



ICFL/LS/0051/2024-25

29 May 2024

BSE Limited

Listing Department, 1st Floor,
P J Towers, Dalal Street, Fort,
Mumbai - 400 001.

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051.

Scrip Code: 541336

Symbol: INDOSTAR

Sub.: Submission of Notice of Postal Ballot

Ref.: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of Postal Ballot dated 28 May 2024 along with the Explanatory Statement ("Postal Ballot Notice") dispatched to the Members of IndoStar Capital Finance Limited (the "Company") on 29 May 2024 for seeking approval by way of Special Resolution on the following special businesses:

Sr. No	Description of the Special Business
1.	Amendment of the Articles of Association of the Company
2.	Appointment of Mr. Randhir Singh (DIN: 05353131) as the Whole-Time Director on the Board of Directors of the Company designated as the Executive Vice Chairman
3.	Amendment to IndoStar ESOP Plan 2018
4.	Approval of proposed grant of stock options equal to or exceeding 1% (one percent) of issued capital of the Company under IndoStar ESOP Plan 2018 at the time of grant to identified employee(s)

In accordance with Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and General Circulars No. 9/2023 dated September 25, 2023 and the previous circulars on COVID-19 related relaxations issued by Ministry of Corporate Affairs (MCA) applicable in this regard (the "MCA Circulars") the Postal Ballot Notice is sent only through electronic mode to those Members of the Company whose email address(es) are registered with the Company/ Depository(s) / Depository Participants/ Registrar and Transfer Agent - Link Intime India Private Limited ("Link Intime") and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the National Securities Depository Limited and Central Depository Services (India) Limited ("CDSL") (together referred as "Depositories") as on Friday, 24 May 2024 ("cut-off date").

IndoStar Capital Finance Limited

Registered Office: Silver Utopia, 3rd Floor, Unit No 301-A, Opposite P & G Plaza, Cardinal Gracious Road, Chakala, Andheri (E), Mumbai - 400099, India. | T +91 22 4315 7000 | contact@indostarcapital.com | www.indostarcapital.com | CIN: L65100MH2009PLC268160

In accordance with the MCA Circulars, hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelope has not been sent to the Members and the communication of the assent or dissent of the Members will only take place through remote e-voting ("E-Voting").

The Company has engaged the services of CDSL, for providing E-voting facility to its Members. The E-voting period commences on Thursday, 30 May 2024 at 9:00 a.m. (IST) and ends on Saturday, 29 June 2024 at 5:00 p.m. (IST) after which the E-voting will be blocked by CDSL. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. Friday, 24 May 2024, may cast their votes.

The results of the Postal Ballot shall be declared on or before Monday, 1 July 2024 by 4:00 p.m. (IST).

The Postal Ballot Notice is available on the website of the Company at <https://www.indostarcapital.com>.

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)



INDOSTAR CAPITAL FINANCE LIMITED

Registered & Corporate Office: Silver Utopia, 3rd Floor, Unit No 301-A, Opposite P & G Plaza, Cardinal Gracious Road,

Chakala, Andheri (E), Mumbai - 400099, India

Corporate Identity Number: L65100MH2009PLC268160

Tel: +91 22 43157000

Website: www.Indostarcapital.com; **Email:** investor.relations@Indostarcapital.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to and in compliance with the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules framed thereunder including Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (the "**Act**"), General Circular nos. 9/2023 dated September 25, 2023 and the previous circulars on COVID-19 related relaxations issued by Ministry of Corporate Affairs (MCA) applicable in this regard (the "**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and all other applicable laws, rules and regulations, if any, that the resolutions set out below are proposed to be passed as Special Resolution(s) by the Members of IndoStar Capital Finance Limited (the "**Company**") through Postal Ballot, only by way of remote e-voting facility ("**E-voting**").

You are requested to peruse the following proposed Resolution(s) along with explanatory statement and thereafter record your assent or dissent by means of E-voting only.

Special Business(es):

1. ALTERATION OF THE ARTICLES 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 the provisions of Sections 5 and 14 of the Companies Act, 2013 (the "**Act**") and the Companies (Incorporation) Rules, 2014 and all other applicable provisions under the Act, (including any statutory amendment(s), modification(s), clarification(s), substitution(s), enactment(s) or re-enactment(s) thereof for the time being in force) and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities and modifications thereof and recommendation of the Board of Directors (hereinafter referred to as the "**Board**", which term shall include any duly constituted committee(s) thereof or such other person(s) authorised by the Board), the approval of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company as under:

- (i) Article 236.2.1 to be substituted with:
"236.2.1. Subject to Applicable Law, the Board shall comprise of a maximum of 9 (nine) Directors."
- (ii) Article 236.2.2 to be substituted with:
*"236.2.2. Subject to Article 236.3 below, the Board shall be re-constituted as follows:
(i) 2 (two) non-executive Directors nominated by Brookfield ("**Brookfield Nominee Directors**");
(ii) 2 (two) non-executive Directors nominated by the ICM Group ("**ICM Nominee Directors**");
(iii) 3 (three) Independent Directors appointed in the manner set out in Article 236.4.9 below; and 2 (two) executive Directors."*

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake 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 and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. APPOINTMENT OF MR. RANDHIR SINGH (DIN: 05353131) AS THE WHOLE-TIME DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY DESIGNATED AS THE EXECUTIVE VICE CHAIRMAN

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 Sections 152, 178, 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 framed thereunder (including any amendment(s) or modification(s) thereof, for the time being in force); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”); Policy on Selection Criteria / “Fit & Proper” Person Criteria of the Company; Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023; other applicable laws, acts, rules, regulations and guidelines, as may be applicable; the Memorandum of Association and Articles of Association of IndoStar Capital Finance Limited (“**Company**”) (collectively referred to as “**Applicable Laws**”), and pursuant to the recommendation of the Nomination and Remuneration Committee (“**NRC**”) of the Company, and the approval of the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee constituted / may be constituted by the Board of Directors of the Company or any other person(s), for the time being exercising the powers conferred on the Board of Directors by this resolution and as may be authorised by the Board in this regard), the approval of the Members be and is hereby accorded for the appointment of Mr. Randhir Singh (DIN: 05353131), as a Whole-Time Director designated as the Executive Vice Chairman of the Company for a period of 5 (five) years effective as on the ‘effective date’ as determined by the Board in terms of the Management Agreement dated May 22, 2024 (“**Management Agreement**”), not liable to retire by rotation and on such terms and conditions as detailed in the said Management Agreement, the material terms of which are set out in the explanatory statement annexed to the Postal Ballot Notice;

