



ICFL/LS/0115/2020-21

24 September 2020

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: 11th Annual General Meeting of the Members of IndoStar Capital Finance Limited

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

Dear Sir/ Madam,

We wish to submit that in compliance with Circular No. 14/2020 dated 08 April 2020, Circular No.17/2020 dated 13 April 2020 and Circular No. 20/2020 dated 05 May 2020 issued by Ministry of Corporate Affairs (collectively referred as "MCA Circulars") and Circular dated 12 May 2020 issued by the Securities and Exchange Board of India ("SEBI"), the 11th Annual General Meeting of the Members of IndoStar Capital Finance Limited ("AGM") was held on Thursday, 24 September 2020 at 11:30 a.m. (IST) through Video Conferencing to transact the business as set out in the Notice dated 01 September 2020 convening the AGM ("AGM Notice").

In terms of the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with the MCA Circulars, the Company had provided the Members with the facility to exercise their right to vote on the resolutions set out in the AGM Notice by remote e-voting and e-voting during the AGM. The remote e-voting commenced on Monday, 21 September 2020 at 09:00 a.m. (IST) and was closed on Wednesday, 23 September 2020 at 05:00 p.m. (IST).

Mr. Mukesh Siroya, (Membership No. F5682), M. Siroya and Company, Practicing Company Secretaries was appointed as Scrutinizer for remote e-voting and e-voting during the AGM. Mr. Mukesh Siroya submitted his consolidated Scrutinizer's Report on Thursday, 24 September 2020.

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



IndoStar Capital Finance Limited

Registered Office : One Indiabulls Centre, 20th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai - 400013, India
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CIN : L65100MH2009PLC268160



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


1. Proceedings of the AGM at **Annexure I**
2. Voting Results at **Annexure II**
3. Consolidated Scrutinizer's Report at **Annexure III**

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


Jitendra Bhati

SVP – Compliance & Secretarial
(Membership No. F8937)



Encl: a/a



Proceedings of the 11th Annual General Meeting of IndoStar Capital Finance Limited
("the Company")

The 11th Annual General Meeting ("AGM") of the Members of the Company was held on Thursday, 24 September 2020 at 11.30 a.m. (IST) through Video Conferencing ("VC") without physical presence of the Members at a common venue.

Mr. R. Sridhar, Executive Vice-Chairman & CEO welcomed the Members, fellow Directors and colleagues joining the AGM through VC.

The Board of Directors introduced themselves to the Members. Mr. Sridhar informed the Members that Ms. Naina Krishna Murthy, Non-Executive Independent Director of the Company had expressed her inability to attend the AGM.

Representative of S. R. Batliboi & Co. LLP, Chartered Accountants who held office of Statutory Auditors of the Company till conclusion of the AGM and representative of Deloitte Haskins & Sells LLP, Chartered Accountants, who were proposed to be appointed as Statutory Auditors of the Company at the AGM and representative of M Siroya and Company, the Secretarial Auditor of the Company, were attending the AGM through VC.

Mr. R. Sridhar requested Mr. Bobby Parikh, Chairman, to occupy the chair.

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

The Chairman informed the Members that in view of the social distancing norms to be followed due to the COVID-19 pandemic, the AGM was conducted through VC in compliance with the provisions of Companies Act 2013, the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India ("SEBI"). The Chairman further informed the Members that the Company had engaged the services of Central Depository Services (India) Limited ("CDSL") for providing the facility for participation in the AGM through VC and for electronic voting on matters set out in the notice convening the AGM ("AGM Notice").

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

The requisite quorum being present, the Chairman called the Meeting to order. 67 Members representing 11,57,80,937 equity shares of the Company had joined the AGM.



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The Chairman informed the Members that the Register of Directors and Key Managerial Personnel and their Shareholding, Register of Contracts with related party and contracts and Bodies etc. in which directors are interested and all the other documents referred to in the AGM Notice were available for online inspection by the Members during the continuance of the AGM and that Members seeking to inspect such documents could send an email to the Company Secretary & Compliance Officer at investor.relations@indostarcapital.com.

The AGM Notice which was dispatched by permitted mode was taken as read.

The Chairman informed the Members that the Statutory Audit Report(s) on the Financial Statements and the Secretarial Audit Report, for the financial year ended 31 March 2020, respectively, did not contain any qualifications, reservations, adverse remarks or disclaimers.

The Chairman delivered his speech.

