



ICFL/LS/ 118 /2019-20

30 August 2019

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: 10th 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 the 10th Annual General Meeting of the Members of IndoStar Capital Finance Limited (“AGM”) was held on Friday, 30 August 2019 at 03:00 p.m. (IST) at Hall of Culture, Nehru Centre Conference Hall, Dr. Annie Besant Road, Worli, Mumbai - 400018.

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 (“SEBI Listing Regulations”), the Company had provided the Members with the facility to exercise their right to vote on the resolutions set out in the Notice convening the AGM (“AGM Notice”) by electronic means from a place other than the venue of AGM (“remote e-voting”). Remote e-voting commenced on Tuesday, 27 August 2019 at 09:00 a.m. (IST) and was closed on Thursday, 29 August 2019 at 05:00 p.m. (IST). In terms of the provisions of the Companies Act, 2013 and SEBI Listing Regulations, at the venue of AGM, voting through ballot paper was conducted for Members who had not already cast their vote through remote e-voting.

Ms. Krupa Joisar (Membership No A41023), Krupa Joisar & Associates, Practicing Company Secretaries was appointed as Scrutinizer for remote e-voting and voting by ballot paper at the venue of the AGM. Ms. Krupa Joisar submitted her consolidated Scrutinizer’s Report on Friday, 30 August 2019.

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
T +91 22 4315 7000 | F +91 22 4315 7010 | contact@indostarcapital.com | www.indostarcapital.com
CIN : L65100MH2009PLC268160



In terms of the provisions of Regulation 30 and Regulation 44 of the SEBI 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

A handwritten signature in blue ink, appearing to read "Jitendra Bhati".

Jitendra Bhati

*SVP – Compliance & Secretarial
(Membership No. F8937)*

Encl: a/a





Proceedings of the 10th Annual General Meeting of IndoStar Capital Finance Limited ("the Company")

The 10th Annual General Meeting ("AGM") of the Members of the Company was held on Friday, 30 August 2019 at 03:00 p.m. (IST) at Hall of Culture, Nehru Centre Conference Hall, Dr. Annie Besant Road, Worli, Mumbai - 400018.

Mr. R. Sridhar, Executive Vice-Chairman & CEO welcomed the Members, fellow Directors and colleagues present at the AGM.

Mr. R. Sridhar introduced the Directors and other dignitaries on the dais and conveyed regrets on behalf of the Directors who could not attend the AGM.

Mr. R. Sridhar requested the Members to note that representatives of S. R. Batliboi & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company and M Siroya and Company, the Secretarial Auditor of the Company, were also present at the AGM.

Mr. R. Sridhar updated the Members on the liquidity position of the Company.

Mr. R. Sridhar requested Mr. Dhanpal Jhaveri, Chairman to occupy the chair.

Mr. Dhanpal Jhaveri occupied the chair and welcomed the Members to the AGM.

The Chairman informed that, as per the attendance slips received, 69 Members (including Members represented by their Authorised Representative) were present at the AGM. The requisite quorum being present, the Chairman called the Meeting to order.

The Chairman informed the Members that the Proxy received, 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 Notice convening the AGM ("AGM Notice") were available for inspection by the Members during the continuance of the AGM.

With the consent of the Members present at the AGM, the AGM Notice was taken as read.

The Chairman requested the Members to note that the Audit Report(s) on the Financial Statements (Standalone and Consolidated) and the Secretarial Audit Report, for the financial year ended 31 March 2019, respectively, did not contain any qualifications, reservations, adverse remarks or disclaimers.

The Chairman delivered his speech.



The Chairman informed the Members that 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 electronic means from a place other than the venue of AGM (“remote e-voting”). The Company had engaged the services of Central Depository Services (India) Limited to provide the remote e-voting facility. Remote e-voting commenced on Tuesday, 27 August 2019 at 09:00 a.m. (IST) and ended on Thursday, 29 August 2019 at 05:00 p.m. (IST). The Chairman further informed the Members that a facility of voting through ballot paper was available for voting by the Members who had not cast their votes through remote e-voting facility. The cut-off date for identifying Members of the Company entitled to vote on the resolutions set out in the AGM Notice was Friday, 23 August 2019.