RESOLVED FURTHER THAT the Management Agreement setting out terms and conditions including remuneration and terms of employee stock options in relation to appointment of Mr. Randhir Singh as a Whole-Time Director on the Board of Directors of the Company designated as Executive Vice Chairman, be and is hereby approved;

RESOLVED FURTHER THAT in compliance with the applicable provisions of the Act, the remuneration payable to Mr. Randhir Singh as a Whole-Time Director in terms of the Management Agreement, shall be paid as minimum remuneration, notwithstanding that such remuneration may exceed the limits specified under Section 197 read with Schedule V of the Act, for a period of 3 (three) years effective from the date of his appointment as a Whole-Time Director of the Company;

RESOLVED FURTHER THAT subject to compliance with the applicable provisions of the Act, consent of the Members of the Company be and is hereby accorded to the Board to modify / alter / vary the terms and conditions contained in the Management Agreement, as may be deemed fit;

RESOLVED FURTHER THAT consent of the Members be and is hereby accorded to the Board to undertake 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 including but not limited to delegate any powers to any officials of the Company conferred upon the Board by this resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

3. AMENDMENT OF INDOSTAR ESOP PLAN 2018

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) of the Companies Act, 2013 (the “**Act**”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (“**Rules**”), and all other applicable provisions, if any, of the Act and Rules, the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits

and Sweat Equity) Regulations, 2021 (the "**SEBI SBEB & SE Regulations**"), Regulation 26(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder ("**FEMA Regulations**") and other applicable provisions for the time being in force and as may be modified from time to time, and other laws, rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred to as "**Applicable Laws**"), the Memorandum of Association and Articles of Association of IndoStar Capital Finance Limited ("**Company**"), and pursuant to the recommendation of the Nomination and Remuneration committee ("**NRC**") and the Board of Directors of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s), as may be required, IndoStar ESOP Plan 2018 ("**ESOP 2018**"), approved and adopted by the Members at the Extraordinary General Meeting of the Company held on December 15, 2017, as amended, be and is hereby amended as per details stated in the Explanatory Statement annexed to the this Postal Ballot Notice; other terms of ESOP 2018 remaining unchanged;

RESOLVED FURTHER THAT 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 & Remuneration Committee ("**NRC**") constituted / may be constituted by the Board of Directors of the Company or any other person(s), for the time being exercising the powers conferred on the Board of Directors by this resolution and as may be authorised by the Board in this regard) be and is hereby authorized to vary, amend, modify or alter the terms of amended ESOP 2018, unless such variation, amendment, modification or alteration are not detrimental / prejudicial to the interests of the option holders and are in accordance with the terms of the Act, SEBI SBEB & SE Regulations and applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake 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 including but not limited to delegate any powers conferred upon the Board by this resolution to any officials of the Company, to execute required documents, deeds and writings and to settle any questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

4. APPROVAL OF PROPOSED GRANT OF STOCK OPTIONS EQUAL TO OR EXCEEDING 1% (ONE PERCENT) OF ISSUED CAPITAL OF THE COMPANY UNDER INDOSTAR ESOP PLAN 2018 AT THE TIME OF GRANT TO IDENTIFIED EMPLOYEE(S)

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) the Companies Act, 2013 (the "**Act**") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 ("**Rules**"), and all other applicable provisions, if any, of the Act and Rules, the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the "**SEBI SBEB & SE Regulations**"), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder ("**FEMA Regulations**") and other applicable provisions for the time being in force and as may be modified from time to time, and other laws, rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred to as "**Applicable Laws**"), the Memorandum of Association and Articles of Association of IndoStar Capital Finance Limited ("**Company**"), provisions contained in IndoStar ESOP Plan 2018 ("**ESOP 2018**") and pursuant to the recommendation of the Nomination and Remuneration committee of the Company ("**NRC**") and the Board of Directors of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s), as may be required from the appropriate regulatory authorities/institution/bodies and further subject to such terms and conditions as may be prescribed while granting such approval(s)/consent(s)/permission(s)/ sanction(s) , 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 & Remuneration Committee ("**NRC**") constituted / may be constituted by the Board of Directors of the Company or any other person(s), for the time being exercising the powers conferred on the Board of Directors by this resolution and as may be authorised by the Board in this regard) to offer, create and grant from time to time such number of Stock Options ("**Options**") in one or more tranches under ESOP 2018 exercisable into equal number of Equity Shares of face value of Rs. 10/- each fully paid up, as per the terms of ESOP 2018,

during any one financial year, which may be equal to or exceed 1% (one percent) of the issued capital of the Company, at the time of grant of options, to the following identified employee(s) of the Company:

Name of Employee	Designation of Employee	Number of Options to be granted
Mr. Randhir Singh	Whole-Time Director and Executive Vice Chairman	17,00,000

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake 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 including but not limited to delegate any powers conferred upon the Board by this resolution to any officials of the Company, to execute required documents, deeds and writings and to settle any questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

Sd/-

Shikha Jain

Company Secretary & Compliance Officer
Membership No.: 59686

Place: Mumbai
Date: May 28, 2024

Registered Office:

Silver Utopia, 3rd Floor, Unit No 301-A,
Opposite P & G Plaza, Cardinal Gracious Road,
Chakala, Andheri (E), Mumbai - 400099, India

