



NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of IndoStar Capital Finance Limited will be held on Saturday, 28 March 2015, at 11:00 A.M., at One Indiabulls Centre, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400013, at shorter notice, to transact the following business:

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

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Eric Schwartz (DIN 03510540), who was appointed by the Board of Directors as an Additional Director under Section 161(1) of the Companies Act, 2013 and who holds office till the forthcoming annual general meeting of the Company and in respect of whom the Company has, as required under Section 160 of the Companies Act, 2013, received a notice in writing from Member proposing his candidature, be and is hereby appointed as an Independent Director on the Board of Directors of the Company, pursuant to Section 149, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder, for a period of five years from 5 March 2015 to 4 March 2020, and who shall not be liable to retire by rotation.”

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

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Bobby Parikh (DIN 00019437), who was appointed by the Board of Directors as an Additional Director under Section 161(1) of the Companies Act, 2013 and who holds office till the forthcoming annual general meeting of the Company and in respect of whom the Company has, as required under Section 160 of the Companies Act, 2013, received a notice in writing from Member proposing his candidature, be and is hereby appointed as an Independent Director on the Board of Directors of the Company, pursuant to Section 149, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder, for a period of five years from 5 March 2015 to 4 March 2020, and who shall not be liable to retire by rotation.”

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

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Ravi Narain (DIN 00062596), who was appointed by the Board of Directors as an Additional Director under Section 161(1) of the Companies Act, 2013 and who holds office till the forthcoming annual general meeting of the Company and in respect of whom the Company has, as required under Section 160 of the Companies Act, 2013, received a notice in writing from Member proposing his candidature, be and is hereby appointed as an Independent Director on the Board of Directors of the Company, pursuant to Section 149, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder, for a period of five years from 5 March 2015 to 4 March 2020, and who shall not be liable to retire by rotation.”

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

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Sivanandhan Dhanushkodi (DIN 03607203), who was appointed by the Board of Directors as an Additional Director under Section 161(1) of the Companies Act, 2013 and who holds office till

the forthcoming annual general meeting of the Company and in respect of whom the Company has, as required under Section 160 of the Companies Act, 2013, received a notice in writing from Member proposing his candidature, be and is hereby appointed as an Independent Director on the Board of Directors of the Company, pursuant to Section 149, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder, for a period of five years from 17 March 2015 to 16 March 2020, and who shall not be liable to retire by rotation.”

Corporate Office:
One Indiabulls Center, 17th Floor,
Tower 2A, Jupiter Mills Compound,
Senapati Bapat Marg,
Mumbai – 400 013

Date: 17 March, 2015
Place: Mumbai

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

**Sd/-
Jitendra Bhati
AVP – Compliance & Secretarial
Membership No.: ACS 23307**

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item 1 to 4 is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The form of proxy to be valid should be duly completed, stamped and signed and must be deposited with the Company at least 48 hours before the time scheduled for the Meeting.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. Brief profile(s) of Director(s), who are seeking appointment are annexed hereto as per the requirements of the Companies Act, 2013.
5. Members are requested to register their e-mail address, including changes therein from time to time, with the Company to enable the Company to service various notice, reports, documents etc. to the Members in electronic mode.
6. Members / Proxies are requested to bring the Attendance Slip duly filled in.
7. The Notice of the Extraordinary General Meeting along with the Attendance Slip and Proxy Form is being sent by electronic mail to all Members whose email addresses are registered with the Company / Depository Participant(s) unless a Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Notice is being sent by the permitted mode.
8. The Notice of Extraordinary General Meeting is also available on the website of the Company www.indostarcapital.com
9. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the Extraordinary General Meeting.

10. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the E-voting services provided by Central Depository Services (India) Limited (“CDSL”), on the resolution set forth in this Notice.

The instructions for E-voting are as under:

- Log on to www.evotingindia.com and click on “Shareholders” tab.
- Enter your User ID
 - a) For account holders in CDSL: Your 16 digits beneficiary ID
 - b) For account holders in NSDL: Your 8 Character DP ID followed by 8 Digits Client ID
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- In case you have not cast your vote earlier on the CDSL E-voting platform, please enter the following details:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number (mentioned on the Postal Ballot Form) in the PAN field. In case the sequence number is less than 8 digits, enter the applicable number of 0's between the number and the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or the Company, please enter the Member ID / folio number in the Dividend Bank details field.