Ms. Krupa Joisar (Membership No A41023), Krupa Joisar & Associates, Practicing Company Secretaries was appointed as Scrutinizer for remote e-voting and voting by ballot paper at the venue of the AGM.

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

Ordinary Business:

1. Adoption of (a) the audited standalone financial statements of the Company for the financial year ended 31 March 2019, 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 2019 and the report of the Auditors thereon - Ordinary Resolution;
2. Confirmation of the payment of Interim Dividend and Declaration of Final Dividend @ 10% i.e INR 1/ equity share of face value of INR 10 each for the financial year ended 31 March, 2019 - Ordinary Resolution;
3. Appointment of Director in place of Mr. R. Sridhar (DIN: 00136697), who retires by rotation and, being eligible, offers himself for re-appointment - Ordinary Resolution;

Special Business:

4. Re-appointment of Mr. Bobby Parikh (DIN: 00019437) as a Non-Executive Independent Director of the Company for a second term of 5 years commencing from 05 March 2020 to 04 March 2025 – Special Resolution;
5. Increase in the borrowing limits of the Company to INR 25,000 crore, over and above the aggregate, for the time being, of the paid-up share capital, free reserves and securities premium of the Company – Special Resolution;



6. Issue of Non-Convertible Debentures under Private Placement, during a period of 1 (One) year commencing from the date of passing of the Special Resolution at the 10th Annual General Meeting, not exceeding INR 10,000 crore – Special Resolution;
7. Increase in aggregate limit of investment and holding by Foreign Portfolio Investors in the equity share capital of the Company upto 50% of the paid up capital of the Company – Special Resolution;
8. Sale / Assignment / Securitisation of loan receivables of the Company upto INR 5,000 crore in a financial year – Special Resolution; and
9. Appointment of Mr. Shailesh Shirali (DIN: 06525626) as a Whole - Time Director of the Company for a period of 5 years – Ordinary Resolution

The Chairman invited the Members to raise question / queries and / or seek clarifications. Some Members sought clarifications on the business of the Company and necessary clarifications were provided in respect of the queries raised by the Members.

Members present at the AGM who had not cast their vote through remote e-voting facility, cast their vote through ballot paper.

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 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., 30 August 2019, if carried with requisite majority.

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



Voting Results (Remote e-voting and voting through ballot paper at the AGM) of 10th Annual General Meeting of the IndoStar Capital Finance Limited held on Friday, 30 August 2019

Date of the AGM	30-Aug-19
Total number of shareholders on record date (i.e. on 23 August 2019)	1,05,509
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	66
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable



Agenda Item No. 1			Adoption of: (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2019, 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, 2019 and the report of the Auditors thereon.					
Resolution Required (Ordinary / Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	56042233	56042233	100.0000	56042233	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		56042233	100.0000	56042233	0	100.0000	0.0000
Public Institutions	E-Voting	19975817	17552102	87.8668	17552102	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17552102	87.8668	17552102	0	100.0000	0.0000
Public Non Institutions	E-Voting	16249365	1616798	9.9499	1616621	177	99.9891	0.0109
	Poll		3142391	19.3385	3142391	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4759189	29.2884	4759012	177	99.9963	0.0037
Total		92267415	78353524	84.9200	78353347	177	99.9998	0.0002



Agenda Item No. 2		Confirmation of the payment of Interim Dividend and declaration of Final Dividend on equity shares for the financial year ended March 31, 2019.						
Resolution Required (Ordinary / Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	56042233	56042233	100.0000	56042233	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		56042233	100.0000	56042233	0	100.0000	0.0000
Public Institutions	E-Voting	19975817	17571644	87.9646	17571644	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17571644	87.9646	17571644	0	100.0000	0.0000
Public Non Institutions	E-Voting	16249365	3468653	21.3464	3468476	177	99.9949	0.0051
	Poll		3142391	19.3385	3142391	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6611044	40.6849	6610867	177	99.9973	0.0027
Total		92267415	80224921	86.9483	80224744	177	99.9998	0.0002