CIN: L65100MH2009PLC268160

Tel: +91 22 43157000

E-mail: investor.relations@Indostarcapital.com

Website: www.Indostarcapital.com

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 setting out all the material facts and reasons in respect of the business set out at resolution no. 1, 2, 3 and 4 in this Postal Ballot Notice dated May 28, 2024 ("**Postal Ballot Notice**") is annexed hereto and forms part of Postal Ballot Notice.
2. Information with respect to Mr. Randhir Singh seeking appointment as Whole-time Director designated as Executive Vice Chairman, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and any amendments thereto ("**Secretarial Standards**") is annexed hereto and forms part of the Postal Ballot Notice.
3. In terms of compliance with the requirements of the MCA Circulars, the Postal Ballot Notice is required to be sent only by email to those Members who have registered their e-mail addresses with the Company, Depository / Depository Participants, Registrar and Transfer Agent - Link Intime India Private Limited ("**Link Intime**") and the communication of assent/ dissent of the Members will only take place through E-voting. The physical copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not required to be sent to the Members for this Postal Ballot.
4. The Postal Ballot Notice are being sent to only those Members whose name appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") (together referred as "**Depositories**") as on **Friday, May 24, 2024 ("cut-off date")**.

The Postal Ballot Notice will also be available on the website of the Company at <https://www.indostarcapital.com>, the website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of CDSL at www.evotingindia.com.

Any person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.

5. Members who have not registered their e-mail addresses are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Link Intime by following the due procedure.
6. The voting rights of the Members shall be in proportion of the amount paid-up on the equity shares of the Company held by a Member with the total equity share capital of the Company as on the **cut-off date, i.e. Friday, May 24, 2024**.
7. Once the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
8. The Company has engaged the services of CDSL as agency to provide the facility for E-voting to its Members, to enable them to cast their votes. The E-voting period commences on **Thursday, May 30, 2024 at 9:00 a.m. (IST)** and ends on **Saturday, June 29, 2024 at 5:00 p.m. (IST)** after which the E-voting will be blocked by CDSL. Members are requested to peruse the proposed resolutions as set out in the Postal Ballot Notice read with Explanatory Statement and thereafter record their assent or dissent by means of E-voting provided by the Company not later than **5:00 p.m. (IST)** on **Saturday, June 29, 2024**, failing which it will be strictly considered that no reply has been received from the Members.
9. All relevant documents referred to in the Postal Ballot Notice and the Explanatory Statement will be available for inspection through electronic mode from date of dispatch of notice upto the last day of E-voting. Members who wish to inspect such documents may write to the Company Secretary & Compliance Officer at investor.relations@indostarcapital.com.
10. **Voting through E-voting:** In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended,

the MCA Circulars and Regulation 44 of the Listing Regulations read with Circular dated 9 December 2020 issued by SEBI on e-voting facility provided by Listed Entities, SS - 2, Members are provided with the facility to cast their votes electronically only, through the E-voting services provided by CDSL on the resolution(s) set forth in the Postal Ballot Notice. Members are advised to update their mobile number and email ID in their demat accounts in order to access E-voting facility.

Members are requested to note that the Company is providing facility for E-voting and the business is to be transacted through electronic voting system only.

I Information relating to E-voting:

- i.** Day, date and time of commencement of voting through electronic means: **Thursday, May 30, 2024 at 9:00 a.m. (IST).**
- ii.** Day, date and time of end of voting through electronic means beyond which voting will not be allowed: **Saturday, June 29, 2024 till 5:00 p.m. (IST).**
- iii.** Details of Website: www.evotingindia.com.
- iv.** Details of person to be contacted for issues relating to E-voting: **Mr. Rakesh Dalvi, Senior Manager, Central Depository Services (India) Limited.**
- v.** Details of Scrutinizer: **M/s. Mehta & Mehta Associates, Practicing Company Secretaries.**

II. Instructions relating to E-voting:

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020 on "e-voting facility provided by Listed Entities", Individual Shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories and Depository Participants ("DPS"), in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in the E-voting process. Shareholders are advised to update their mobile number and e-mail address with their DPS to access e-voting facility.

The way to vote electronically on CDSL e-voting system consists of "Two Steps" which are mentioned below:

STEP 1: ACCESS TO CDSL E-VOTING SYSTEM

A. Login Method for Individual Shareholders holding Shares of the Company in Demat mode through National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"):

Type of Members	Login Method
Individual Members holding shares in dematerialised mode with CDSL	I. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:
	<ol style="list-style-type: none"> i) Visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. Members can login through their existing user ID and password. Option will be available to reach e-voting page without any further authentication; ii) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

**Individual
Members holding
share(s) in
dematerialised
mode with NSDL**

II. Users who have not opted for Easi / Easiest facility:

- i) Option to register is available at CDSL website www.cdslindia.com;
- ii) Click on login & New System Myeasi Tab and then click on registration option;
- iii) After successful registration, please follow steps given in Point No. I above to cast your vote.

III. Visit the e-voting website of CDSL:

- i) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and Permanent Account Number from a e-voting link available on www.cdslindia.com home page.
- ii) 2. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the Demat Account.
- iii) After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress. Click on options available against the Company name: **IndoStar Capital Finance Limited** or select e-voting service provider name – **CDSL** to cast your vote.

I. Users registered for NSDL IDeAS facility:

- i) Open web browser by typing the following URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-services is launched, click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘IDeAS’ section;
- ii) A new screen will open. Enter your existing User ID and Password. After successful authentication, you will be able to see E-voting services. Click on “**Access to e-voting**” under e-voting services and user will be able to see e-voting page.
- iii) Click on options available against Company name: **IndoStar Capital Finance Limited** or e-voting service provider name – **CDSL** and you will be re-directed to CDSL e-voting website for casting vote during the remote e-voting period.

II. Users not registered for NSDL IDeAS facility:

- i) 1. Option to register is available at <https://eservices.nsd.com>;
- ii) Select “**Register Online for IDeAS**” Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>;
- iii) Proceed with completing the required fields;
- iv) After successful registration, please follow steps given in **Point No. I** above to cast your vote.

