common venue has been dispensed with, the Company had made all efforts feasible under the prevailing circumstances to enable the Members to participate in the EGM through VC / OAVM and vote electronically.

The requisite quorum being present, the Chairman called the Meeting to be in order. 38 Members representing 9,97,85,782 equity shares of the Company had joined the EGM.

The EGM Notice along with the corrigendum to the EGM Notice which was dispatched by permitted mode was taken as read.

The Chairman delivered his speech.

The Chairman informed the Members that the facility for remote e-voting on the resolutions set out in the EGM Notice was provided to the Members of the Company whose names appeared in the records of the Company as on the cut-off date - Friday, 15 March 2024. The remote e-voting period commenced on Tuesday, 19 March 2024 at 10:00 a.m. (IST) and ended on Thursday, 21 March 2024 at 05:00 p.m. (IST). The Chairman further stated that Members present in the Meeting who had not cast their vote through remote e-voting facility could cast their vote through the e-voting system provided by CDSL which was open for voting till 15 minutes from the time of closure of the EGM.



M/s. Mehta & Mehta, Practicing Company Secretaries, were appointed as Scrutinizer to conduct and scrutinize the e-voting process.

The Chairman requested Ms. Shikha Jain, Company Secretary and Compliance Officer of the Company to apprise the Members on the business items as set out in the EGM Notice which were transacted at the EGM as under:

Sr. No.	Particulars	Type of Resolution
Special Bus	iness:	
1.	Increase in the Authorized Share Capital of the Company and consequent alteration of clause V(A) of the Memorandum of Association of the company	Ordinary Resolution
2.	Alteration of the Articles of Association of the company	Special Resolution
3.	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	Special Resolution
4.	Issuance of warrants to Florintree Tecserv LLP, a non- promoter entity on a preferential basis	Special Resolution

Members who had requested themselves to register as speakers were offered an opportunity to express their views or ask question/queries on resolutions as set out in the EGM Notice.

The Chairman requested the Members to note that the voting results along with the Scrutinizer's Report will be placed on the website of the Company and the website of CDSL and would be communicated to the BSE Limited and the National Stock Exchange of India Limited. The Chairman authorized Ms. Shikha Jain, Company Secretary, to receive, countersign and declare the voting results.

The Chairman further requested the Members to note that the resolutions as set out in the EGM Notice shall be deemed to be passed on the date of the EGM i.e., 22 March 2024, if carried with requisite majority.

The Chairman thanked the Members for attending the Meeting and declared the EGM as concluded.

COMPANY SECRETARIES

201-206. SHIV SMRITI, ZND FLOOR, 49/A, DR. ANNIE BESANT ROAD, ABOVE CORPORATION BANK, WORLI, MUMBAI - 400 018 TEL : +91-22-6611 9696. • E-mail: dipti@mehta-mehta.com • Visit us : www.mehta-mehta.com

AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairperson IndoStar Capital Finance Limited Off No -301, Wing A, Cts No 477, Silver Utopia, Chakala Road, opp Proctor & Gamble, Andheri (E), Sahargaon, Mumbal, Maharashtra, India, 400099

Extra Ordinary General Meeting ("EGM") of the Members of IndoStar Capital Finance Limited held on Friday, March 22, 2024 at 12 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

Dear Sir,

I, Aditi Patnaik, Partner, M/s. Mehta & Mehta, Company Secretaries has been appointed by the Board of Directors of IndoStar Capital Finance Limited ("the Company") to act as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and voting through electronic voting system during the EGM of the Company held on Friday, March 22, 2024 at 12 P.M. through VC/OAVM pursuant to Section 108 of Companies Act , 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 20/2020 dated May 05, 2020, the General Circular No. 02/2021 dated January 13, 2021, the General Circular No. 21/2021 dated December 14, 2021, the General Circular No. 02/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No SEBI/HO/CFD/PoD- 2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as "SEBI Circulars") and Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India in respect of the Resolutions as set out in the Notice convening the EGM, do hereby submit the report as follows:

 The Notice dated February 29, 2024 of the EGM was sent to the Members on February 29, 2024 through electronic mode whose email addresses are registered with the Registrar and Share Transfer Agent



('RTA') / Depositories in compliance with MCA and SEBI circulars.