Agenda Item No. 3			Appointment of Director in place of Mr. R. Sridhar (DIN: 00136697), who retires by rotation and, being eligible, offers himself for re-appointment.					
Resolution Required (Ordinary / Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	56042233	56042233	100.0000	56042233	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		56042233	100.0000	56042233	0	100.0000	0.0000
Public Institutions	E-Voting	19975817	17571644	87.9646	17571644	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17571644	87.9646	17571644	0	100.0000	0.0000
Public Non Institutions	E-Voting	16249365	3468618	21.3462	3468415	203	99.9941	0.0059
	Poll		3142391	19.3385	3142391	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6611009	40.6847	6610806	203	99.9969	0.0031
Total		92267415	80224886	86.9482	80224683	203	99.9997	0.0003



Agenda Item No. 4			Re-appointment of Mr. Bobby Parikh (DIN: 00019437) as a Non-Executive Independent Director of the Company.					
Resolution Required (Ordinary / Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\}*100$	[4]	[5]	$[6]=\{[4]/[2]\}*100$	$[7]=\{[5]/[2]\}*100$
Promoter and Promoter Group	E-Voting	56042233	56042233	100.0000	56042233	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		56042233	100.0000	56042233	0	100.0000	0.0000
Public Institutions	E-Voting	19975817	17571644	87.9646	17571644	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17571644	87.9646	17571644	0	100.0000	0.0000
Public Non Institutions	E-Voting	16249365	3468618	21.3462	3468363	255	99.9926	0.0074
	Poll		3142391	19.3385	3142391	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6611009	40.6847	6610754	255	99.9961	0.0039
Total		92267415	80224886	86.9482	80224631	255	99.9997	0.0003



Agenda Item No. 5			Approval for Increase in the borrowing limits of the Company to INR 25,000 crore, over and above the aggregate, for the time being, of the paid-up share capital, free reserves and securities premium of the Company.					
Resolution Required (Ordinary / Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	56042233	56042233	100.0000	56042233	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		56042233	100.0000	56042233	0	100.0000	0.0000
Public Institutions	E-Voting	19975817	17571644	87.9646	17571644	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17571644	87.9646	17571644	0	100.0000	0.0000
Public Non Institutions	E-Voting	16249365	3468653	21.3464	3468328	325	99.9906	0.0094
	Poll		3142391	19.3385	3142391	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6611044	40.6849	6610719	325	99.9951	0.0049
Total		92267415	80224921	86.9483	80224596	325	99.9996	0.0004



Agenda Item No. 6		Approval for Issue of Non-Convertible Debentures under Private Placement, during a period of 1 (one) year commencing from the date of passing of the Special Resolution at the 10th Annual General Meeting, not exceeding INR 10,000 crore.						
Resolution Required (Ordinary / Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]= $\frac{[2]}{[1]}*100$	[4]	[5]	[6]= $\frac{[4]}{[2]}*100$	[7]= $\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	56042233	56042233	100.0000	56042233	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		56042233	100.0000	56042233	0	100.0000	0.0000
Public Institutions	E-Voting	19975817	17571644	87.9646	17441105	130539	99.2571	0.7429
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17571644	87.9646	17441105	130539	99.2571	0.7429
Public Non Institutions	E-Voting	16249365	3468653	21.3464	3468450	203	99.9941	0.0059
	Poll		3142391	19.3385	3142391	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6611044	40.6849	6610841	203	99.9969	0.0031
Total		92267415	80224921	86.9483	80094179	130742	99.8370	0.1630





Agenda Item No. 7			Approval for Increase in aggregate limit of investment and holding by Foreign Portfolio Investors in the equity share capital of the Company.					
Resolution Required (Ordinary / Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	56042233	56042233	100.0000	56042233	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		56042233	100.0000	56042233	0	100.0000	0.0000
Public Institutions	E-Voting	19975817	17571644	87.9646	17571644	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17571644	87.9646	17571644	0	100.0000	0.0000
Public Non Institutions	E-Voting	16249365	3468653	21.3464	3468476	177	99.9949	0.0051
	Poll		3142391	19.3385	3142391	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6611044	40.6849	6610867	177	99.9973	0.0027
Total		92267415	80224921	86.9483	80224744	177	99.9998	0.0002