The Chairman informed the Members that the facility for remote e-voting on the resolutions set out in the AGM Notice was provided to the Members of the Company whose names appeared in the records of the Company as on the cut-off date - Thursday, 17 September 2020. The remote e-voting period commenced on Monday, 21 September 2020 at 09:00 a.m. (IST) and ended on Wednesday, 23 September 2020 at 05:00 p.m. (IST). The Chairman further stated that Members present in the Meeting who had not cast their vote through remote e-voting facility can cast their vote through the e-voting system provided by CDSL which was open for voting till 15 minutes from the time of closure of the AGM.

Mr. Mukesh Siroya, (Membership No. F5682), M/s M. Siroya and Company, Practicing Company Secretaries, was appointed as Scrutinizer to conduct and scrutinize the e-voting process.

The following business items as set out in the AGM Notice were deliberated and transacted at the AGM:

Sr. No.	Particulars	Type of Resolution
Ordinary Business:		
1.	To receive, consider and adopt: (a) the audited standalone financial statements of the Company for the financial year ended 31 March 2020, along with the report(s) of the Board of Directors and the Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended 31 March 2020 and the report of the Auditors thereon.	Ordinary Resolution
2.	To confirm Interim Dividend paid on equity shares of the Company for the financial year 2019-20.	Ordinary Resolution
3.	To appoint a Director in place of Mr. Dhanpal Jhaveri	Ordinary Resolution



Sr. No.	Particulars	Type of Resolution
	(DIN: 02018124), who retires by rotation and, being eligible, offers himself for re-appointment.	
4.	Appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, as the Statutory Auditors of the Company to hold office for a period of five years i.e. from the conclusion of the 11 th Annual General Meeting of the Company till the conclusion of the 16 th Annual General Meeting of the Company and to fix their remuneration.	Ordinary Resolution
Special Business		
5.	Appointment of Mr. Aditya Joshi (DIN: 08684627) as Non-Executive Non-Independent Director	Ordinary Resolution
6.	Appointment of Mr. Sridhar Rengan (DIN: 03139082) as Non-Executive Non-Independent Director	Ordinary Resolution
7.	Appointment of Mr. Vibhor Kumar Talreja (DIN: 08768297) as Non-Executive Non-Independent Director	Ordinary Resolution
8.	Issue of Non-Convertible Debentures under Private Placement for aggregate principal amount not exceeding INR 10,000 crore, during a year	Special Resolution
9.	Payment of Commission to Non-Executive Independent Directors of the Company for a period of five years commencing from financial year 2020-21	Ordinary Resolution
10.	Policy on loans to employees of the Company and its subsidiaries	Special Resolution
11.	Waiver of recovery of excess managerial remuneration paid to Mr. R. Sridhar, Executive Vice-Chairman & Chief Executive Officer of the Company	Special Resolution
12.	Waiver of recovery of excess managerial remuneration paid to Mr. Shailesh Shirali, former Whole-Time Director of the Company	Special Resolution
13.	Contract executed with Mr. R. Sridhar, Whole-Time Director of the Company	Special Resolution
14.	Amendment of IndoStar ESOP Plan 2012	Special Resolution
15.	Amendment of IndoStar ESOP Plan 2016	Special Resolution
16.	Amendment of IndoStar ESOP Plan 2016 – II	Special Resolution
17.	Amendment of IndoStar ESOP Plan 2017	Special Resolution
18.	Amendment of IndoStar ESOP Plan 2018	Special Resolution
19.	Amended IndoStar ESOP Plan(s) - Grant of options to the eligible employees of subsidiary companies / holding company	Special Resolution
20.	Adoption of Restated Articles of Association of the Company	Special Resolution



The Chairman informed the Members that queries raised by Members via email(s) *inter-alia* in connection with resolutions set out in the AGM Notice, were replied to their satisfaction and the Company had not received any requests from Members to speak during the AGM.

The Chairman requested the Members to note that the voting results along with the Scrutinizer's Report will be placed on the website of the Company and the website of Central Depository Services (India) Limited and would be communicated to the BSE Limited and the National Stock Exchange of India Limited. The Chairman authorized Mr. Jitendra Bhati, Company Secretary, to receive, countersign and declare the result of the voting.

The Chairman further requested the Members to note that the resolutions as set out in the AGM Notice shall be deemed to be passed on the date of the AGM i.e., 24 September 2020, if carried with requisite majority.

The Chairman thanked the Members for their presence and declared the AGM as concluded.



