



**Notice – Extraordinary General Meeting
17 October 2016**

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members of **IndoStar Capital Finance Limited** will be held on Monday, 17 October 2016 at 11:00 a.m. at the Registered Office of the Company at One Indiabulls Center, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013, to transact the following businesses:

1. IndoStar Employee Stock Option Plan 2016 - II

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for time being in force) (**“the Act”**), the Memorandum of Association and the Articles of Association of the Company, subject to such other rules, regulations guidelines and acts applicable from time to time and subject to the approval(s) / consent(s) / permission(s) / sanction(s), as may be required from the appropriate regulatory authorities / institutions / bodies including but not limited to the Stock Exchanges, Securities and Exchange Board of India, Reserve Bank of India and subject to such terms and conditions as may be prescribed / imposed by such regulatory authorities / institutions / bodies, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee, for the time being exercising the powers conferred on the Board of Directors by this Resolution) to create, issue, offer and allot to the present and / or future permanent employees of the Company working in India or abroad and / or directors (including whole-time directors but excluding non-executive independent directors) of the Company and any other individuals / entities as allowed under applicable laws (hereinafter referred to as **“employees”** or **“said employees”**) under the **“IndoStar ESOP Plan 2016 - II”** (**“ESOP 2016 - II”**), 30,00,000 (Thirty Lakh) stock options convertible into 30,00,000 (Thirty Lakh) equity shares of the Company (or such adjusted numbers for any bonus, stock, splits or consolidation or other re-organisation of the capital structure of the Company) having face value of INR 10/- (Rupees Ten Only) per equity share, on such terms and conditions and in such tranches, as may be decided by the Board in its absolute discretion;

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the terms mentioned in the Explanatory Statement annexed to the Notice convening this Meeting, which are hereby approved by the Members, the Board be and is hereby authorised to institute and implement the ESOP 2016 - II as per the draft submitted to this Meeting for approval, which draft is hereby specifically approved by the Members;

RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares allotted pursuant to the aforesaid ESOP 2016 - II shall in all respects rank *pari passu* inter se and shall also in all respects rank *pari passu* with the then existing equity shares of the Company;

RESOLVED FURTHER THAT as is required, the Company shall conform to the accounting policies as applicable to the Company, from time to time;

RESOLVED FURTHER THAT the Board be and is hereby authorised to re-price the options as it deems fit, which are not exercised, whether or not they have been vested, if the exercise price of the options is

rendered unattractive due to fall in price of the share in the market and that such re-pricing is not detrimental to the interest of the employees;

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation thereto including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required;

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in relation to the formulation and implementation of ESOP 2016 - II and to the issuance of the shares (including to amend or modify any of the terms thereof) issued herein without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation thereto.”

2. IndoStar Employee Stock Option Plan 2016 – II – Holding Company and / or Subsidiary Company(ies)

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for time being in force) (**“the Act”**), the Memorandum of Association and the Articles of Association of the Company, subject to such other rules, regulations, guidelines and acts applicable from time to time and subject to the approval(s) / consent(s) / permission(s) / sanction(s), as may be required from the appropriate regulatory authorities / institutions / bodies including but not limited to the Stock Exchanges, Securities and Exchange Board of India, Reserve Bank of India and subject to such terms and conditions as may be prescribed / imposed by such regulatory authorities / institutions / bodies, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee, for the time being exercising the powers conferred on the Board of Directors by this Resolution) to create, issue, offer and allot to the present and / or future permanent employees of the subsidiary companies of the Company working in India or abroad and / or present and / or future permanent employees of the holding company of the Company and / or directors (including whole-time directors but excluding non-executive independent directors) of the subsidiary companies of the Company in India or aboard and / or directors (including whole-time directors but excluding non-executive independent directors) of the holding company of the Company and any other individuals / entities as allowed under applicable laws (hereinafter referred to as **“employees”** or **“said employees”**) under the **“IndoStar ESOP Plan 2016 - II”** (**“ESOP 2016 - II”**), 30,00,000 (Thirty Lakh) stock options convertible into 30,00,000 (Thirty Lakh) equity shares of the

Company (or such adjusted numbers for any bonus, stock splits or consolidation or other re-organisation of the capital structure of the Company) having face value of INR 10/- (Rupees Ten) per equity share, on such terms and conditions and in such tranches, as may be decided by the Board in its absolute discretion;

