



ICFL/LS/0046/2020-21

11 June 2020

**BSE Limited**

Listing Department, 1<sup>st</sup> 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**

Dear Sir/ Madam,

**Sub:** Recommendation of Committee of Independent Directors pursuant to Regulation 26(7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations**”).

**Re:** Open offer for acquisition of up to 37,195,411 (Thirty seven million one hundred ninety five thousand four hundred and eleven) fully paid up equity shares of face value of INR 10 (Indian Rupees Ten) each of IndoStar Capital Finance Limited (“**Company**”), from the public shareholders of the Company, by BCP V Multiple Holdings Pte. Ltd. (“**Acquirer**”), together with Brookfield Business Partners L.P. in its capacity as a person acting in concert with the Acquirer (“**Open Offer**”).

With respect to the captioned matter, and in accordance with Regulation 26(7) of the Takeover Regulations, the Committee of Independent Directors of the Company (“**IDC**”), has provided its written recommendation in relation to the Open Offer, in the prescribed format. The said recommendation has been published on 11 June 2020, in all editions of Financial Express (English), all editions of Jansatta (Hindi), and the Mumbai edition of Mumbai Lakshadeep (Marathi).

We are sending a copy of the recommendation of the IDC published in the above mentioned newspaper publications to BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India and Nomura Financial Advisory and Securities (India) Private Limited (the Manager to the Open Offer) as required under the Takeover Regulations.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

**For IndoStar Capital Finance Limited**

**Jitendra Bhati**

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

*Encl.: As above*

**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 +91 022 4315 7010 | contact@indostarcapital.com | www.indostarcapital.com  
CIN : L65100MH2009PLC268160

# INDOSTAR CAPITAL FINANCE LIMITED

CIN: L65100MH2009PLC268160

**Registered Office:** One Indiabulls Center, 20<sup>th</sup> Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai - 400 013

**Telephone Number:** +91 22 4315 7000; Fax: +91 22 4315 7010

**Email ID:** [investor.relations@indostarcapital.com](mailto:investor.relations@indostarcapital.com); **Website:** [www.indostarcapital.com](http://www.indostarcapital.com)



Recommendations of the Committee of Independent Directors ("IDC") of IndoStar Capital Finance Limited ("Target Company") to the shareholders of the Target Company in relation to the Open Offer (hereinafter defined) made by BCP V Multiple Holdings Pte. Ltd. ("Acquirer") together with Brookfield Business Partners L.P. ("PAC") in its capacity as a person acting in concert with the Acquirer, pursuant to Regulation 26(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI SAST Regulations")