Voting Results of 11th Annual General Meeting of the IndoStar Capital Finance Limited held on Thursday, 24 September 2020 (Remote-voting and e-voting during the AGM)

Date of the AGM	24 September 2020
Total number of shareholders on cut-off date (i.e. on 17 September 2020)	90,701
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing /Other Audio video Means: Promoters and Promoter Group: Public:	4 63



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Agenda Item No.1			To receive, consider and adopt: (a) the audited standalone financial statements of the Company for the financial year ended March 31,2020, along with the report(s) of the Board of Directors and the Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31,2020 and the report of the Auditors thereon.					
Resolution required :			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E- Voting	115455905	115455905	100.0000	115455905	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		115455905	100.0000	115455905	0	100.0000	0.0000
Public – Institutions	E- Voting	2970640	1103188	37.1364	1103188	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1103188	37.1364	1103188	0	100.0000	0.0000
Public – Non Institutions	E- Voting	4743784	9213	0.1943	8852	361	96.0816	3.9184
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9213	0.1943	8852	361	96.0816	3.9184
Total		123170329	116568306	94.6399	116567945	361	99.9997	0.0003



Agenda Item no. 2			To confirm Interim Dividend paid on equity shares of the Company for the financial year 2019-2020					
Resolution required :			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	115455905	115455905	100.0000	115455905	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		115455905	100.0000	115455905	0	100.0000	0.0000
Public – Institutions	E- Voting	2970640	1103188	37.1364	1103188	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1103188	37.1364	1103188	0	100.0000	0.0000
Public – Non Institutions	E- Voting	4743784	9213	0.1943	8977	236	97.4384	2.5616
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9213	0.1943	8977	236	97.4384	2.5616
Total		123170329	116568306	94.6399	116568070	236	99.9998	0.0002



Agenda Item No. 3			To appoint a Director in place of Mr. Dhanpal Jhaveri (DIN: 02018124), who retires by rotation and, being eligible, offers himself for re-appointment					
Resolution required :			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	115455905	115455905	100.0000	115455905	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		115455905	100.0000	115455905	0	100.0000	0.0000
Public – Institutions	E- Voting	2970640	1103188	37.1364	1103188	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1103188	37.1364	1103188	0	100.0000	0.0000
Public – Non Institutions	E- Voting	4743784	9202	0.1940	8795	407	95.5770	4.4230
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9202	0.1940	8795	407	95.5770	4.4230
Total		123170329	116568295	94.6399	116567888	407	99.9997	0.0003



Agenda Item no. 4			Appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, as the Statutory Auditors of the Company to hold office for a period of five years i.e. from the conclusion of the 11th Annual General Meeting of the Company till the conclusion of the 16th Annual General Meeting of the Company and to fix their remuneration					
Resolution required :			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	115455905	115455905	100.0000	115455905	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		115455905	100.0000	115455905	0	100.0000	0.0000
Public – Institutions	E- Voting	2970640	1103188	37.1364	1103188	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1103188	37.1364	1103188	0	100.0000	0.0000
Public – Non Institutions	E- Voting	4743784	9202	0.1940	8815	387	95.7944	4.2056
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9202	0.1940	8815	387	95.7944	4.2056
Total		123170329	116568295	94.6399	116567908	387	99.9997	0.0003



Agenda Item no. 5			Appointment of Mr. Aditya Joshi (DIN: 08684627) as Non-Executive Non-Independent Director					
Resolution required :			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	115455905	115455905	100.0000	115455905	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		115455905	100.0000	115455905	0	100.0000	0.0000
Public – Institutions	E- Voting	2970640	1103188	37.1364	1103188	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1103188	37.1364	1103188	0	100.0000	0.0000
Public – Non Institutions	E- Voting	4743784	9176	0.1935	8731	445	95.1504	4.8496
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9176	0.1935	8731	445	95.1504	4.8496
Total		123170329	116568269	94.6399	116567824	445	99.9996	0.0004



Agenda Item no. 6			Appointment of Mr. Sridhar Rengan (DIN: 03139082) as Non-Executive Non-Independent Director					
Resolution required :			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	115455905	115455905	100.0000	115455905	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		115455905	100.0000	115455905	0	100.0000	0.0000
Public – Institutions	E- Voting	2970640	1103188	37.1364	1103188	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1103188	37.1364	1103188	0	100.0000	0.0000
Public – Non Institutions	E- Voting	4743784	9202	0.1940	8841	361	96.0769	3.9231
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9202	0.1940	8841	361	96.0769	3.9231
Total		123170329	116568295	94.6399	116567934	361	99.9997	0.0003