- 2. The Resolutions were transacted through the process of remote e-voting and through electronic voting system during the EGM. For the purpose of remote e-voting, the Company had engaged the services of Central Depository Services Limited (CDSL).
- 3. The members of the Company holding shares as on the "cut off" date i.e. Friday, March 15, 2024 were entitled to vote on the resolutions stated in the Notice of the EGM.
- The period for remote e-voting commenced on Tuesday, March 19, 2024 (10.00 A.M IST) and ended on Thursday, March 21, 2024, (5.00 P.M IST). The Remote e-voting module was disabled by CDSL for voting thereafter.
- 5. The facility for e-voting was made available for the Members attending the meeting through VC/OAVM and who did not cast their vote through remote e-voting.
- 6. After the closure of e-voting at the EGM, the report on the voting done at the EGM and votes cast through remote e-voting facility done prior to the EGM were unblocked, in the presence of two witnesses Dhruv Dasondi and Sushmita Sonavane neither of whom are in the employment of the Company and generated from CDSL e-voting website <u>www.evotingindia.com</u>.
- 7. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules thereunder, MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting prior and during the EGM on the resolutions contained in the Notice of the EGM.
- My responsibility as a scrutinizer for the e-voting process (i.e., remote e-voting and e-voting during EGM) is restricted to making a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolutions.
- The consolidated results of remote e-voting and voting through electronic voting system at the EGM are enclosed as an Annexure to this report.

Thanking You,

For Mehta & Mehta Company Secretaries

faiti Pali MUMB.

Aditi Patnaik Scrutinizer ACS No: 45308 CP No: 18186 PR No: 3686/2023 UDIN: A045308E003623652 Place: Mumbai Date: March 22, 2024 Enclosed: Annexure

We, the undersigned have witnessed that the votes cast through remote e-voting were unblocked from CDSL e-voting website <u>www.evotingindia.com</u> in our presence at 1.00 pm on March 22, 2024.

D.G. Downoli

Name

: Mr. Dhruv Dasondi

Address: : 201-206, Shiv Smriti Chambers, 2nd Floor, Dr Annie Besant Road, Worli, Mumbai – 400018

Countersigned by

Shikha Jain

Company Secretary Membership No: A59686 IndoStar Capital Finance Limited

Soravoine

Name : Ms. Sushmita Sonavane

Address: 201-206, Shiv Smriti Chambers, 2nd Floor, Dr Annie Besant Road, Worli, Mumbai – 400018



Item No. 1: Ordinary Resolution To increase the Authorized Share Capital of the Company and consequent alteration of clause V(a) of the Memorandum of Association of the Company.

	Remote	e-voling		h electronic voting venue of the EGM	Consolidated voting results			
Particulars	Number of Members who voted Number of Shares for which votes cast Number of Members who voted Number of Members who voted Number of Shares		Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast			
Voted in favour of the resolution	48	102261687	5	37,834	53	10,22,99,521	100.0000	
Votes against the resolution	2	46	0	0	2	46	0.0000	
Invalid votes/ Abstained	0	0	0	0	0	0	0	

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 2: Special Resolution To alter the Articles of Association of the Company

Particulars	Remote e-voting			h electronic voting venue of the EGM	Consolidated voting results			
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voled	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast	
Voted in favour of the resolution	48	102261687	5	37,834	53	10,22,99,521	100.0000	
Votes against the resolution	2	46	0	0	2	46	0.0000	
Invalid votes/ Abstained	0	0	0	0	0	0	0	

The above resolution has been passed since the votes casted in favour of the resolution are more than three times the votes against the resolution

Item No. 3: Special Resolution

	Remote e-voting			h electronic voting venue of the EGM	Consolidated voting results			
Particulars	Number of Members who voted Number of Shares for which votes cast Number of Members who voted Number of Shares for which votes cast		Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast			
voted in favour of the resolution	48	102261687	5	37,834	53	10,22,99,521	100.0000	
Votes against the resolution	2	46	0	0	2	46	0.0000	
invalid votes/ Abstained	o	0	0	0	D	0	0.0000	

The above resolution has been passed since the votes casted in favour of the resolution are more than three times the votes against the resolution

Item No. 4: Special Resolution

	Remote e-voting			n electronic voting venue of the EGM	Consolidated voting results			
Particulars	Number of Members who voted Number of Shares for which votes cast Number of Members who voted Number of Shares for which votes cast		Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast			
Voted in favour of the resolution	48	102261687	5	37,834	53	10,22,99,521	100.0000	
Votes against the resolution	2	46	0	0	2	46	0,0000	
Invalid votes/ Abstained	0	0	0	0	0	0	0	

The above resolution has been passed since the votes casted in favour of the resolution are more than three times the votes against the resolution

