



**INDOSTAR**  
HOME  
FINANCE

**Notice – 8<sup>th</sup> Annual General Meeting  
September 18, 2023**

**INDOSTAR HOME FINANCE PRIVATE LIMITED**

(CIN: U65990MH2016PTC271587)

**Registered & Corporate Office:** Unit No. 305, 3<sup>rd</sup> Floor, Wing 2/E, Corporate Avenue, Andheri-Ghatkopar Link Road, Chakala, Andheri (E), Mumbai - 400093

**Tel:** +91 22 4510 7701

**Website:** [www.indostarhfc.com](http://www.indostarhfc.com); **Email:** [ihf.legal@indostarcapital.com](mailto:ihf.legal@indostarcapital.com)

**NOTICE** is hereby given that the **8<sup>TH</sup> ANNUAL GENERAL MEETING** of the Members of **INDOSTAR HOME FINANCE PRIVATE LIMITED** is scheduled to be held on **MONDAY, SEPTEMBER 18, 2023 AT 10:00 A.M. (IST)** at the Registered Office of the Company at **UNIT NO. 305, 3<sup>RD</sup> FLOOR, WING 2/E, CORPORATE AVENUE, ANDHERI- GHATKOPAR LINK ROAD, CHAKALA, ANDHERI (E), MUMBAI - 400093**, to transact the following business:

**ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, along with the report(s) of the Board of Directors and the Auditors thereon.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Statutory Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

- 2. To appoint a Director in place of Mr. Munish Dayal (DIN: 01683836), who retires by rotation and, being eligible, offers himself for re-appointment.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** Mr. Munish Dayal (DIN: 01683836), who retires by rotation at the 8<sup>th</sup> Annual General Meeting in accordance with Section 152 of the Companies Act, 2013 read with the Articles of Association of the Company and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**SPECIAL BUSINESS:**

- 3. ISSUE OF NON-CONVERTIBLE DEBENTURES UNDER PRIVATE PLACEMENT**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to (i) the provisions of Sections 23, 42, 71, 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (**“the Act”**); (ii) the applicable provisions of the Memorandum of Association and the Articles of Association of the Company; (iii) the Master Direction – Non-Banking Financial Company –

Housing Finance Company (Reserve Bank) Directions, 2021 (“**HFC Directions**”), as amended; (iv) the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended; (v) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and (vi) all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and subject to such other consent(s) / permission(s) / sanction(s), as may be required, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee constituted / may be constituted by the Board of Directors of the Company or any other person(s), for the time being exercising the powers conferred on the Board of Directors by this resolution and as may be authorised by the Board in this regard) to create / invite / offer / issue / allot up to such number of non-convertible debentures (“**NCDs**”), including but not limited to subordinated / perpetual debentures, under private placement, with or without security, in one or more modes or combinations thereof and in one or more series or tranches, to such eligible person(s), on such terms and conditions as the Board may determine and think fit, such that the aggregate principal amount of NCDs to be issued during a period of 1 (one) year commencing from the date of passing of this Special Resolution does not exceed ₹ 1,000 crore (Rupees One Thousand crore only), within the overall borrowing limits of the Company;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**4. RE-APPOINTMENT OF MR. SHREEJIT MENON (DIN: 08089220) AS WHOLE-TIME DIRECTOR DESIGNATED AS CHIEF EXECUTIVE OFFICER OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**RESOLVED THAT** pursuant to (i) the recommendation of the Nomination & Remuneration Committee and Board of Directors ; (ii) the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“**Act**”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s), thereof for the time being in force); (iii) Policy on Selection Criteria / “**Fit & Proper**” Person Criteria of the Company; (iv) the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (“**RBI Directions**”); (v) other laws, acts, rules, regulations and guidelines, as may be applicable; and (vi) the Articles of Association of the Company and such other approvals, consents, permissions, as may be required, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Shreejit Menon (DIN: 08089220) as Whole-Time Director on the Board of Directors of the Company designated as Chief Executive Officer (“**CEO**”) for another term of 5 (five) years effective from March 19, 2023, liable to retire by rotation, upon such terms and conditions, including remuneration as set out in the explanatory statement prepared under Section 102 of the Act and annexed to the Notice of the Annual General Meeting, which shall be deemed to form part hereof;

**RESOLVED FURTHER THAT** the Agreement between the Company and Mr. Shrijeet Menon setting out terms and conditions including remuneration for the aforesaid appointment of Mr. Menon as Whole-Time Director designated as CEO of the Company, be and is hereby approved;

**RESOLVED FURTHER THAT** pursuant to applicable provisions of the Act, in any financial year or years during the term of re-appointment, the remuneration exceeds the limits specified in Section 197, read with Schedule V of the Act or in the event of inadequacy or absence of profits under Section 197 of the Act, the approved remuneration be paid as minimum remuneration to Mr. Menon and the approval accorded herein shall also be deemed to be the approval by way of special resolution;