Agenda Item no. 7			Appointment of Mr. Vibhor Kumar Talreja (DIN: 08768297) as Non-Executive Non-Independent Director					
Resolution required :			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	115455905	115455905	100.0000	115455905	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		115455905	100.0000	115455905	0	100.0000	0.0000
Public – Institutions	E- Voting	2970640	1103188	37.1364	1103188	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1103188	37.1364	1103188	0	100.0000	0.0000
Public – Non Institutions	E- Voting	4743784	9202	0.1940	8841	361	96.0769	3.9231
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9202	0.1940	8841	361	96.0769	3.9231
Total		123170329	116568295	94.6399	116567934	361	99.9997	0.0003



Agenda Item no. 8			Issue of Non-Convertible Debentures under Private Placement for aggregate principal amount not exceeding INR 10,000 crore, during a year					
Resolution required :			Special					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	115455905	115455905	100.0000	115455905	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		115455905	100.0000	115455905	0	100.0000	0.0000
Public – Institutions	E- Voting	2970640	1103188	37.1364	1103188	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1103188	37.1364	1103188	0	100.0000	0.0000
Public – Non Institutions	E- Voting	4743784	9163	0.1932	8802	361	96.0602	3.9398
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9163	0.1932	8802	361	96.0602	3.9398
Total		123170329	116568256	94.6399	116567895	361	99.9997	0.0003



Agenda Item no. 9			Payment of Commission to Non-Executive Independent Directors of the Company for a period of five years commencing from financial year 2020-21						
Resolution required :			Ordinary						
Whether promoter / promoter group are interested in the agenda / resolution?			No						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E- Voting	115455905	115455905	100.0000	115455905	0	100.0000	0.0000	
	Poll/ballot paper		-	-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total		115455905	100.0000	115455905	0	100.0000	0.0000	
Public – Institutions	E- Voting	2970640	1103188	37.1364	1103188	0	100.0000	0.0000	
	Poll/ballot paper		-	-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total		1103188	37.1364	1103188	0	100.0000	0.0000	
Public – Non Institutions	E- Voting	4743784	9202	0.1940	8491	711	92.2734	7.7266	
	Poll/ballot paper		-	-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total		9202	0.1940	8491	711	92.2734	7.7266	
Total		123170329	116568295	94.6399	116567584	711	99.9994	0.0006	



Agenda Item no. 10			Policy on loans to employees of the Company and its subsidiaries					
Resolution required :			Special					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	115455905	115455905	100.0000	115455905	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		115455905	100.0000	115455905	0	100.0000	0.0000
Public – Institutions	E- Voting	2970640	1103188	37.1364	1103188	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1103188	37.1364	1103188	0	100.0000	0.0000
Public – Non Institutions	E- Voting	4743784	9163	0.1932	8664	499	94.5542	5.4458
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9163	0.1932	8664	499	94.5542	5.4458
Total		123170329	116568256	94.6399	116567757	499	99.9996	0.0004



Agenda Item no. 11			Waiver of recovery of excess managerial remuneration paid to Mr. R. Sridhar, Executive Vice – Chairman & Chief Executive Officer of the Company					
Resolution required :			Special					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	115455905	115455905	100.0000	115455905	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		115455905	100.0000	115455905	0	100.0000	0.0000
Public – Institutions	E- Voting	2970640	1103188	37.1364	1103188	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1103188	37.1364	1103188	0	100.0000	0.0000
Public – Non Institutions	E- Voting	4743784	9124	0.1924	8195	929	89.8181	10.1819
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9124	0.1924	8195	929	89.8181	10.1819
Total		123170329	116568217	94.6399	116567288	929	99.9992	0.0008



Agenda Item no. 12			Waiver of recovery of excess managerial remuneration paid to Mr. Shailesh Shirali, Former Whole-Time Director of the Company					
Resolution required :			Special					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	115455905	115455905	100.0000	115455905	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		115455905	100.0000	115455905	0	100.0000	0.0000
Public – Institutions	E- Voting	2970640	1103188	37.1364	1103188	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1103188	37.1364	1103188	0	100.0000	0.0000
Public – Non Institutions	E- Voting	4743784	9174	0.1934	8195	979	89.3285	10.6715
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9174	0.1934	8195	979	89.3285	10.6715
Total		123170329	116568267	94.6399	116567288	979	99.9992	0.0008