III. C. Visit the e-voting website of NSDL

- i) Visit the e-Voting website of NSDL by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘Shareholder / Member’ section.
- ii) Enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
- iii) After successful authentication, user will be redirected to NSDL depository site wherein you can see e-voting page. Click on options available against Company name: **IndoStar Capital Finance Limited** or e-voting service provider name – **CDSL**.
- iv) You will be redirected to e-voting website of CDSL for casting your vote during the remote e-voting period.

Individual Members (holding share(s) in dematerialized mode) login through their Depository Participants

- i) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility.
- ii) After Successful login, user will be able to see e-voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.
- iii) Click on option available against Company’s name: **IndoStar Capital Finance Limited** or e-voting service provider – **CDSL** and user will be redirected to e-voting website of **CDSL** for casting vote during the remote e-voting period.

Important Note:

Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at the NSDL and CDSL websites.

Helpdesk for Individual Shareholders holding Shares of the Company in Demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll free nos.: 022 4886 7000 and 022 2499 7000.
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact toll free no. 1800 22 55 33.

B. Login method for remote e-Voting for Members other than Individual Members holding shares in demat mode and Members holding shares in physical mode:

- i) The Members should log on to the e-voting website at www.evotingindia.com.
- ii) Click “**shareholders**” module.
- iii) Now enter your User ID, as detailed below:
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Members holding shares in physical mode should enter “**Folio Number**” registered with the Company.

- iv) Next enter the Image Verification as displayed and Click on “**Login**”.
- v) Please follow the following steps after clicking on “**Login**”:

Existing Users	New Users
<ul style="list-style-type: none"> If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used. 	Members who have updated their PAN with the Company / Depository Participants / Link Intime, please enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both the Members holding shares in electronic / dematerialized mode or physical mode)
<ul style="list-style-type: none"> If a Member has forgotten his / her password, they can retrieve the same by clicking on “Forgot Password” 	Members who have not updated their PAN with the Company / Depository Participants / Link Intime are requested to use the sequence number sent by Company. In case a Member has not received sequence number, he / she can obtain the same by writing to the Company at investor.relations@IndoStarcapital.com .

OR

Enter the Dividend Bank Details OR Date of Birth (in dd/mm/yyyy format) as recorded with your Depository Participants / Company / Link Intime. In case the said details are not recorded, Members are requested to use the Folio No. (in case of shares in physical mode) and Beneficiary ID / DP ID and Client ID. (in case of shares held in electronic / dematerialised mode).

- vi) After entering these details appropriately, click on “**SUBMIT**” tab.
- vii) Members holding shares in physical form will then directly reach the EVSN selection screen. The details can be used only for using the E-voting facility for the resolutions contained in the Postal Ballot Notice.
- viii) Members holding shares in electronic / dematerialised mode will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used for voting for resolutions of any other company on which they 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.

C. Process for Members whose Email/Mobile No. are not registered with the Company / Depositories:

Members holding shares in physical form - Please provide necessary details like Folio No., Name of Member, scanned copy of the share certificate (front and back) and PAN (self attested scanned copy of PAN card) by email to investor.relations@indostarcapital.com;

Members holding shares in dematerialised form (other than individuals) - Please update your email address and mobile no. with your respective DPs.

Individual Me

Members holding shares in dematerialised form - Please update your email address and mobile no. with your respective DPs which is mandatory while e-voting.

STEP 2: CAST YOUR VOTE ELECTRONICALLY ON CDSL E-VOTING SYSTEM.

- i) Click on the **EVSN 240528012** of the Company.
- ii) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "**YES / NO**" for voting. Select the option "**YES**" or "**NO**" as desired. The option YES implies that you assent to a particular resolution and option NO implies that you dissent to a particular resolution.
- iii) If you wish to view the entire resolution details, click on the "**RESOLUTIONS FILE LINK**".
- iv) 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.
- v) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- vi) You can also take a print of the votes cast by clicking on "**Click here to print**" option on the Voting page.
- vii) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- viii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- ix) Note for Non – Individual Members and Custodians:
 - Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "**Corporates**" module.
 - 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual Members are required mandatorily to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote and Demat account details to the Company at investor.relations@indostarcapital.com, if have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify.

D. Details of persons to be contacted for any issues / queries / grievances relating to E-voting:

If you have any queries or issues regarding E-voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for E-voting may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

11. M/s. Mehta & Mehta, Practicing Company Secretaries, have been appointed as the Scrutinizer (hereinafter referred as the "**Scrutinizer**") for conducting the Postal Ballot through E-voting in a fair and transparent manner.
12. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him in writing, after completion of scrutiny of votes received through E-voting. The results of the Postal Ballot shall be declared by the Chairman or any person authorized by him in writing, on or before **Monday, July 1, 2024 by 4:00 p.m.** The results of the Postal Ballot will be posted on the Company's website at www.indostarcapital.com and on the website of CDSL e-voting at www.evotingindia.com and will also be communicated to the BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed, immediately on declaration of results.

The resolution(s), if approved, shall be deemed to have been passed on the last date of E-voting i.e. on **Saturday, June 29, 2024**, subject to receipt of the requisite number of votes in favour of the resolution(s).
13. **29,2024**, subject to receipt of the requisite number of votes in favour of the resolution(s).

ANNEXURE TO POSTAL BALLOT NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND SECTION 110 OF THE COMPANIES ACT, 2013, SETTING OUT ALL MATERIAL FACTS:

RESOLUTION NO. 1

ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

Members are requested to note that as per Article 236.2 of the Articles of Association of the Company ("**AoA**"), pursuant to cessation of directorship of Mr. R. Sridhar, the Board is to be comprised of a maximum of 8 (eight) Directors *inter-alia* comprising of 1 (one) executive Director. In order to enable the Company to appoint Mr. Randhir Singh as Whole Time Director designated as Executive Vice Chairman of the Board ("**Proposed Appointment**"), as set out in Item No. 2 of the Postal Ballot Notice, it is proposed to amend Article 236.2.1 and Article 236.2.2 of the AoA, as per below:

(i) Article 236.2.1 to be substituted with:

"236.2.1. Subject to Applicable Law, the Board shall comprise of a maximum of 9 (nine) Directors."