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the terms mentioned in the Explanatory Statement annexed to the Notice convening this Meeting, which are hereby approved by the Members, the Board be and is hereby authorised to institute and implement the ESOP 2016 - II as per the draft submitted to this Meeting for approval, which draft is hereby specifically approved by the Members;

RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares allotted pursuant to the aforesaid ESOP 2016 - II shall in all respects rank *pari passu* inter se and shall also in all respects rank *pari passu* with the then existing equity shares of the Company;

RESOLVED FURTHER THAT as is required, the Company shall conform to the accounting policies as applicable to the Company, from time to time;

RESOLVED FURTHER THAT the Board be and is hereby authorised to re-price the options as it deems fit, which are not exercised, whether or not they have been vested, if the exercise price of options is rendered unattractive due to fall in price of the share in the market and that such re-pricing is not detrimental to the interest of the employees;

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation thereto including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required;

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in relation to the formulation and implementation of the ESOP 2016 - II and to the issuance of the shares (including to amend or modify any of the terms thereof) issued herein without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation thereto.”

3. Increase in the Authorised Share Capital of the Company and consequent alteration of Clause V(a) of the Memorandum of Association of the Company

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

“**RESOLVED THAT** pursuant to (i) the provisions of Section 13, Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force); (ii) the provisions of the

Memorandum of Association and the Articles of Association of the Company; and (iii) such other acts, laws, rules, regulations and guidelines applicable from time to time, consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from Rs. 80,00,00,000/- (Rupees Eighty Crore Only) divided into 8,00,00,000 (Eight Crore) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 90,00,00,000/- (Rupees Ninety Crore Only) divided into 9,00,00,000 (Nine Crore) equity shares of Rs. 10/- (Rupees Ten Only) each and consequently the existing Clause V (a) of the Memorandum of Association of the Company relating to the share capital be altered by deleting the same and substituting in its place and stead, the following new 'Clause V (a)':

V(a) "The Authorised Share Capital of the Company is Rs.90,00,00,000/- (Rupees Ninety Crore Only) divided into 9,00,00,000 (Nine Crore) equity shares of Rs.10/- (Rupees Ten Only) each with such rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for time being, with the power to increase and/or decrease the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act; or provided by the Articles of Association of the Company for the time being."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Directors of the Company, Mr. Pankaj Thapar, Chief Financial Officer and Mr. Jitendra Bhati, VP – Compliance & Secretarial, be and are hereby severally authorised to settle any question, difficulty or doubt that may arise in connection with the aforesaid resolution or any other matters related thereto and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution."

Registered & Corporate Office:
One Indiabulls Center, 17th Floor,
Tower 2A, Jupiter Mills Compound,
Senapati Bapat Marg, Mumbai – 400 013
CIN: U51909MH2009PLC268160
Website: www.indostarcapital.com
e-mail: icf.legal@indostarcapital.com
Tel: +91 22 43157000; Fax: +91 22 43157010

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

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

Place: Mumbai
Date: 22 September 2016

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the businesses as set out in the Notice of Extraordinary General Meeting (“**EGM Notice**”) is annexed hereto and forms part of the EGM Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL 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. Members are requested to register the changes, from time to time, in their email-address with the Company to enable the Company to service various notice(s), reports, documents, etc. in the electronic mode.
5. Corporate Members intending to send their authorised representative(s) to attend the Extraordinary General Meeting are requested to send a certified copy of the board resolution authorising their representative(s) to attend and vote on their behalf at the Extraordinary General Meeting pursuant to the provisions of Section 113 of the Companies Act, 2013.
6. All relevant documents referred to in the EGM Notice and the Explanatory Statement will be available for inspection by the Members at the Registered & Corporate Office of the Company during normal business hours on all working days (i.e., except Saturday(s), Sunday(s) and Public Holidays) up to the date of the Extraordinary General Meeting and during the continuance of the Extraordinary General Meeting.
7. Members / Proxies / Authorised Representative(s) of the Corporate Members are requested to bring the Attendance Slip duly filled in.
8. EGM Notice along with the Attendance Slip and Proxy Form is being sent by electronic mail to all the Members whose email addresses are registered with the Company / Depository Participant(s), unless a Member has requested for a hard copy of the same.
9. EGM Notice will also be available on the website of the Company www.indostarcapital.com.