Agenda Item no. 13			Contract executed with Mr. R. Sridhar, Whole-Time Director of the Company					
Resolution required :			Special					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	115455905	115455905	100.0000	115455905	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		115455905	100.0000	115455905	0	100.0000	0.0000
Public – Institutions	E- Voting	2970640	1103188	37.1364	1103188	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1103188	37.1364	1103188	0	100.0000	0.0000
Public – Non Institutions	E- Voting	4743784	9126	0.1924	8765	361	96.0443	3.9557
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9126	0.1924	8765	361	96.0443	3.9557
Total		123170329	116568219	94.6399	116567858	361	99.9997	0.0003





Agenda Item no. 14			Amendment of IndoStar ESOP Plan 2012					
Resolution required :			Special					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	115455905	115455905	100.0000	115455905	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		115455905	100.0000	115455905	0	100.0000	0.0000
Public – Institutions	E- Voting	2970640	1103188	37.1364	1103188	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1103188	37.1364	1103188	0	100.0000	0.0000
Public – Non Institutions	E- Voting	4743784	9152	0.1930	8713	439	95.2032	4.7968
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9152	0.1930	8713	439	95.2032	4.7968
Total		123170329	116568245	94.6399	116567806	439	99.9996	0.0004



Agenda Item no. 15			Amendment of IndoStar ESOP Plan 2016					
Resolution required :			Special					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	115455905	115455905	100.0000	115455905	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		115455905	100.0000	115455905	0	100.0000	0.0000
Public – Institutions	E- Voting	2970640	1103188	37.1364	1103188	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1103188	37.1364	1103188	0	100.0000	0.0000
Public – Non Institutions	E- Voting	4743784	9152	0.1930	8713	439	95.2032	4.7968
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9152	0.1930	8713	439	95.2032	4.7968
Total		123170329	116568245	94.6399	116567806	439	99.9996	0.0004



Agenda Item no. 16		Amendment of IndoStar ESOP Plan 2016 – II						
Resolution required :		Special						
Whether promoter / promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	115455905	115455905	100.0000	115455905	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		115455905	100.0000	115455905	0	100.0000	0.0000
Public – Institutions	E- Voting	2970640	1103188	37.1364	1103188	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1103188	37.1364	1103188	0	100.0000	0.0000
Public – Non Institutions	E- Voting	4743784	9152	0.1930	8713	439	95.2032	4.7968
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9152	0.1930	8713	439	95.2032	4.7968
Total		123170329	116568245	94.6399	116567806	439	99.9996	0.0004



Agenda Item no. 17			Amendment of IndoStar ESOP Plan 2017					
Resolution required :			Special					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E- Voting	115455905	115455905	100.0000	115455905	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		115455905	100.0000	115455905	0	100.0000	0.0000
Public – Institutions	E- Voting	2970640	1103188	37.1364	1103188	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1103188	37.1364	1103188	0	100.0000	0.0000
Public – Non Institutions	E- Voting	4743784	9126	0.1924	8687	439	95.1896	4.8104
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9126	0.1924	8687	439	95.1896	4.8104
Total		123170329	116568219	94.6399	116567780	439	99.9996	0.0004



Agenda Item no. 18			Amendment of IndoStar ESOP Plan 2018					
Resolution required :			Special					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E- Voting	115455905	115455905	100.0000	115455905	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		115455905	100.0000	115455905	0	100.0000	0.0000
Public – Institutions	E- Voting	2970640	1103188	37.1364	1103188	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1103188	37.1364	1103188	0	100.0000	0.0000
Public – Non Institutions	E- Voting	4743784	9152	0.1930	8765	387	95.7714	4.2286
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9152	0.1930	8765	387	95.7714	4.2286
Total		123170329	116568245	94.6399	116567858	387	99.9997	0.0003



Agenda Item no. 19			Amended IndoStar ESOP Plan(s) - Grant of options to the eligible employees of subsidiary companies / holding company					
Resolution required :			Special					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	115455905	115455905	100.0000	115455905	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		115455905	100.0000	115455905	0	100.0000	0.0000
Public – Institutions	E- Voting	2970640	1103188	37.1364	1103188	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1103188	37.1364	1103188	0	100.0000	0.0000
Public – Non Institutions	E- Voting	4743784	9163	0.1932	8724	439	95.2090	4.7910
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9163	0.1932	8724	439	95.2090	4.7910
Total		123170329	116568256	94.6399	116567817	439	99.9996	0.0004