(ii) Article 236.2.2 to be substituted with:

"236.2.2. Subject to Article 236.3 below, the Board shall be re-constituted as follows:

*(i) 2 (two) non-executive Directors nominated by Brookfield ("**Brookfield Nominee Directors**");*

*(ii) 2 (two) non-executive Directors nominated by the ICM Group ("**ICM Nominee Directors**");*

(iii) 3 (three) Independent Directors appointed in the manner set out in Article 236.4.9 below; and

2 (two) executive Directors.

Members are requested to note that pursuant to the provisions of Section 14 of the Companies Act, 2013, any alteration in the AoA of the Company shall require approval of the Members of the Company by way of a Special Resolution.

The draft of the current and amended AoA of the Company shall be available for inspection by the Members of the Company in accordance with the provisions of the Act, in the manner as mentioned in the Notes to the Postal Ballot Notice.

The Board recommends the resolutions set out at Resolution No. 1 of the Postal Ballot Notice to the Members of the Company for their consideration and approval, by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Resolution No. 1 of the Postal Ballot Notice.

RESOLUTION NO. 2

APPOINTMENT OF MR. RANDHIR SINGH (DIN: 05353131) AS THE WHOLE-TIME DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY DESIGNATED AS THE EXECUTIVE VICE CHAIRMAN

Members are requested to note that considering the knowledge, relevant expertise and experience of Mr. Randhir Singh in the banking and financial services sector which will be of immense value for the growth of the business of IndoStar Capital Finance Limited ("**Company**"), the Nomination and Remuneration Committee ("**NRC**") and the Board of Directors of the Company ("**Board**") at their respective meeting held on May 13, 2024, *inter-alia*, approved and recommended appointment of Mr. Randhir Singh (DIN: 05353131) as the Whole-Time Director designated as the Executive Vice Chairman of the Company for a period of 5 (five) years effective as on the 'effective date' as determined by the Board, including any committee or any other persons authorized by the Board ("**Effective Date**"), in terms of the Management Agreement dated May 22, 2024 between the Company and Mr. Randhir Singh ("**Management Agreement**"), not liable to retire by rotation, , and on such terms and conditions as detailed in the Management Agreement. Material terms of the Management Agreement are mentioned below:

No.	Heading	Details
1.	Effective date	The determination of the Effective Date by the Board, including any committee or any other persons authorized by the Board, is subject to receipt of approval of the shareholders under this resolution at Item 2, with the requisite majority; and Mr. Randhir Singh having completed his notice period at his previous organization.
2.	Term	Management Agreement shall remain in force for a period of 5 (five) years from the effective date, unless terminated earlier in accordance with terms and conditions mentioned therein. Mr. Randhir Singh as a whole-time director, shall not be liable to retire by rotation in terms of the Companies Act, 2013 (" Act ") and the Articles of Association of the Company.

3. Compensation and Benefits	Mr. Randhir Singh shall be entitled to annual compensation of INR 4,50,00,000, per annum for financial year 2024-25 on pro-rata basis, INR 5,00,00,000 for the financial year 2025-26, and INR 5, 50,00,000 for the financial year 2026-27. The compensation amount includes variable pay which is guaranteed for the financial year 2024-25 and will be linked to the performance criteria and adequacy of profits, post 2024-25, as may be decided by the Board / nomination and remuneration committee of the Company.as mentioned in the Management Agreement. Mr. Randhir Singh will also continue to be eligible to the employee stock options granted / may be granted to him in accordance with the employee stock option policy of the Company.
4. Others	Mr. Randhir Singh shall, amongst others, be bound by confidentiality, non-compete, non-solicitation, intellectual property and exclusivity obligations towards the Company.

Members are requested to note that the Board/NRC may modify/alter/vary the terms and conditions of appointment and remuneration of Mr. Randhir Singh as a Whole-Time Director and Executive Vice Chairman of the Company, as it may deem fit, and in accordance with the provisions of the Act read with Schedule V of the Act.

The Management Agreement shall be available for inspection by the Members of the Company in accordance with the provisions of the Act, in the manner as mentioned in the notes to the Postal Ballot Notice.

Information as required to be disclosed under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Act is mentioned herein below:

I. General Information:	
Nature of industry	The Company is a Non-Banking Financial Company registered with the Reserve Bank of India, engaged in the business of primarily financing commercial vehicles and small and medium enterprises.
Date or expected date of commencement of commercial business	The Company commenced its business operations in 2011.
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.
Financial performance based on given indicators	As on Financial year ended March 31, 2024 Net Worth: 3,08,971 lakhs Total Income: 1,12,523 lakhs Profits after Tax: 7,161 lakhs
Foreign investments or collaborations, if any	The Company has not made any foreign investments or entered into any foreign collaboration. Promoters and Members of Promoter Group of the Company are non-residents who holds 75% of the equity share capital of the Company as on March 31, 2024.

II. Information about the appointee: Mr. Randhir Singh	
Background details, Recognition or awards	Please refer to the brief Profile of Mr. Randhir Singh enclosed at Annexure to the Postal Ballot Notice.
Past remuneration	Not applicable
Job profile and his suitability	The role of the Executive Vice Chairman is to set and drive strategic agenda for the Company, in partnership with the CEO and leadership team. This will include: <ul style="list-style-type: none"> • Providing strategic direction to the business and leadership team; • Engaging external stakeholders (e.g., equity investors, debt investors, regulators, rating agencies, media, etc.); • Responsible for maintaining high standards of risk management, compliance and corporate governance.