- Members holding shares in physical form will then reach directly to the Company selection screen. The Demat shareholders will reach ‘Password Creation’ menu wherein you are required to mandatorily create your login password in the new password field. The new password has to be minimum eight digits / characters. Kindly note that this password is to be also used for voting for resolutions of any other company on which you are eligible to vote, provided that company opts for E-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- Select the Electronic Voting Sequence Number (“EVSN”) –
 - For Fully Paid Shares - “150317003-- IndoStar Capital Finance Limited” from the drop down menu and click on “SUBMIT”
 - For Partly Paid Shares - “150317002-- IndoStar Capital Finance Limited” from the drop down menu and click on “SUBMIT”
- Click on the EVSN, as applicable, of IndoStar Capital Finance Limited.
- On the voting page, you will see Resolution Description and the options “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the “Resolutions File Link” if you wish to view the entire Resolution.
- After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also print the voting details done by you by clicking on “Click here to print” option on the Voting page.
- If a Demat account holder has forgotten the changed password, he needs to enter the User ID and image verification code, click on Forgot Password and enter the details as prompted by the system.

Note for Non – Individual Shareholders and Custodians

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding E-voting, you may refer the Frequently Asked Questions (“FAQs”) and E-voting manual available at www.evotingindia.com.

11. The E-voting period commences on 24 March 2015 (9.00 a.m. IST) and ends on 24 March 2015 (9.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in electronic form, as on 13 March 2015, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast and confirmed by the Member, he shall not be allowed to change it subsequently.
12. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 13 March 2015.
13. M/s. H Choudhary & Associates, represented by CS Harnath Choudhary (Certificate of Practice No. 9369) Company Secretary in Whole Time Practice, has been appointed as the Scrutinizer to conduct the e-voting process in a fair and transparent manner.
14. The results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website www.indostarcapital.com and on the website of CDSL within two days of the passing of the resolutions at the Extraordinary General Meeting of the Company on 28 March, 2015.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1 to 4:

Mr. Eric Schwartz, Mr. Bobby Parikh and Mr. Ravi Narain were appointed as an Additional Director(s) of the Company by the Board of Directors at their meeting held on 5 March 2015 and Mr. Sivanandhan Dhanushkodi was appointed as an Additional Director of the Company by the Board on 17 March 2015 and accordingly, in terms of the provisions of the Articles of Association of the Company read with Section 161 of the Companies Act, 2013 (**2013 Act**) holds office upto the date of the forthcoming annual general meeting of the Company.

Notice pursuant to Section 160 of the 2013 Act has been received from Members(s), signifying their intention to propose the appointment of Mr. Eric Schwartz, Mr. Bobby Parikh, Mr. Ravi Narain and Mr. Sivanandhan Dhanushkodi as Director(s) of the Company. These may also be treated as individual notice to the Members of their candidature, pursuant to Section 161(1) of the 2013 Act.

Pursuant to the provisions of Section 149 of the 2013 Act, every listed company is required to have at least one third of the total number of directors as independent directors, who are not liable to retire by rotation.

On the recommendation of Compensation and Nomination Committee of the Company, it is proposed to appoint Mr. Eric Schwartz, Mr. Bobby Parikh, Mr. Ravi Narain and Mr. Sivanandhan Dhanushkodi as Independent Director(s) of the Company pursuant to Section 149, Schedule IV and other applicable provisions, if any, of the 2013 Act.

Mr. Eric Schwartz, Mr. Bobby Parikh, Mr. Ravi Narain and Mr. Sivanandhan Dhanushkodi have submitted the declaration(s) of (i) independence, as required pursuant to Section 149(7) of the 2013 Act stating that they meet the criteria of independence as provided in sub-section (6), (ii) declaration(s) of fulfilling 'Fit & Proper' person criteria as prescribed by the Reserve Bank of India and (iii) declaration(s) that they are not disqualified from being appointed as a director in terms of section 164 of the 2013 Act.

In the opinion of the Board, the proposed appointment(s) of Mr. Eric Schwartz, Mr. Bobby Parikh, Mr. Ravi Narain and Mr. Sivanandhan Dhanushkodi as Independent Director(s), fulfills the conditions specified in the 2013 Act and the Rules made thereunder and is independent of the management.

Brief profile(s) of proposed Independent Director(s) are given in the annexure to the Notice.

The Board of Directors is of the opinion that the proposed Independent Director(s) possesses requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest of the Company to have their association with the Company as Independent Director(s).