ANNEXURE TO THE EGM NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)

Item No(s). 1 & 2

Members are requested to note that the success of the Company’s objective is largely determined by the quality of its work force and their commitment to the Company’s objectives. It is recognized that not only good employment opportunities but also additional motivating mechanisms are needed to incentivise employees and aligning their interest with the interest of the Company. In recognition of the said objective, the Company had implemented (i) the Employee Stock Option Plan – 2012 (ESOP 2012) for pool of 15,00,000 stock options; and (ii) the Employee Stock Option Plan – 2016 (ESOP 2016) for pool of 27,00,000 stock options. Out of the aggregate pool of 42,00,000 stock options available under the ESOP 2012 and ESOP 2016, the position as regards issued, cancelled, vested, exercised and outstanding stock options are as under:

ESOP Plan	Size of Plan (in terms of number of Options)	Options issued under the Plan	Options cancelled	Options Exercised	Options Vested	Options Outstanding	Balance available
ESOP 2012	15,00,000	16,01,254	1,03,700	3,300	1,90,200	14,94,254	2,446
ESOP 2016	27,00,000	25,38,036	0	0	0	25,38,036	1,61,964

Members are requested to note that in light of the (i) pace of the growth of the Company; (ii) increase in scope of the business volume and business verticals / financial products of the Company / its subsidiaries within the financial services sector (iii) new senior / middle level hires undertaken / to be undertaken by the Company; and (iv) considering the fact that in aggregate only 1,64,410 stock options are available for further grant, the Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, approved the introduction of new employee stock option scheme titled as “IndoStar ESOP Plan 2016 - II” (ESOP 2016 – II), in line with the existing ESOP 2012 and ESOP 2016, to grant stock options not exceeding 30,00,000 each convertible into 1 equity share of the Company having Face Value of INR 10/- (Rupee Ten) per equity share, with an objective of rewarding the employees / directors for building up the value of the Company, developing a sense of ownership and participation in the Company and also to provide them with an opportunity to share in the gains of the business of the Company.

Members are further requested to note that your Board of Directors consider it appropriate to extend the proposed ESOP 2016 - II to the employees / directors of the holding / subsidiary company(ies), as may be decided by the Board of Directors or Nomination and Remuneration Committee thereof, to motivate and retain the best talent.

The broad features of the ESOP 2016 - II are as under:

Total number of stock options to be granted	A maximum of 30,00,000 (Thirty Lakh) options, subject to adjustments as may be required due to any corporate action. Each option is exercisable into 1 (one) equity share of the Company.
Identification of classes of employees entitled to participate in the ESOP 2016 - II	To be decided by the Nomination & Remuneration Committee from time to time, in accordance with the ESOP 2016 - II.
Appraisal process for determining the eligibility of employees to ESOP 2016 - II	As may be deemed fit by the Nomination & Remuneration Committee from time to time in accordance with the ESOP 2016 - II.
Requirements of vesting and vesting period	As determined by the Nomination & Remuneration Committee in accordance with the ESOP 2016 - II. Provided that there shall be a minimum period of one year between the grant of options and vesting of options.
Maximum period within the options shall be vested	As determined by the Nomination & Remuneration Committee in accordance with the ESOP 2016 - II.
Exercise price or the formula for arriving at the exercise price	As determined by the Nomination & Remuneration Committee in accordance with the ESOP 2016 - II.
Exercise period and Exercise Process	As per the ESOP 2016 - II.
Lock-in period	As determined by the Nomination & Remuneration Committee in accordance with the ESOP 2016 - II. Shares issued under ESOP 2016 - II shall be subject to transfer restrictions as provided in the Articles of Association of the Company and such lock-in restrictions, if required under Applicable Laws and / or if determined by the Nomination and Remuneration Committee from the date of allotment of Shares under the ESOP 2016 - II.
Maximum number of options to be granted per employee and in aggregate	Such number as may be decided by the Board or the Nomination and Remuneration Committee thereof in accordance with the ESOP 2016 - II.
Method which the company shall use to value its options	As per the Guidance Note on Accounting for employee share-based Payments' (Guidance Note) of Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI).
Conditions under which options vested in employee(s) may lapse	As per the ESOP 2016 - II.
Specified Time Period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	As per the ESOP 2016 - II.
Implementation and administration of ESOP 2016 - II	The Company shall directly implement and administer the ESOP 2016 - II through the Board / the Nomination & Remuneration Committee.
Issue of new shares or secondary acquisition	Company shall issue new shares under the ESOP 2016 - II.

The Company shall conform to the Accounting Policies as applicable to the Company, from time to time.