	Mr. Randhir Singh is a suitable candidate for this role given his unique background across multinational institutions (Deutsche Bank, Citi) and entrepreneurial experience (APAC Financial), where he led and managed a variety of businesses and functions.
Remuneration proposed	As mentioned in Resolution No. 2 read with the Explanatory Statement of the Postal Ballot Notice.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the size of the Company, responsibilities proposed to be allocated to Mr. Randhir Singh and his experience and expertise in the financial services industry, his remuneration commensurate with the general industry standards.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	As on date of this Postal Ballot Notice, Mr. Randhir Singh has no pecuniary relationship with the Company
III. Other information	
Reasons of loss or inadequate profits	<p>Post losses incurred in the financial year 2021-22 owing to the previous years on account of the covid and the issues that came up on account of covid, the Company had been putting constant efforts to come out the undesirable situation by strengthening its control aspects in various segments, setting up new processes, automation, and targeting of right business segments.</p> <p>The Company has reduced its exposure to the high ticket corporate lending and high ticket SME loans and is on its journey towards making the business profitable and accordingly had reported profits for consecutive two financial years i.e., 2022-23 and 2023-24. Till March 2024, the emphasis was on the cleaning up of the Balance Sheet and while the Company has started making profits as stated above, the same are still inadequate owing to following major reasons:</p> <ul style="list-style-type: none"> - High costs borrowings raised post financial year 2021-22 - Increased investments in improving infrastructures; - Investments in high performing manpower, where the productivity comes in a quarter or more after the manpower come onboard; - Investments in expanding in new deeper geographical areas and spreading of new branches; - Substantial investments on technology <p>All these would mean that while the Company would continue to be profitable for a couple of years the same would be subdued and hence the belief that the profits could be inadequate.</p>
Steps taken or proposed to be taken for improvement	<p>During the financial year 2023-24, the Company has taken steps to reduce its stress book by selling to Asset Reconstruction Companies. This would mean that the income that was generated and reported is no longer there while the investment in the same continues and hence the cost of fund still remain.</p> <p>Additionally, the Company has been proactively targeting the right business segments which are safe and have strong business potential.</p> <p>The Company has also been making constant efforts for improvement in the following areas:</p> <ul style="list-style-type: none"> - Strengthening collection mechanism; - hiring high performing people; - re-building the leadership team; - automation of operations for higher productivity; - reducing cost by technology upgradation, reducing exposure to risky business and corporate segments, introducing smart branch; - broadening overall portfolio and enhancing exposure in each of key segments.

-
- venturing into retail financing as opposed to high ticket Corporate and SME loans, where risks are potentially higher.

Expected increase in productivity and profits in measurable terms

With the constant effort taken by the Company as mentioned aforesaid, the Company has been able to upgrade its credit rating in the financial year 2023-24 and accordingly was able to reduce its cost of borrowing.

Continued Profitability, robust collections, lower credit cost provisions, resulted in Profit After Tax of INR 71.61 crores on standalone basis and INR 115.84 crore on consolidated basis for the financial year ended March 31, 2024.

While we expect this trend to continue over the next few years, over the next 2 years the growth in profitability could be muted for the reasons mentioned above.

Further, currently, the Company has not defaulted in payment of dues to any of its secured creditors, therefore the prior approval of the secured creditors is not required.

The information and disclosures of the remuneration package of Mr. Randhir Singh as per the requirements of Section II of Part II of Schedule V of the Act will be mentioned in the Corporate Governance Report forming part of the Annual Report for the financial year 2023-24.

Disclosure(s) / information(s) under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are set out in Annexure to the Postal Ballot Notice.

Members are requested to note that the Company has received consent in writing from Mr. Randhir Singh to act as a Whole-Time Director on the Board designated as Executive Vice Chairman and declaration(s) and confirmation(s) stating that he satisfies all the conditions of appointment as a Whole-Time Director as set out in Section 196(3) and Part-I of Schedule V to the Act and that he is not disqualified from being appointed as a Whole-Time Director of the Company in terms of applicable provisions of the Act and the circulars, directions, notifications, regulations, guidelines issued by the Reserve Bank of India and the Securities and Exchange Board of India.

Members are requested to note that in terms of Section 178 of the Act, terms of reference of NRC, Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and Policy on Selection Criteria / "Fit & Proper" Person Criteria of the Company, the NRC at its meeting held on May 13, 2024 has assessed and confirmed the eligibility and "fit & proper" person status of Mr. Randhir Singh for his appointment as a whole-time director on the Board of the Company, based on the information, declarations, disclosures and undertakings provided by him.

Members are further requested to note that the Company has received a notice in writing in terms of the provisions of Section 160 of the Act from a Member proposing the candidature of Mr. Randhir Singh for appointment as director of the Company.

Members are requested to note that in terms of provisions of the Act and circulars, notifications, guidelines issued by the Securities and Exchange Board of India, appointment of Mr. Randhir Singh as a Whole-Time Director on the Board designated as Executive Vice Chairman including terms and conditions of appointment shall require approval of the Members of the Company by way of a special resolution.

The Board recommends the resolution set out at Resolution No. 2 of the Postal Ballot Notice for the consideration and approval of the Members, by way of a special resolution.

Except Mr. Randhir Singh, none of the directors or key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Resolution No. 2 of the Postal Ballot Notice.

**RESOLUTION NO. 3
AMENDMENT OF INDOSTAR ESOP PLAN 2018 ("ESOP 2018")**

Members are requested to note that to attract, retain, motivate and incentivize employees, the Members of the Company approved, introduced and implemented the IndoStar ESOP Plan 2018 ("ESOP 2018") at their meeting held on December 15, 2017.

The Members are requested to note that in response to the competitive sector that the Company operates in, it is proposed to amend the ESOP 2018 to retain top talent and to ensure that the NRC has the requisite powers to ensure that the ESOP 2018 provides the NRC the flexibility to customise the grant, vesting and exercise conditions for the various levels of employees and

those which meet industry remuneration standards. The Company values employees who are committed to building a successful organization and aims to incentivize, reward and motivate the employees who contribute effectively towards the future growth and profitability of the Company. The amendments to the ESOP 2018 largely aim to align employee incentives with market benchmarks and ensure employee retention, foster a sense of ownership, and reward valuable employees.