The Board recommends the resolution(s) set out at Item No. 1 to 4 of the Notice to the Members for their consideration and approval.

Other than Mr. Eric Schwartz, Mr. Bobby Parikh, Mr. Ravi Narain and Mr. Sivanandhan Dhanushkodi, none of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the Ordinary Resolution(s) set out at Item No. 1 to 4 of the Notice.

Corporate Office:
One Indiabulls Center, 17th Floor,
Tower 2A, Jupiter Mills Compound,
Senapati Bapat Marg,
Mumbai – 400 013

Date: 17 March, 2015
Place: Mumbai

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

**Sd/-
Jitendra Bhati
AVP – Compliance & Secretarial
Membership No.: ACS 23307**

ANNEXURE TO NOTICE

Brief Profile(s) of Independent Director(s)**Mr. Eric Schwartz:**

Mr. Eric Stuart Schwartz, aged 52 years, is a graduate from the Wharton School of the University of Pennsylvania with a B.S.E. (summa cum laude) and M.B.A in 1984 and 1985, respectively.

Mr. Schwartz joined Goldman Sachs as a summer associate in 1984 and retired from there twenty three years later in 2007. During his career at Goldman Sachs he served in leadership positions in three of the four revenue-producing divisions of the firm. In 1994 he became a partner in the Equity Capital Markets unit of the Investment Banking Division, and later served as co-head of the Global Equities and Investment Management Divisions. He joined the Management Committee in 2001 and was named co-head of the Partnership Committee in 2005, tasked with supervising the process of promoting new partners.

In June of 2007 he retired from Goldman Sachs, and now manages his personal investments. He served as Chairman-elect of Nikko Asset Management, the third-largest asset manager in Japan, from 2008 until its sale in 2009.

Other Directorship:

- Gold Bullion International
- Jefferson National
- Allied World Assurance
- Demica Limited
- Applied Data Finance
- Atlanta Hawks Basketball & Entertainment

Mr. Bobby Parikh:

Mr. Bobby Parikh, aged 50 years, is a graduate in Commerce from the University of Mumbai and a qualified Chartered Accountant.

Mr. Parikh is a Designated Partner in BMR & Associates LLP and leads its financial services industry practice. With over 25 years of experience, Mr. Parikh has advised a number of private equity investors, banking groups, investment banks, brokerage houses, fund managers and other financial services intermediaries in establishing operations in India, mergers and acquisitions, and in developing structured financial products, besides providing tax and business advisory and tax reporting services.

Formerly Chief Executive Officer and Country Managing Partner at two big 4 audit firms, Mr. Parikh has been a member of a number of trade and business associations, as well as a member of the advisory or executive boards of non-governmental and not-for-profit organizations.

Other Directorship:

- Aviva Life Insurance Company India Ltd
- HDFC Bank Limited
- Taxand Advisors Private Limited
- BMR Global Services Private Limited
- BMR Business Solutions Private Limited
- Green Infra Limited
- Birla Sun Life Asset Management Company Limited
- Green Infra Wind Ventures Limited
- BMR & Associates LLP
- BMR Advisors Pte Limited

Mr. Ravi Narain:

Mr. Ravi Narain, aged 59 years, is a graduate in Arts (Hons) from St Stephen's College, Delhi University. He completed his MBA from Wharton School, University of Pennsylvania and UK (Econ.) from Cambridge University.

Mr. Narain is presently the Vice Chairman of the National Stock Exchange of India (NSE). Mr. Narain was Managing Director & CEO of NSE, a position he has occupied in 2000. Prior to the NSE, Mr. Narain worked for the Industrial Development Bank of India (IDBI) from 1981 in various capacities and across portfolios. He was responsible for policy research and development support to the Bank in its financing of industrial projects in India. He was also responsible for design and analytical support for new segments, products and services. In addition, he was responsible for engaging with international funding agencies for lines of credit to the IDBI.

As a special assignment from 1987 to 1989, Mr. Narain was tasked by the IDBI to set up the Securities and Exchange Board of India (SEBI), the securities market regulator for India. He was in charge of the core team that was responsible for drawing up the framework for securities regulation for the Indian securities market and for the initial startup work for the SEBI.