Members are requested to note that in case the Company calculates the employees compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

Members are requested to note that the draft of the ESOP 2016 - II shall be open for inspection by the Members at the Registered & Corporate Office of the Company during normal business hours on all working days (i.e., except Saturday(s), Sunday(s) and Public Holidays) up to the date of the Extraordinary General Meeting and during the continuance of the Extraordinary General Meeting.

Members are requested to note that it is proposed to seek the approval of the Members of the Company in terms of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 for the introduction and implementation of the ESOP 2016 – II.

The Board recommends the resolution(s) set out at Item No. 1 and Item No. 2 of this Notice to the Members for their consideration and approval, by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution(s) set out at Item No. 1 and Item No. 2 of this Notice, except to the extent of the options / equity shares that may be granted / offered to them under the ESOP 2016 - II.

Item No. 3

Members are requested to note that presently, the Authorised Share Capital of the Company is Rs. 80,00,00,000/- of which the Issued, Subscribed and Paid-up Share Capital of the Company is Rs. 73,35,77,290/-.

Members are requested to note that the Company has implemented the Employee Stock Option Plan – 2012 (ESOP 2012) for pool of 15,00,000 stock options, the Employee Stock Option Plan – 2016 (ESOP 2016) for pool of 27,00,000 stock options and the proposed Employee Stock Option Plan – 2016 – II (ESOP 2016 – II) is for pool of 30,00,000 stock options.

Members are further requested to note that to enable the Company to issue shares pursuant to the exercise of all the stock options granted / proposed to be granted under all the ESOP approved by the Members of the Company and the proposed ESOP 2016 – II, and to facilitate, in future, any further issue of shares by the Company, it is proposed to increase the Authorised Share Capital of the Company from Rs. 80,00,00,000/- to Rs. 90,00,00,000/- by increase of Rs. 10,00,00,000/- (1,00,00,000 equity shares of Rs. 10/- each), subject to the approval of the Members of the Company.

Members are further requested to note that the aforesaid proposed increase in the Authorised Share Capital of the Company will also require alteration of Clause V(a) of the Memorandum of Association of the Company.

Members are requested to note that it is proposed to seek the approval of the Members of the Company (i) in terms of Section 61 of the Companies Act, 2013, for increase in the Authorised Share Capital of the Company from Rs. 80,00,00,000/- to Rs. 90,00,00,000/-; and (ii) in terms of Section 13 of the

Companies Act, 2013, for consequent alteration of Clause V(a) of the Memorandum of Association of the Company.

Members are requested to note that the draft of the altered Memorandum of Association of the Company shall be open for inspection by the Members at the Registered & Corporate Office of the Company during normal business hours on all working days (i.e., except Saturday(s), Sunday(s) and Public Holidays) up to the date of the Extraordinary General Meeting and during the continuance of the Extraordinary General Meeting.

The Board recommends the resolution set out at Item No. 3 of this Notice to the Members for their consideration and approval, by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of the EGM Notice.

Registered & Corporate Office:

One Indiabulls Center, 17th Floor,
Tower 2A, Jupiter Mills Compound,
Senapati Bapat Marg, Mumbai – 400 013
CIN: U51909MH2009PLC268160
Website: www.indostarcapital.com
e-mail: icf.legal@indostarcapital.com
Tel: +91 22 43157000; Fax: +91 22 43157010

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

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

Place: Mumbai

Date: 22 September 2016



IndoStar Capital Finance Limited
(CIN: U51909MH2009PLC268160)

Registered & 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 an EXTRAORDINARY GENERAL MEETING of the Company held on Monday, 17 October 2016 at 11:00 a.m. at One Indiabulls Center, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013.

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

NOTE:

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



IndoStar Capital Finance Limited

(CIN: U51909MH2009PLC268160)

Registered & 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) holding 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:.....

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 Monday, 17 October 2016 at 11:00 a.m. at One Indiabulls Center, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Business
1.	IndoStar Employee Stock Option Plan 2016 - II
2.	IndoStar Employee Stock Option Plan 2016 – II – Holding Company and / or Subsidiary Company(ies).

3.	Increase in the Authorised Share Capital of the Company and consequent alteration of Clause V(a) of the Memorandum of Association of the Company.
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Signed this day of 2016

Signature of Shareholder(s): _____

Signature of Proxy holder(s): _____

Affix Revenue Stamp

NOTE:

1. This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, One Indiabulls Center, 17th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013 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.