Members are requested to note that in terms of Regulation 7 of the SEBI SBEB & SE Regulations read with Rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014, a company may by special resolution vary the terms of the stock option plans, provided such variation is not prejudicial to the interests of the employees.

Members are requested to note that the proposed amendment(s) to ESOP Plans are not detrimental / prejudicial to the interests of option holders.

A draft of the ESOP 2018 with the proposed amendments shall be available for inspection by the Members of the Company in accordance with the provisions of the Act, in the manner as mentioned in the notes to the Postal Ballot Notice.

A statement of disclosure as required under Section 62(1)(b) of the Companies Act, 2013 ("**Act**") read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 ("**Rules**") are as under:

No.	Particulars	ESOP 2018
1.	Variation of terms of the ESOP 2018	<p>(a) It is proposed to include the definition of 'bad leaver' and 'good leaver' under Article 4 (c) and 4(w) of the ESOP 2018. The NRC has been provided the discretion to specify the criteria relating to the 'bad leaver' and 'good leaver' (including in the grant letter).</p> <p><i>"Bad Leaver" means an Option Holder who on cessation of employment from the Employer Company is determined as a "bad leaver" based on the criteria specified by the Nomination and Remuneration Committee (including in the Grant Letter).</i></p> <p><i>"Good Leaver" means an Option Holder who on cessation of employment from the Employer Company is determined as a "good leaver" based on the criteria specified by the Nomination and Remuneration Committee (including in the Grant Letter). Provided that the Nomination and Remuneration Committee may re-characterize 'Good Leaver' as a 'Bad Leaver' if the Option Holder breaches any terms of employment agreement or the terms of the ESOP 2018.</i></p> <p>Further, Article 13 of the ESOP 2018 is proposed to be amended to provide for the treatment of options in case of a 'good leaver' and 'bad leaver' situation. Accordingly, the following language is proposed to be included under Article 13 as newly inserted Article 13 (h) and (i):</p> <p><i>"In the event the Option Holder is determined as a Good Leaver, then all Unvested Options, as on the date of separation from the employment of the Employer Company, shall expire and stand terminated with immediate effect. However, all Vested Options may be Exercised by the Option Holder as soon as possible, but in no event later than 1 year from the date of separation from the employment of the Employer Company.</i></p> <p><i>In the event the Option Holder is determined as "Bad Leaver", then all Unvested Options and Vested Options shall lapse."</i></p> <p>(b) It is proposed to include the authority of the NRC to determine any other condition in the grant letter with respect to the definition of "cause" under Article 4 (e).</p> <p>(c) It is proposed to include the definition of 'control' and 'change in control' under Article 4 (h) and 4(j) as follows:</p> <p><i>"Control" means the right to appoint majority of the Directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner."</i></p>

"Change in Control" means a person (other than Brookfield Corporation or its affiliates) gains 'Control' over the Company.

Further, the ESOP 2018 is proposed to be amended to provide for accelerated vesting of options in case of change in control, as determined by the NRC, through the following insertion in Article 13 (j) of the ESOP 2018:

"Subject to Applicable Laws, in the event of a Change in Control, Options may accelerate and may stand Vested at the sole discretion of Nomination and Remuneration Committee, based on such terms and conditions specified in the Grant Letter."

(d) In Article 4 (l), the term "corporate action" is proposed to be amended so as to provide discretion to the NRC to determine any other action that may be construed as a "corporate action".

(e) As ICF is a non-banking financial company, therefore, ICF is required to comply with the rules, regulations and guidelines issued by RBI. Accordingly, the below language is proposed to be included in Article 8 of the ESOP 2018.

"Notwithstanding anything contained in this ESOP 2018, the Nomination and Remuneration Committee shall determine the terms for Grant of Options as per the rules, regulations and circulars issued by Reserve Bank of India."

Similar clarificatory language is inserted in Article 6.

(f) It is proposed to amend Article 10(a) of the ESOP 2018 to specifically provide for different criteria for vesting of options i.e. (i) performance based / milestone based criteria; (ii) time-based criteria; and (iii) change in control (including Investor exit related criteria).

(g) As per the SEBI SBEB & SE Regulations, the minimum one-year vesting period does not apply in case of death and permanent disability. Accordingly, the following language as underlined is proposed to be insertion proposed to Article 10(c) of the ESOP 2018:

"Vesting of Options under this ESOP 2018 shall be on such date(s) and in such proportion as may be determined by the Nomination and Remuneration Committee and such Option, would vest not less than 1 (one) year from the date of Grant of an Option, except in case of death and Permanent Disability."

(h) Currently, Article 11 of the ESOP 2018 provides that the exercise price cannot be lesser than the fair market value of the share. This provision is proposed to be deleted, so as to provide discretion to the NRC to determine the exercise price and consequential change to the definition of exercise price under Article 4 (u).

(i) It is proposed to include the provision for restricting the option holder from exercising the options in case of breach of employment and post-employment obligations. Accordingly, the below language is proposed to be included as Article 11(j) of the ESOP 2018:

"(ii) not permit Exercise of any Vested Options in case the Option Holder breaches any employment or post-employment obligations (such as non-disparagement, non-compete, non-solicit, confidentiality, any material terms of the employment agreement (discovered during the employment or post-employment))."

(iii) not permit the Exercise of any Vested Option in case the terms as specified in the Grant Letter is not fulfilled."

(j) The proposed amendments also contain certain editorial and consistency changes.

2. Rationale of the variation of the ESOP 2018	<p>(a) The amendments are proposed to be made to provide discretion to the NRC to specify the criteria relating to good leaver, bad leaver terms, corporate actions, vesting conditions, exercise price etc.</p> <p>(b) The proposed amendments are not detrimental/prejudicial to the interest of the option holders.</p>
3. Details of the employees who are beneficiaries of such variation	The beneficiaries of such variation are all the employees to whom options will be granted under the ESOP 2018 post approval of the amendment by the Members of the Company.