Agenda Item no. 20			Adoption of Restated Articles of Association of the Company					
Resolution required :			Special					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – In favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	115455905	115455905	100.0000	115455905	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		115455905	100.0000	115455905	0	100.0000	0.0000
Public – Institutions	E- Voting	2970640	1103188	37.1364	1103188	0	100.0000	0.0000
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1103188	37.1364	1103188	0	100.0000	0.0000
Public – Non Institutions	E- Voting	4743784	9163	0.1932	8802	361	96.0602	3.9398
	Poll/ballot paper		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		9163	0.1932	8802	361	96.0602	3.9398
Total		123170329	116568256	94.6399	116567895	361	99.9997	0.0003



M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

To,
The Chairman
IndoStar Capital Finance Limited
One Indiabulls Center, 20th Floor,
Tower 2A, Jupiter Mills Compound,
Senapati Bapat Marg,
Mumbai - 400013

Dear Sir,

Sub: Consolidated Scrutinizer's report on remote e-voting conducted pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and e-voting conducted at the 11th Annual General Meeting of IndoStar Capital Finance Limited held on Thursday, September 24, 2020 at 11.30 a.m. ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

1. I, Mukesh Siroya, Proprietor, M Siroya and Company, Practicing Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of IndoStar Capital Finance Limited (the "Company") for the purpose of:
 - a. Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules") and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") on the resolutions contained in the notice dated September 1, 2020 convening the AGM ("AGM Notice"); and
 - b. Scrutinizing the e-voting facility provided to the shareholders during the AGM and who had not cast their vote earlier.
2. The Management of the Company is responsible to ensure the compliance with the requirement of the Act and Rules relating to remote e-voting and e-voting during the AGM. My responsibility as a Scrutinizer is to scrutinize remote e-voting and e-voting during the AGM in a fair and transparent manner and to ascertain requisite majority and is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" and/or "against" the resolutions stated in the AGM Notice, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), appointed by the Company to provide facility for remote e-voting and e-voting during the AGM.
3. I submit herewith a Consolidated Report on the results of remote e-voting and e-voting during the AGM as under:

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
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Annexure to the Report

Result of Remote E-Voting and E-Voting during the AGM of IndoStar Capital Finance Limited

Ordinary Business:

Item No: 1 : Ordinary Resolution

To receive, consider and adopt:

(a) the audited standalone financial statements of the Company for the financial year ended March 31, 2020, along with the report(s) of the Board of Directors and the Auditors thereon; and

(b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of the Auditors thereon.

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	120	116567824	6	121	126	116567945	100
Votes against the resolution	12	361	-	-	12	361	-
Total	132	116568185	6	121	138	116568306	100

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	-	-	-	-
E-voting at the AGM	-	-	-	-
Total	-	-	-	-

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 1 of the AGM Notice has been passed with requisite majority.

**M Siroya and Company
Company Secretaries**

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
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Item No: 2: Ordinary Resolution

To confirm Interim Dividend paid on equity shares of the Company for the financial year 2019-2020

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		E-voting at the AGM		Total		Percent- age (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	121	116567949	6	121	127	116568070	100
Votes against the resolution	11	236	-	-	11	236	-
Total	132	116568185	6	121	138	116568306	100

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	-	-	-	-
E-voting at the AGM	-	-	-	-
Total	-	-	-	-

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 2 of the AGM Notice has been passed with requisite majority.

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Item No: 3: Ordinary Resolution

To appoint a Director in place of Mr. Dhanpal Jhaveri (DIN: 02018124), who retires by rotation and, being eligible, offers himself for re-appointment.

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		E-voting at the AGM		Total		Percent- age (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	117	116567767	6	121	123	116567888	100
Votes against the resolution	13	407	-	-	13	407	-
Total	130	116568174	6	121	136	116568295	100

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	-	-	-	-
E-voting at the AGM	-	-	-	-
Total	-	-	-	-

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 3 of the AGM Notice has been passed with requisite majority.

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Item No: 4: Ordinary Resolution

Appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, as the Statutory Auditors of the Company to hold office for a period of five years i.e. from the conclusion of the 11th Annual General Meeting of the Company till the conclusion of the 16th Annual General Meeting of the Company and to fix their remuneration.

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	117	116567787	6	121	123	116567908	100
Votes against the resolution	13	387	-	-	13	387	-
Total	130	116568174	6	121	136	116568295	100

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	-	-	-	-
E-voting at the AGM	-	-	-	-
Total	-	-	-	-

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 4 of the AGM Notice has been passed with requisite majority.

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Special Business:

Item No: 5: Ordinary Resolution

Appointment of Mr. Aditya Joshi (DIN: 08684627) as Non-Executive Non-Independent Director

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	115	116567703	6	121	121	116567824	100
Votes against the resolution	14	445	-	-	14	445	-
Total	129	116568148	6	121	135	116568269	100

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	-	-	-	-
E-voting at the AGM	-	-	-	-
Total	-	-	-	-

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 5 of the AGM Notice has been passed with requisite majority.

