

ICFL/LS/012/2024-25

09 April 2024

**BSE Limited**

Listing Department, 1<sup>st</sup> Floor,  
P J Towers, Dalal Street, Fort,  
Mumbai - 400 001

**Scrip Code:** 541336

**Sub:** 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,

In continuation of our letter no. ICFL/LS/0121/2023-24 dated 18 September 2023 and your query dated 06 April 2024, please find revised proceedings of the Annual General Meeting of the Company held on 18 September 2023("AGM") mentioning the conclusion time of AGM at **Annexure I**.

The AGM commenced at 10:30 a.m. (IST) and concluded at 11.15 a.m. (IST).

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

Thanking you,

Yours faithfully,

**For IndoStar Capital Finance Limited**



**Shikha Jain**

Company Secretary and Compliance Officer  
(Membership No. A59686)



Encl: As above

**IndoStar Capital Finance Limited**

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

CIN: L65100MH2009PLC268160

**Proceedings of the 14<sup>th</sup> Annual General Meeting of IndoStar Capital Finance Limited**  
**("the Company")**

The 14<sup>th</sup> Annual General Meeting ("AGM") of the Members of the Company was held on Monday, 18 September 2023 at 10:30 a.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") without physical presence of the Members at a common venue.

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

The Board of Directors introduced themselves to the Members. Mr. Karthikeyan Srinivasan informed the Members that Ms. Naina Krishna Murthy, Mr. Aditya Joshi and Mr. Vibhor Kumar Talreja, Directors of the Company had expressed their inability to attend the AGM.

Mr. Bobby Parikh, Chairman of the Audit Committee and Mr. Dhanpal Jhaveri, Chairman of Stakeholders Relationship Committee were present at the meeting,

Representative of Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditors and M Siroya and Company, Secretarial Auditor of the Company, were attending the AGM through VC.

Mr. Karthikeyan Srinivasan 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 the AGM was conducted through VC in compliance with the provisions of the Companies Act 2013, the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India ("SEBI"). The Chairman further informed the Members that the Company had engaged the services of Central Depository Services (India) Limited ("CDSL") for providing the facility for participation in the 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 / OAVM and vote electronically.

The requisite quorum being present, the Chairman called the Meeting to be in order. 49 Members representing 10,20,64,834 equity shares of the Company had joined the AGM.

The Register of Directors and Key Managerial Personnel and their shareholdings, the Memorandum and Articles of Association of the Company, the certificate from the Secretarial Auditors relating to

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the implementation of the Company's ESOP Schemes, Register of contracts with related party and contracts and Bodies etc. in which directors are interested and relevant documents referred to in the AGM Notice were available for online inspection by Members. Members who wish to inspect any of these documents, can write to the Company Secretary & Compliance Officer at [investor.relations@indostarcapital.com](mailto:investor.relations@indostarcapital.com).

The AGM Notice along with the addendum to 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 Standalone and Consolidated Financial Statements issued by Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditors of the Company and Secretarial Audit Report issued by M Siroya and Company, Practicing Company Secretaries, Secretarial Auditors of the Company, for the year ended 31 March 2023, contained qualifications, comments and other remarks.

The Company Secretary then read the qualifications, comments and other remarks mentioned in the Statutory Audit Reports and the Secretarial Audit Report, and directed the Members to the explanations / response provided by the Board of Directors in their report.

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 - Monday, 11 September 2023. The remote e-voting period commenced on Thursday, 14 September 2023 at 10:00 a.m. (IST) and ended on Sunday, 17 September 2023 at 05:00 p.m. (IST). The Chairman further stated that Members present in the Meeting who had not cast their vote through remote e-voting facility could cast their vote through the e-voting system provided by CDSL which was open for voting till 15 minutes from the time of closure of the AGM.

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

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

Sr. No.	Particulars	Type of Resolution
<b>Ordinary Business:</b>		
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial	Ordinary Resolution

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Sr. No.	Particulars	Type of Resolution
	year ended March 31, 2023, along with the report(s) of the Board of Directors and the Auditors thereon.	
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the report of the Auditors thereon.	Ordinary Resolution
4.	To appoint a Director in place of Mr. Vibhor Kumar Talreja (DIN: 08768297), who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary Resolution
5.	To appoint M/s M S K A & Associates, Chartered Accountants (Firm Registration No. 105047W) as statutory auditors of the Company and to fix their remuneration	Ordinary Resolution
<b>Special Business:</b>		
6.	Issue of Non-Convertible Debentures under Private Placement.	Special Resolution
7.	Material Related Party Transactions With BCP V Multiple Holding Pte. Ltd., the Holding Company of the Company	Ordinary Resolution
8.	To appoint Mr. Devdutt Marathe (DIN: 10294876) as a Non-Executive Non-Independent Director of the Company.	Ordinary Resolution

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

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

The Chairman further requested the Members to note that the resolutions as set out in the AGM Notice shall be deemed to be passed on the date of the AGM i.e., 18 September 2023, if carried with requisite majority.

The Chairman thanked the Members for attending the Meeting and declared the AGM as concluded at 11.15 a.m..