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Annexure

ANNEXURE III

Home	Validate									
	Resolution (1)									
	Reso	olution required: (Or	dinary / Special)			Ordinary				
Whether	promoter/promoter group are i	interested in the age	nda/resolution?			No				
		Description of resolu	tion considered		horized share capita eration of clause V					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled		
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
	E-Voting		102058226	100.0000	102058226	0	100.0000	0.0000		
Promoter and	Poll	102058226	0	0.0000	0	0	0	0		
Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0	0		
	Total	102058226	102058226	100.0000	102058226	0	100.0000	0.0000		
	E-Voting		197420	4.4607	197420	0	100.0000	0.0000		
Public-	Poll	4425762	0	0.0000	0	0	0	0		
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0		
	Total	4425762	197420	4.4607	197420	0	100.0000	0.0000		
	E-Voting		6087	0.0206	6041	46	99.2443	0.7557		
Public- Non	Poll	29595307	37834	0.1278	37834	0	100.0000	0.0000		
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0		
	Total	29595307	43921	0.1484	43875	46	99.8953	0.1047		
Total	Total	136079295	102299567	75.1764	102299521	46	100.0000	0.0000		
				w	hether resolution is	Pass or Not.	Y	es		
					Disclosure of	notes on resolution	Add 1	Notes		

Details of Invalid Votes						
Category	No. of Votes					
Promoter and Promoter Group						
Public Insitutions						
Public - Non Insitutions						



Resolution (2)									
	Resc	olution required: (Or	dinary / Special)	Special					
Whether	promoter/promoter group are i	nterested in the age	nda/resolution?			No			
		Description of resolu	tion considered	Alteration of the Ar	ticles of Association warrants	of the Company to and related matter		ovisions for issue of	
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	E-Voting		102058226	100.0000	102058226	0	100.0000	0.0000	
Promoter and	Poll	102058226	0	0.0000	0	0	0	0	
Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	102058226	102058226	100.0000	102058226	0	100.0000	0.0000	
	E-Voting		197420	4.4607	197420	0	100.0000	0.0000	
Public-	Poll	4425762	0	0.0000	0	0	0	0	
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	4425762	197420	4.4607	197420	0	100.0000	0.0000	
	E-Voting	-	6087	0.0206	6041	46	99.2443	0.7557	
Public- Non	Poll	29595307	37834	0.1278	37834	0	100.0000	0.0000	
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	29595307	43921	0.1484	43875	46	99.8953	0.1047	
notal	Total	136079295	102299567	75.1764	102299521	46	100.0000	0.0000	
				N	hether resolution is	Pass or Not.	Y	es	
					Disclosure of I	notes on resolution	Add I	Notes	

Details of Invalid Votes						
Category	No. of Votes					
Promoter and Promoter Group						
Public Insitutions						
Public - Non Insitutions						



Resolution (3)									
	Resc	olution required: (Or	dinary / Special)	Special					
Whether	promoter/promoter group are i	nterested in the age	nda/resolution?			Yes			
		Description of resolu	tion considered	Issuance of warrar	nts to BCP V Multiple Ltd, promoters of	Holdings Pte Ltd ar the Company on a		e FVCI Holdings Pte	
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	E-Voting		102058226	100.0000	102058226	0	100.0000	0.0000	
Promoter and	Poll	102058226	0	0.0000	0	0	0	0	
Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	102058226	102058226	100.0000	102058226	0	100.0000	0.0000	
	E-Voting		197420	4.4607	197420	0	100.0000	0.0000	
Public-	Poll	4425762	0	0.0000	0	0	0	0	
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	4425762	197420	4.4607	197420	0	100.0000	0.0000	
	E-Voting		6087	0.0206	6041	46	99.2443	0.7557	
Public- Non	Poll	29595307	37834	0.1278	37834	0	100.0000	0.0000	
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	29595307	43921	0.1484	43875	46	99.8953	0.1047	
Total	Total	136079295	102299567	75.1764	102299521	46	100.0000	0.0000	
				w	hether resolution is	Pass or Not.	Yes		
					Disclosure of	notes on resolution	Add I	Notes	

Details of Invalid Votes							
Category	No. of Votes						
Promoter and Promoter Group							
Public Insitutions							
Public - Non Insitutions							



Resolution (4)									
Resolution required: (Ordinary / Special)				Special					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Issuance of warrants to Florintree Tecserve LLP, a non-promoter entity on a preferential basis					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	102058226	102058226	100.0000	102058226	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	102058226	102058226	100.0000	102058226	0	100.0000	0.0000	
Public- Institutions	E-Voting	4425762	197420	4.4607	197420	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	4425762	197420	4.4607	197420	0	100.0000	0.0000	
Public- Non Institutions	E-Voting	29595307	6087	0.0206	6041	46	99.2443	0.7557	
	Poll		37834	0.1278	37834	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total	29595307	43921	0.1484	43875	46	99.8953	0.1047	
Total 136079295 102299567					102299521	46	100.0000	0.0000	
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution							Add Notes		

Details of Invalid Votes					
Category	No. of Votes				
Promoter and Promoter Group					
Public Insitutions					
Public - Non Insitutions					