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Sanvi.nagvekar@ddecor.com

Item No: 6: Ordinary Resolution

Appointment of Mr. Sridhar Rengan (DIN: 03139082) as Non-Executive Non-Independent Director

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	118	116567813	6	121	124	116567934	100
Votes against the resolution	12	361	-	-	12	361	-
Total	130	116568174	6	121	136	116568295	100

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	-	-	-	-
E-voting at the AGM	-	-	-	-
Total	-	-	-	-

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 6 of the AGM Notice has been passed with requisite majority.

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Item No: 7: Ordinary Resolution

Appointment of Mr. Vibhor Kumar Talreja (DIN: 08768297) as Non-Executive Non- Independent Director

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	118	116567813	6	121	124	116567934	100
Votes against the resolution	12	361	-	-	12	361	-
Total	130	116568174	6	121	136	116568295	100

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	-	-	-	-
E-voting at the AGM	-	-	-	-
Total	-	-	-	-

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 7 of the AGM Notice has been passed with requisite majority.

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Item No: 8: Special Resolution

Issue of Non-Convertible Debentures under Private Placement for aggregate principal amount not exceeding INR 10,000 crore, during a year

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	119	116567774	6	121	125	116567895	100
Votes against the resolution	12	361	-	-	12	361	-
Total	131	116568135	6	121	137	116568256	100

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	-	-	-	-
E-voting at the AGM	-	-	-	-
Total	-	-	-	-

Based on the above result, I report that the Special Resolution as set out in Item No. 8 of the AGM Notice has been passed with requisite majority.

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Item No: 9: Ordinary Resolution

Payment of Commission to Non-Executive Independent Directors of the Company for a period of five years commencing from financial year 2020-21

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	110	116567463	6	121	116	116567584	100
Votes against the resolution	20	711	-	-	20	711	-
Total	130	116568174	6	121	136	116568295	100

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	-	-	-	-
E-voting at the AGM	-	-	-	-
Total	-	-	-	-

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 9 of the AGM Notice has been passed with requisite majority.

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Item No: 10: Special Resolution

Policy on loans to employees of the Company and its subsidiaries

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		E-voting at the AGM		Total		Percent- age (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	115	116567636	6	121	121	116567757	100
Votes against the resolution	16	499	-	-	16	499	-
Total	131	116568135	6	121	137	116568256	100

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	-	-	-	-
E-voting at the AGM	-	-	-	-
Total	-	-	-	-

Based on the above result, I report that the Special Resolution as set out in Item No. 10 of the AGM Notice has been passed with requisite majority.

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Item No: 11: Special Resolution

Waiver of recovery of excess managerial remuneration paid to Mr. R. Sridhar, Executive Vice-Chairman & Chief Executive Officer of the Company

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	100	116567177	5	111	105	116567288	100
Votes against the resolution	27	919	1	10	28	929	-
Total	127	116568096	6	121	133	116568217	100

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	-	-	-	-
E-voting at the AGM	-	-	-	-
Total	-	-	-	-

Based on the above result, I report that the Special Resolution as set out in Item No. 11 of the AGM Notice has been passed with requisite majority.

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Item No: 12: Special Resolution

Waiver of recovery of excess managerial remuneration paid to Mr. Shailesh Shirali, Former Whole-Time Director of the Company

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	100	116567177	5	111	105	116567288	100
Votes against the resolution	28	969	1	10	29	979	-
Total	128	116568146	6	121	134	116568267	100

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	-	-	-	-
E-voting at the AGM	-	-	-	-
Total	-	-	-	-

Based on the above result, I report that the Special Resolution as set out in Item No. 12 of the AGM Notice has been passed with requisite majority.

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Item No: 13: Special Resolution

Contract executed with Mr. R. Sridhar, Whole-Time Director of the Company

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	116	116567737	6	121	122	116567858	100
Votes against the resolution	12	361	-	-	12	361	-
Total	128	116568098	6	121	134	116568219	100

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	-	-	-	-
E-voting at the AGM	-	-	-	-
Total	-	-	-	-

Based on the above result, I report that the Special Resolution as set out in Item No. 13 of the AGM Notice has been passed with requisite majority.