In addition to the above, as per Regulation 26(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), no employee including key managerial personnel or director or promoter of a listed entity shall enter into any agreement for himself/ herself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of such listed entity, unless prior approval for the same has been obtained from the Board as well as public shareholders by way of an ordinary resolution.

The ESOP 2018 is proposed to be amended by the Company and there is no agreement directly between (i) the employees, key managerial personnel or promoter and (ii) any shareholder or any other party and therefore the requirement of Regulation 26(6) of SEBI LODR Regulations is not directly applicable. However, as the vesting and exercise of some of the options may be subject to the majority shareholder exit linked conditions, the Company will provide such majority shareholder exit linked conditions, only if the majority of the public shareholders voting have approved the ESOP 2018.

Members are requested to note that the Company shall confirm to the accounting policies as specified in Regulation 15 of the SEBI SBEB & SE Regulations.

The Board thereby recommends the passing of the proposed resolution stated in Item no. 3 of the Postal Ballot Notice for approval of the Members as a Special Resolution.

None of the directors or key managerial personnel and their immediate relatives is concerned or interested, financially or otherwise, except to the extent that the employee stock options that may be granted to them pursuant to the ESOP 2018, in accordance with applicable law.

RESOLUTION NO. 4

APPROVAL OF PROPOSED GRANT OF STOCK OPTIONS EQUAL TO OR EXCEEDING 1% (ONE PERCENT) OF ISSUED CAPITAL OF THE COMPANY UNDER INDOSTAR ESOP PLAN 2018 AT THE TIME OF GRANT TO IDENTIFIED EMPLOYEE(S)

The Company believes that its success and ability to achieve objectives is largely determined by the quality of its work force and recognises that not only good employment opportunities but also additional motivating mechanisms are needed to incentivize employees and aligning their interest with the interest of the Company.

IndoStar ESOP Plan 2018 ("ESOP 2018) was conceptualised with a view to motivate the key work force seeking their contribution to the corporate growth, to create an employee ownership culture, to attract, retain, incentivize, and motivate its eligible employees for ensuring sustained growth.

Consistent with the above principles and considering the relevance of experience and expertise in the financial services industry of Mr. Randhir Singh, proposed to be appointed as Whole-time Director designated as Executive Vice Chairman, as detailed in Item No. 4 of the Postal Ballot Notice, the scale of business and the responsibilities proposed to be allocated to him, the Board based on the recommendation of the Nomination and Remuneration Committee of the Company at their respective Meetings held on May 13, 2024 has recommended the resolution set out in Item No.4 for approval of the Members for grant of options to him as set out in the resolution, during any one financial year, which may be equal to or exceed 1% of the issued capital of the Company (excluding outstanding warrants and conversions) at the time of grant. The details of the options proposed to be granted to Mr. Randhir Singh are as below:

Name of Employee	Designation of Employee	Number of Options to be granted
Mr. Randhir Singh	Whole-Time Director and Executive Vice Chairman	17,00,000

As per Regulation 6(3)(d) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and as per ESOP 2018, a separate resolution is required to be passed if the benefits of the scheme are to be extended to identified employees, during any 1 (one) year, equal to or exceeding 1% (one per cent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option.

The Board recommends the resolutions set out in Item No. 4 of the Postal Ballot Notice, for the approval of the Members by means of special resolutions.

Mr. Randhir Singh, proposed Whole Time Director and Executive Vice Chairman of the Company whom the said options are proposed to be granted is deemed to be interested in this resolution. None of the other directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

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

sd/-

Shikha Jain

Company Secretary & Compliance Officer
Membership No.: 59686

Place: Mumbai

Date: May 28, 2024

Registered Office:

Silver Utopia, 3rd Floor, Unit No 301-A,
Opposite P & G Plaza, Cardinal Gracious Road,
Chakala, Andheri (E), Mumbai - 400099, India

CIN: L65100MH2009PLC268160

Tel: +91 22 43157000

E-mail: investor.relations@indostarcapital.com

Website: www.indostarcapital.com

ANNEXURE TO POSTAL BALLOT NOTICE

Information of director seeking appointment through postal ballot (pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard 2 issued by the Institute of Company Secretaries of India.

No.	Disclosure	Details
1.	Name of the Director	Mr. Randhir Singh
2.	Designation	Whole Time Director designated as Executive Vice Chairman
3.	Directors Identification Number	05353131
4.	Date of birth and age in years	April 17, 1973 (51 years)
5.	Original date of appointment	Not applicable (Appointment would effective post approval of the shareholders from "effective date" as defined in Management Agreement)
6.	Qualifications, Brief resume of the director and Experience and nature of expertise in specific functional area	<p>Graduation (Mechanical Engineering) from Madan Mohan Malviya University of Technology & Post Graduation from Indian Institute of Management-Mumbai.</p> <p>Mr. Singh has over 29 years of in financial services including 8 years in NBFCs. Mr. Singh is experienced in most operational and strategic aspects of financial services business given diverse experience in Banks (12 years in Citibank and 9 years in Deutsche Bank) and NBFCs (2 years in Edelweiss and 6+ years in APAC). He also has experience in MSME Lending, Structured Finance, Debt Capital Markets, Corporate Finance, Sales and Trading, FX and Interest Rate derivatives, Risk Management, Asset Management and Banking Operations.</p>
7.	Shareholding in the Company	Nil
8.	Names of entities resigned in last 3 years	Nil
9.	Remuneration sought to be paid	As per Resolution No. 2 of the Postal Ballot Notice read with explanatory statement thereto. Not liable to retire by rotation.
10.	Remuneration last drawn	Not applicable
11.	Number of meetings of the Board of directors attended during the year	Not applicable
12.	Terms and conditions of appointment/ re-appointment	As per Resolution No. 2 of the Postal Ballot Notice read with explanatory statement thereto. Not liable to retire by rotation.
13.	Relationship with other directors, manager and other key managerial personnel of the Company	Not related
14.	Directorships held in other companies in India	Nil
15.	Membership / Chairmanship of committees in other companies	Nil