Agenda Item No. 8		Approval for Sale / Assignment / Securitisation of loan receivables of the Company upto INR 5,000 crore in a financial year.						
Resolution Required (Ordinary / Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
Promoter and Promoter Group	E-Voting	56042233	56042233	100.0000	56042233	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		56042233	100.0000	56042233	0	100.0000	0.0000
Public Institutions	E-Voting	19975817	17571644	87.9646	17571644	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17571644	87.9646	17571644	0	100.0000	0.0000
Public Non Institutions	E-Voting	16249365	3468653	21.3464	3468476	177	99.9949	0.0051
	Poll		3142391	19.3385	3142391	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6611044	40.6849	6610867	177	99.9973	0.0027
Total		92267415	80224921	86.9483	80224744	177	99.9998	0.0002





Agenda Item No. 9			Appointment of Mr. Shailesh Shirali (DIN: 06525626) as a Whole-Time Director of the Company.					
Resolution Required (Ordinary / Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	56042233	56042233	100.0000	56042233	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		56042233	100.0000	56042233	0	100.0000	0.0000
Public Institutions	E-Voting	19975817	17571644	87.9646	17441105	130539	99.2571	0.7429
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17571644	87.9646	17441105	130539	99.2571	0.7429
Public Non Institutions	E-Voting	16249365	3468618	21.3462	3468415	203	99.9941	0.0059
	Poll		3142391	19.3385	3142391	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6611009	40.6847	6610806	203	99.9969	0.0031
Total		92267415	80224886	86.9482	80094144	130742	99.8370	0.1630



Krupa Joisar & Associates

Company Secretaries



Office No:220, Ecstasy Business Park,
J.S.D. Road, Mulund West,
Mumbai- 400 080.

Annexure III

Email: krupa@krupajoisar.com | Contact: +91- 91377 92835 | Web: www.krupajoisar.com

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

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: 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, 2015 and voting through ballot papers at the 10th Annual General Meeting of IndoStar Capital Finance Limited ("AGM") held on Friday, August 30, 2019 at Hall of Culture, Nehru Centre Conference Hall, Dr. Annie Besant Road, Worli, Mumbai - 400018 at 3.00 p.m.

1. I, Krupa Joisar, of M/s. Krupa Joisar & Associates, Practicing Company Secretary (Membership No: A 41023) have been appointed as a Scrutinizer of IndoStar Capital Finance Limited ("the Company") for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on remote e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and to scrutinize the voting through ballot papers at the AGM, in respect of the resolutions as set out in the notice convening the AGM .



2. The Management of the Company is responsible to ensure the compliance with the requirements of Section 108 of the Companies Act, 2013 related to e-voting on the resolution(s) contained in the Notice of Annual General Meeting dated June 26, 2019. My responsibility as a Scrutinizer for the e-voting process is only restricted to make a Scrutinizer's Report of the votes casted in "favour" or "against" the resolutions as stated below, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the Authorised Agency engaged by the Company to provide remote e-voting facilities and based on ballot papers through which votes were cast at the AGM.
3. I submit my report as under:
 - a. The e-voting period remained open from August 27, 2019 (9.00 a.m. IST) to August 29, 2019 (5.00 p.m. IST).
 - b. The members holding shares as on August 23, 2019 were entitled to vote on the proposed resolutions (Item no 1 to 9) as set out in the notice of the AGM.
 - c. The members have casted their vote through remote e-voting facility provided by the Central Depository Services (India) Limited ("CDSL") as the Authorized Agency to provide e-voting facilities.
 - d. I have monitored the process of remote e-voting through the scrutinizer's secured link provided by the CDSL on the designated website.
 - e. The facility for voting through ballot paper was made available at the AGM venue for the members attending the AGM and who did not cast their vote through remote e-voting. The ballot box kept at the AGM venue for this purpose was locked in my presence.
 - f. After the conclusion of voting at the AGM venue, the locked ballot box was opened and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company. The ballot papers which were incomplete and/or which were duplicate and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The votes cast through remote e-voting were unblocked in the presence of two witnesses neither of whom are in the employment of the Company.
5. The consolidated results of remote e-voting and voting through ballot papers at the AGM are enclosed as an annexure to this report.