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Item No: 14: Special Resolution

Amendment of IndoStar ESOP Plan 2012

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	114	116567685	6	121	120	116567806	100
Votes against the resolution	15	439	-	-	15	439	-
Total	129	116568124	6	121	135	116568245	100

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	-	-	-	-
E-voting at the AGM	-	-	-	-
Total	-	-	-	-

Based on the above result, I report that the Special Resolution as set out in Item No. 14 of the AGM Notice has been passed with requisite majority.

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Item No: 15: Special Resolution

Amendment of IndoStar ESOP Plan 2016

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	114	116567685	6	121	120	116567806	100
Votes against the resolution	15	439	-	-	15	439	-
Total	129	116568124	6	121	135	116568245	100

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	-	-	-	-
E-voting at the AGM	-	-	-	-
Total	-	-	-	-

Based on the above result, I report that the Special Resolution as set out in Item No. 15 of the AGM Notice has been passed with requisite majority.

**M Siroya and Company
Company Secretaries**

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Item No: 16: Special Resolution

Amendment of IndoStar ESOP Plan 2016-II

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		E-voting at the AGM		Total		Percent- age (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	114	116567685	6	121	120	116567806	100
Votes against the resolution	15	439	-	-	15	439	-
Total	129	116568124	6	121	135	116568245	100

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	-	-	-	-
E-voting at the AGM	-	-	-	-
Total	-	-	-	-

Based on the above result, I report that the Special Resolution as set out in Item No. 16 of the AGM Notice has been passed with requisite majority.

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Item No: 17: Special Resolution

Amendment of IndoStar ESOP Plan 2017

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	113	116567659	6	121	119	116567780	100
Votes against the resolution	15	439	-	-	15	439	-
Total	128	116568098	6	121	134	116568219	100

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	-	-	-	-
E-voting at the AGM	-	-	-	-
Total	-	-	-	-

Based on the above result, I report that the Special Resolution as set out in Item No. 17 of the AGM Notice has been passed with requisite majority.

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Item No: 18: Special Resolution

Amendment of IndoStar ESOP Plan 2018

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		E-voting at the AGM		Total		Percent- age (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	116	116567737	6	121	122	116567858	100
Votes against the resolution	13	387	-	-	13	387	-
Total	129	116568124	6	121	135	116568245	100

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	-	-	-	-
E-voting at the AGM	-	-	-	-
Total	-	-	-	-

Based on the above result, I report that the Special Resolution as set out in Item No. 18 of the AGM Notice has been passed with requisite majority.

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Item No: 19: Special Resolution

Amended IndoStar ESOP Plan(s) - Grant of options to the eligible employees of subsidiary companies / holding company

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	116	116567696	6	121	122	116567817	100
Votes against the resolution	15	439	-	-	15	439	-
Total	131	116568135	6	121	137	116568256	100

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	-	-	-	-
E-voting at the AGM	-	-	-	-
Total	-	-	-	-

Based on the above result, I report that the Special Resolution as set out in Item No. 19 of the AGM Notice has been passed with requisite majority.

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.: +91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Item No: 20: Special Resolution

Adoption of Restated Articles of Association of the Company

i) Details of Votes in favour and against the resolution:

Particulars	Remote e-voting		E-voting at the AGM		Total		Percentage (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	119	116567774	6	121	125	116567895	100
Votes against the resolution	12	361	0	0	12	361	-
Total	131	116568135	6	121	137	116568256	100

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	-	-	-	-
E-voting at the AGM	-	-	-	-
Total	-	-	-	-

Based on the above result, I report that the Special Resolution as set out in Item No. 20 of the AGM Notice has been passed with requisite majority.

**M Siroya and Company
Company Secretaries**

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

The electronic data and all other relevant records relating to remote e-voting and e-voting during the AGM are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the AGM.

Thanking you,

Yours faithfully,

For M Siroya and Company
Company Secretaries

MUKESH
KUMAR
SIROYA

Digitally signed by MUKESH
KUMAR SIROYA,
DN: cn=MUKESH SIROYA,
o=M Siroya and Company,
ou=Company Secretaries,
email=siroyam@gmail.com,
c=IN
E:siroyam@gmail.com, O:siroya&co, OU:Company Secretaries, CN:MUKESH KUMAR SIROYA
Date: 2020.09.24 10:54:17 +0530

Mukesh Siroya
Company Secretary
Membership No. FCS 5682;
CP No. 4157
UDIN: F005682B000767355

Place: Rajasthan
Date: September 24, 2020

Countersigned
For INDOSTAR CAPITAL FINANCE LIMITED

Chairman / Director / Person authorised by the
Chairman



Place: Mumbai
Date: September 24, 2020