1.	Date	June 10, 2020
2.	Name of the Target Company (TC)	IndoStar Capital Finance Limited
3.	Details of the Offer pertaining to TC	The open offer is being made by the Acquirer along with the PAC to the public shareholders of the Target Company under Regulation 3(1), Regulation 4 and other applicable regulations of the SEBI SAST Regulations, for acquisition of up to 37,195,411 (Thirty Seven Million One Hundred Ninety Five Thousand Four Hundred and Eleven) fully paid-up equity shares of face value INR 10/- each ("Equity Shares") at a price of INR 290/- per equity share ("Offer Price"), payable in cash, representing 26% of the expanded voting share capital (as defined in the Offer Documents) of the Target Company ("Open Offer"). Public Announcement dated January 31, 2020 (the "PA"), Detailed Public Statement dated February 6, 2020 (the "DPS"), Draft Letter of Offer dated February 14, 2020 (the "DLoF"), Corrigendum to the DPS dated May 16, 2020 (the "DPS Corrigendum") and Letter of Offer dated June 9, 2020 (the "LoF") (PA, DPS, DLoF, DPS Corrigendum and LoF collectively referred to as "Offer Documents") issued by Nomura Financial Advisory and Securities (India) Private Limited, the manager ("Manager") to the Open Offer on behalf of the Acquirer and the PAC.
4.	Name(s) of the acquirer and PAC with the acquirer	<b>Acquirer:</b> BCP V Multiple Holdings Pte. Ltd <b>Person Acting in Concert (PAC):</b> Brookfield Business Partners L.P.
5.	Name of the Manager to the offer	<b>Nomura Financial Advisory and Securities (India) Private Limited</b> <b>Address:</b> Ceejay House, Level-11, Plot F, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai - 400 018, Maharashtra <b>Tel:</b> +91 22 4037 4037; Fax: +91 22 4037 4111 <b>Email:</b> <a href="mailto:indostaropenoffer@nomura.com">indostaropenoffer@nomura.com</a> <b>Contact Person:</b> Mr. Vishal Kanjani / Mr. Sandeep Baid <b>SEBI Registration Number:</b> INM000011419
6.	Members of the Committee of Independent Directors (Please indicate the chairperson of the Committee separately)	1. Mr. Bobby Parikh - Chairperson; 2. Mr. Dinesh Kumar Mehrotra; 3. Mr. Hemant Kaul; and 4. Ms. Naina Krishna Murthy
7.	IDC Member's relationship with the TC (Director, Equity shares owned, any other contract/relationship), if any	IDC members are Non-Executive Independent Directors of the Target Company. None of the IDC Members hold any equity shares or other securities or have entered into any other contract / relationship with the Target Company except as directors on the board of directors of the Target Company and as member(s) / chairperson(s) of board committee(s).
8.	Trading in the Equity shares/other securities of the TC by IDC Members	None of the IDC members have traded in equity shares/other securities of the Target Company, during a period of 12 months prior to the date of the PA and since then till the date of this recommendation.
9.	IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any	None of the IDC members: i. are directors of the Acquirer or PAC, ii. hold any equity shares/other securities in the Acquirer or PAC, or iii. have any other contracts/relationship with the Acquirer or PAC.
10.	Trading in the Equity shares/other securities of the acquirer by IDC Members	None of the IDC members have traded in equity shares/other securities of the Acquirer or PAC, during a period of 12 months prior to the date of the PA and since then till the date of this recommendation.
11.	Recommendation on the Open offer, as to whether the offer is fair and reasonable	The IDC is of the opinion that the Offer Price is in accordance with the SEBI SAST Regulations and is fair and reasonable.
12.	Summary of reasons for recommendation (IDC may also invite attention to any other place, e.g. company's website, where its detailed recommendations along with written advice of the independent adviser, if any can be seen by the shareholder)	The IDC has perused the PA, DPS, DLoF, DPS Corrigendum and LoF issued in relation to the Open Offer by the Manager to the Open Offer on behalf of Acquirer and the PAC, and particularly noted the following, while making this recommendation: i. The equity shares of the Target Company are frequently traded within the meaning of Regulation 2(1) (j) of the SEBI SAST Regulations; ii. The volume-weighted average market price of the Equity Shares for a period of 60 (sixty) trading days immediately preceding the date of PA as traded on the National Stock Exchange of India Limited ("NSE") is INR 211.26 per Equity Share; NSE being the stock exchange where the maximum volume of trading in shares of the Target Company were recorded during such period. iii. The negotiated price as mentioned in the Offer Documents is INR 290 per share. Based on the above, the IDC is of the opinion that the Offer Price of INR 290/- per Equity Share is in compliance with the SEBI SAST Regulations and hence is fair and reasonable. The public shareholders of the Target Company are, however, advised to independently evaluate the Open Offer and take an informed decision whether or not to tender their shares in the Open Offer. This statement of recommendation will also be available on the website of the Company at <a href="http://www.indostarcapital.com">www.indostarcapital.com</a> .
13.	Details of Independent Advisors, if any.	None
14.	Any other matter(s) to be highlighted	None

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under the SEBI SAST Regulations.

For and on behalf of the Committee of Independent Directors of IndoStar Capital Finance Limited

SD/-

**Bobby Parikh**

**Chairman of the Committee of Independent Directors**

**DIN: 00019437**

Place – Mumbai

Date – June 10, 2020