Other Directorship:

- National Stock Exchange of India Limited;
- National Securities Clearing Corporation Limited;
- NSDL e-Governance Infrastructure Limited;
- India Index Services And Products Limited;
- NSE IT Limited;
- Dotex International Limited;
- National Commodity and Derivatives Exchange Limited;
- HDFC Standard Life Insurance Company Limited;
- NSE Infotech Services Limited;
- National Commodity Clearing Limited;
- Power Exchange India Limited;
- UTI Retirement Solutions Limited;
- NSDL Database Management Limited;
- National Securities Depository Limited;
- NSE Strategic Investment Corporation Limited

Mr. Sivanandhan Dhanushkodi:

Mr. Sivanandhan Dhanushkodi, aged 64 years, is a Masters in Arts from University of Madras.

Mr. Sivanandhan Dhanushkodi is one of the most highly regarded IPS officers in India, with a career spanning several postings during his 35 years of service. He has dedicated his life to the eradication of corruption and organized crime and is renowned for his use of strategy and intelligence to uphold the rule of law. Besides being the Director General of Police, Maharashtra till March 2011, Mr. Dhanushkodi also served as State Commissioner of Intelligence and Joint Director of the Central Bureau of Investigation, West Zone, from 2001-04. Mr. Dhanushkodi is currently running a security advisory company and is associated with the RBI as security advisor.

Other Directorship:

- RBL Bank Limited
- Forbes & Company Limited
- United Spirits Limited
- Securus First India Private Limited
- S.D.Fine Chem Limited
- Aquamall Water Solutions Limited
- Eureka Forbes Ltd
- Securus First Digital Services Private Limited



IndoStar Capital Finance Limited

(CIN: U51909WB2009PLC136998)

Registered Office: Room No. 6, 4th Floor, Commerce House, 2A, Ganesh Chandra Avenue,
Kolkata – 700 013

Corporate Office: One Indiabulls Center, 17th Floor, Tower 2A, Jupiter Mills Compound,
Senapati Bapat Marg, Mumbai – 400 013

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

Website: www.indostarcapital.com; **Email:** icf.legal@indostarcapital.com

ATTENDANCE SLIP

Registered Folio/ DP ID and Client ID	
Name and address of the shareholder(s)	
Joint Holder 1	
Joint Holder 2	

I/ We hereby record my/ our presence at the EXTRAORDINARY GENERAL MEETING of the Company on Saturday, March 28, 2015, at 11:00 A.M., at One Indiabulls Centre, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400013.

Member's Folio/ DP ID-Client ID No.	Member's/ Proxy's name in Block Letters	Member's/Proxy's Signature

NOTE:

Please complete the Folio/ DP ID-Client ID No. and name of the Member/ Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Venue.



IndoStar Capital Finance Limited

(CIN: U51909WB2009PLC136998)

Registered Office: Room No. 6, 4th Floor, Commerce House, 2A, Ganesh Chandra Avenue, Kolkata – 700 013

Corporate Office: One Indiabulls Center, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013

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

Website: www.indostarcapital.com; **Email:** icf.legal@indostarcapital.com

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 No.:
DP ID :

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

1. Name: Address:.....
 E-mail Id:..... Signature: or failing him:
2. Name: Address:.....
 E-mail Id:..... Signature:..... or failing him:

as my/ our Proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Extraordinary General Meeting of the Company, to be held on Saturday, March 28, 2015, at 11:00 A.M., at One Indiabulls Centre, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400013 and at any adjournment thereof in respect of the following resolutions as are indicated below:

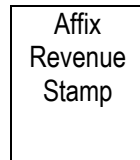
Resolution No.	Resolution
Special Business	
1.	Appointment of Mr. Eric Schwartz (DIN 03510540) as Independent Director of the Company
2.	Appointment of Mr. Bobby Parikh (DIN 00019437) as Independent Director of the Company
3.	Appointment of Mr. Ravi Narain (DIN 00062596) as Independent Director of the Company

4.	Appointment of Mr. Sivanandhan Dhanushkodi (DIN 03607203) as Independent Director of the Company
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Signed this day of 2015

Signature of Shareholder(s): _____

Signature of Proxy holder(s): _____



NOTE:

1. This form of Proxy, in order to be effective, should be duly completed and deposited at the Corporate Office of the Company, One Indiabulls Center, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai - 400013, not less than FORTY-EIGHT HOURS (48 hrs) before the commencement of the Meeting.
2. For the Resolution, Explanatory Statement and Notes, please refer to the Notice of the Extraordinary General Meeting.