6. Based on the aforesaid results, we report that Ordinary Resolutions as set out in Item Nos. 1, 2, 3 and 9 and Special Resolutions as set out in Item Nos. 4 to 8 of the notice of the AGM dated June 26, 2019 have been passed with the requisite majority.

Thanking You

For Krupa Joisar & Associates

Krupa Joisar
Scrutinizer

ACS No: 41023

CP NO: 15263



Place: Mumbai

Date: August 30, 2019

Enclosed: Annexure

We the undersigned have witnessed that the votes cast through remote e-voting were unblocked from CDSL's e-voting website helpdesk.evoting@cdslindia.com in our presence on Friday, August 30, 2019.

Name: Manoj Bhanushali
Address: 3/38 Shivmangal (Apt),
Kalyan East,
Thane - 421306

Name: Amish Gangar
Address: 1101, Vikas Paradise,
Mulund West, Mumbai - 400080

Countersigned by



Chairman/Director or KMP authorized by the Board
IndoStar Capital Finance Limited

Annexure to the Report

(a) Resolution No. 1:

Resolution Required : (Ordinary)	To receive, consider and adopt :
	<p>(a) the audited standalone financial statements of the Company for the financial year ended March 31, 2019, along with the report(s) of the Board of Directors and the Auditors thereon; and</p> <p>(b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and the report of the Auditors thereon.</p>

Particulars	Remote e-voting		Voting through ballot papers		Consolidated voting results		
	No. of members who voted	No. of shares for which votes cast	No. of members who voted	No. of shares for which votes cast	Total No. of members who voted	Total No. of shares which votes cast	% of votes to total number of valid votes cast
Voted in favour of resolution	76	7,52,10,956	39	31,42,391	115	7,83,53,347	99.9998
Votes against the resolution	7	177	0	0	7	177	0.0002
Invalid	-	-	1	26	1	26	-

The above resolution has been passed with requisite majority.

Note:

1. One (1) ballot paper was treated as invalid due to mismatch in signature.



(b) Resolution No. 2:

Resolution Required : (Ordinary)	To confirm the payment of Interim Dividend and to declare Final Dividend on equity shares for the financial year ended March 31, 2019.
---	---

Particulars	Remote e-voting		Voting through ballot papers		Consolidated voting results		
	No. of members who voted	No. of shares for which votes cast	No. of members who voted	No. of shares for which votes cast	Total No. of members who voted	Total No. of shares which votes cast	% of votes to total number of valid votes cast
Voted in favour of resolution	78	7,70,82,353	39	31,42,391	117	8,02,24,744	99.9998
Votes against the resolution	7	177	0	0	7	177	0.0002
Invalid	-	-	1	26	1	26	-

The above resolution has been passed with requisite majority.

Note:

1. One (1) ballot paper was treated as invalid due to mismatch in signature.



(c) Resolution No. 3 :

Resolution Required : (Ordinary)	To appoint a Director in place of Mr. R. Sridhar (DIN: 00136697), who retires by rotation and, being eligible, offers himself for re-appointment.
---	--

Particulars	Remote e-voting		Voting through ballot papers		Consolidated voting results		
	No. of members who voted	No. of shares for which votes cast	No. of members who voted	No. of shares for which votes cast	Total No. of members who voted	Total No. of shares which votes cast	% of votes to total number of valid votes cast
Voted in favour of resolution	76	7,70,82,292	39	31,42,391	115	8,02,24,683	99.9997
Votes against the resolution	8	203	0	0	8	203	0.0003
Invalid	-	-	1	26	1	26	-

The above resolution has been passed with requisite majority.

Note:

1. One (1) ballot paper was treated as invalid due to mismatch in signature.



(d) Resolution No. 4:

Resolution Required : (Special)	Re-appointment of Mr. Bobby Parikh as a Non-Executive Independent Director.
--	--

Particulars	Remote e-voting		Voting through ballot papers		Consolidated voting results		
	No. of members who voted	No. of shares for which votes cast	No. of members who voted	No. of shares for which votes cast	Total No. of members who voted	Total No. of shares which cast	% of votes to total number of valid votes cast
Voted in favour of resolution	74	7,70,82,240	39	31,42,391	113	8,02,24,631	99.9997
Votes against the resolution	10	255	0	0	10	255	0.0003
Invalid	-	-	1	26	1	26	-

The above resolution has been passed with requisite majority.