**RESOLVED FURTHER THAT** subject to the provisions of the Act and Rules framed thereunder, the Board of Directors of the Company or the Nomination & Remuneration Committee be and is hereby authorised to modify / alter / vary the terms and conditions including remuneration contained in the Agreement, as may be deem fit and acceptable to Mr. Menon including to decide the increment in remuneration, *inter-alia* by way of salary, perquisites, bonus, incentive or otherwise and other benefits payable or to be provided to Mr. Menon, from time to time as per policies of the Company and to do all such acts, deeds, matters and things as the Board may be authorised to do in relation to the aforesaid appointment;

**RESOLVED FURTHER THAT** the Directors of the Company, Ms. Paulomi Desai, Chief People Officer, Mr. Pushkar Joshi, Chief Financial Officer, Ms. Nidhi Sadani, Company Secretary and Chief Compliance Officer, be and are hereby severally authorised to do all such acts, deeds and things, as may be required to give full effect to the aforesaid resolution including to file necessary forms / returns / documents with the Registrar of Companies, the Reserve Bank of India, or any other regulatory bodies, as may be required, to finalise and execute such documents / deeds / writings / papers / agreements, as may be required including the appointment agreement, to settle any questions / difficulties / doubts in connection with the aforesaid resolution, and to provide certified true copy of this resolution to any entity / regulator and such entity / regulator be requested to rely upon the authority of the same.”

**Registered Office:**

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Website: [www.indostarhfc.com](http://www.indostarhfc.com)  
Tel: +91 22 4510 7701;

By the Order of the Board of Directors  
For **IndoStar Home Finance Private Limited**

Sd/-  
**Nidhi Sadani**  
Company Secretary  
Membership No.: ACS 43659

Date: July 25, 2023

Place: Mumbai

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“Secretarial Standards”) in respect of the Special Business(es) as set out in the Notice convening the 8<sup>th</sup> Annual General Meeting of the Company (“AGM Notice”), is annexed hereto and forms part of the AGM Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ALSO ENTITLED TO APPOINT ONE OR MORE PERSONS AS PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE MUST BE DULY COMPLETED, STAMPED, SIGNED AND DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. A PROXY SHALL NOT HAVE THE RIGHT TO SPEAK AT THE AGM.**
3. Pursuant to Section 105 of the Companies Act, 2013 (“Act”) read with Rule 19 of the Companies (Management and Administration) Rules, 2014, Members are requested to note that a person can act as a proxy on behalf of the Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or Member.

Proxies submitted on behalf of body corporate as Members of the Company must be supported by an appropriate resolution / authority / power of attorney, as applicable.

4. Information with respect to Mr. Munish Dayal and Mr. Shreejit Menon, seeking re-appointment as Director(s) at this AGM, as required under the Secretarial Standards is annexed hereto and forms part of the AGM Notice.
5. Member(s) are requested to register the changes, from time to time, in their email-address with the Company to enable the Company to service various notice(s), reports, documents, etc. in the electronic mode.
6. Corporate Member(s) intending to send their authorised representative(s) to attend the AGM are requested to send a certified copy of the board resolution authorising their representative(s) to attend and vote on their behalf at the AGM, pursuant to Section 113 of the Act.
7. Members / Proxies / Authorised Representative(s) of the Corporate Members are requested to bring the Attendance Slip duly completed and signed at the venue of the AGM. The attendance slip and proxy form are attached as annexure to the AGM Notice.
8. The Register of Director’s and Key Managerial Personnel and their shareholding and the Register of Contracts with related party and contracts and bodies in which directors are interested and all other documents referred to in the AGM Notice will be available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days except for Saturday(s) up to and including the date of AGM.

9. The Company has appointed Mr. Harnath Choudhary (FCS:8274), H Choudhary & Associates, Practicing Company Secretary, as the Scrutinizer for scrutinizing the voting process and to ensure that the process is carried out in a fair and transparent manner.
10. The Scrutinizer shall, not later than three days from the conclusion of the AGM, submit a Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized by the Chairman in this behalf, who shall countersign the same.
11. The Chairman or any other person authorized by the Chairman in this behalf shall forthwith on receipt of the Scrutinizer's Report, place the same on the Company's website at [www.indostarhfc.com](http://www.indostarhfc.com) and simultaneously be communicated to the BSE Limited where the non-convertible debentures of the Company are listed.
12. Route Map showing directions to reach to the venue of the AGM is given at the last page of the AGM Notice as per the requirement of the SS-2.

**ANNEXURE TO THE NOTICE CONVENING 8<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY  
("AGM NOTICE")**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013  
("ACT") AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE  
OF COMPANY SECRETARIES OF INDIA**

**ITEM NO. 3**

**ISSUE OF NON-CONVERTIBLE DEBENTURES UNDER PRIVATE PLACEMENT**

Members at the 7<sup>th</sup> Annual General Meeting of the Company held on September 21, 2022, had accorded their approval to create / invite / offer / issue / allot upto such number of Non-Convertible Debentures ("**NCDs**"), under private placement, in one or more series or tranches, on such terms and conditions as may be determined by the Board, such that the aggregate principal amount of such NCDs issued during a period of 1 (one) year commencing from the date of passing of special resolution at the aforesaid Annual General Meeting, does not exceed ₹ 1,000 crore (Rupees One Thousand crore only).