Note:

1. One (1) ballot paper was treated as invalid due to mismatch in signature.



(e) Resolution No. 5:

Resolution Required : (Special)	Increase in the Borrowing limits of the Company.
--	---

Particulars	Remote e-voting		Voting through ballot papers		Consolidated voting results		
	No. of members who voted	No. of shares for which votes cast	No. of members who voted	No. of shares for which votes cast	Total No. of members who voted	Total No. of shares which votes cast	% of votes to total number of valid votes
Voted in favour of resolution	74	7,70,82,205	39	31,42,391	113	8,02,24,596	99.9996
Votes against the resolution	11	325	0	0	11	325	0.0004
Invalid	-	-	1	26	1	26	-

The above resolution has been passed with requisite majority.

Note:

1. One (1) ballot paper was treated as invalid due to mismatch in signature.



(f) Resolution No. 6:

Resolution Required : (Special)	Issue of Non- Convertible Debentures under Private Placement.
--	--

Particulars	Remote e-voting		Voting through ballot papers		Consolidated voting results		
	No. of members who voted	No. of shares for which votes cast	No. of members who voted	No. of shares for which votes cast	Total No. of members who voted	Total No. of shares which votes cast	% of votes to total number of valid votes cast
Voted in favour of resolution	76	7,69,51,788	39	31,42,391	115	8,00,94,179	99.8370
Votes against the resolution	9	1,30,742	0	0	9	1,30,742	0.1630
Invalid	-	-	1	26	1	26	-

The above resolution has been passed with requisite majority.

Note:

1. One (1) ballot paper was treated as invalid due to mismatch in signature.



(g) Resolution No. 7:

Resolution Required: (Special)	Increase in aggregate limit of investment and holding by Foreign Portfolio Investors in the Equity Share Capital of the Company.
---------------------------------------	---

Particulars	Remote e-voting		Voting through ballot papers		Consolidated voting results		
	No. of members who voted	No. of shares for which votes cast	No. of members who voted	No. of shares for which votes cast	Total No. of members who voted	Total No. of shares which votes cast	% of votes to total number of valid votes cast
Voted in favour of resolution	78	7,70,82,353	39	31,42,391	117	8,02,24,744	99.9998
Votes against the resolution	7	177	0	0	7	177	0.0002
Invalid	-	-	1	26	1	26	-

The above resolution has been passed with requisite majority.

Note:

1. One (1) ballot paper was treated as invalid due to mismatch in signature.



(h) Resolution No. 8:

Resolution Required: (Special)	Sale / Assignment / Securitisation of loan receivables of the Company upto INR 5,000 Crore in a financial year.
---------------------------------------	--

Particulars	Remote e-voting		Voting through ballot papers		Consolidated voting results		
	No. of members who voted	No. of shares for which votes cast	No. of members who voted	No. of shares for which votes cast	Total No. of members who voted	Total No. of shares which votes cast	% of votes to total number of valid votes cast
Voted in favour of resolution	78	7,70,82,353	39	31,42,391	117	8,02,24,744	99.9998
Votes against the resolution	7	177	0	0	7	177	0.0002
Invalid	-	-	1	26	1	26	-

The above resolution has been passed with requisite majority.

Note:

1. One (1) ballot paper was treated as invalid due to mismatch in signature.



(i) Resolution No. 9:

Resolution Required: (Ordinary)

Appointment of Mr. Shailesh Shirali as a Whole-Time Director.

Particulars	Remote e-voting		Voting through ballot papers		Consolidated voting results		
	No. of members who voted	No. of shares for which votes cast	No. of members who voted	No. of shares for which votes cast	Total No. of members who voted	Total No. of shares which votes cast	% of votes to total number of valid votes cast
Voted in favour of resolution	75	7,69,51,753	39	31,42,391	114	8,00,94,144	99.8370
Votes against the resolution	9	1,30,742	0	0	9	1,30,742	0.1630
Invalid	-	-	1	26	1	26	-

The above resolution has been passed with requisite majority.

Note:

1. One (1) ballot paper was treated as invalid due to mismatch in signature.