Members are requested to note that the aforesaid approval accorded by the Members of the Company for the issue of NCDs under Private Placement is valid for a period of one year from the date of approval by the Members of the Company i.e. upto September 20, 2023.

In order to enable the Company to raise funds by way of issuance of NCDs under private placement, the Board of Directors of the Company at its meeting held on July 25, 2023, subject to the approval of the Members of the Company, accorded its approval to create / invite / offer / issue / allot upto such number of NCDs, whether secured or unsecured, under private placement, in one or more series or tranches, such that the aggregate principal amount of such NCDs to be issued during a period of 1 (one) year commencing from the date of passing of the Special Resolution set out at Item No. 3 of the AGM Notice, does not exceed ₹ 1,000 crore (Rupees One Thousand crore only).

Further, the Board of Directors have authorised the Debenture Committee to undertake all acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient, proper or desirable, in respect of issuance of NCDs under private placement including but not limited to determine the terms and conditions of the NCDs to be issued, number of NCDs to be issued, issue price, face value, issue size, coupon, tenor, objects of the issue, etc.

In terms of Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make an offer or invitation to subscribe to securities (including NCDs) through private placement unless the proposal has been previously approved by the members of the Company, by way of special resolution. Further, in case of offer or invitation to subscribe NCDs it shall be sufficient if a company passes a previous special resolution only once in a year for all the offers or invitations to subscribe NCDs during the year.

Accordingly, it is proposed to seek approval of the Members of the Company in terms of Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, to create / invite / offer / issue / allot up to such number of NCDs, under private placement, in one or more series or tranches, such that the aggregate principal amount of such NCDs to be issued during a period of 1 (one) year from the date of passing of the Special Resolution set out at Item No. 3 of the AGM Notice, does not exceed ₹ 1,000 crore (Rupees One Thousand crore only) within the overall borrowing limits of the Company.

The Board of Directors recommends the resolution set out at Item No. 3 of the AGM Notice to the Members for their consideration and approval, by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of the AGM Notice, except to the extent of the NCDs that may be subscribed by any Directors or Key Managerial Personnel of the Company or their relatives or any entity in which any of the Directors or Key Managerial Personnel of the Company or their relatives may be concerned or interested in any capacity.

#### **ITEM NO. 4**

#### **RE-APPOINTMENT OF MR. SHREEJIT MENON (DIN: 08089220) AS WHOLE-TIME DIRECTOR DESIGNATED AS CHIEF EXECUTIVE OFFICER**

The Members are informed that the Board of Directors at its meeting held on March 19, 2018 and the Members of the Company at the Extra-Ordinary General Meeting held on June 15, 2018 had approved the appointment of Mr. Shreejit Menon as Whole-Time Director designated as Chief Executive Officer of the Company for a period of 5 years with effective from March 19, 2018.

The Members are further informed that the said tenure of 5 years was expiring on March 18, 2023 and hence considering the meritorious services and significant contribution made by Mr. Menon to the growth in operations and profitability of the Company, the Board of Directors at its meeting held on February 13, 2023 on recommendation of Nomination & Remuneration Committee (“NRC”) had approved the re-appointment of Mr. Menon as Whole-Time Director designated as Chief Executive Officer for further period of 5 years with effect from March 19, 2023, on the terms and conditions including remuneration as mentioned in the agreement between Company and Mr. Shreejit Menon (“Agreement”), material terms of which are set out below, subject to approval of members at the ensuing AGM and such other approval as may be required in this regard.

The information required to be provided in terms of Schedule V of the Companies Act, 2013 is given hereunder:

<b>I</b>	<b>General Information</b>	
1.	Nature of industry	The Company is a Non-Deposit Accepting Housing Finance Company registered with the National Housing Bank with focus being lending to affordable segment.
2.	Date or expected date of commencement of commercial production	The Company commenced its business operations in 2017.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.
4.	Financial performance based on given indicators	As on Financial year ended March 31, 2023 <b>Net Worth:</b> 532.72 crore <b>Total Income:</b> 209.25 crore <b>Profit after Tax:</b> 37.78 crore

5.	Foreign investments or collaborations, if any	The Company has not made any foreign investments or entered into any foreign collaboration, except for downstream investment made by IndoStar Capital Finance Limited, Holding Company of the Company, holding 100% of the equity share capital of the Company as on March 31, 2023.
<b>II Information about the appointee: Mr. Shreejit Menon</b>		
1.	Background details, job profile and his suitability, recognition and awards	<p>Mr. Shreejit Menon has been associated with the Company since May 02, 2017 as Business Head - Affordable Housing Finance and was appointed as the Whole-Time Director since March 19, 2018.</p> <p>Mr. Menon devotes his full time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company. He has been associated with the Company since commencement of the business and under his leadership the Company has developed built a quality and profitable portfolio.</p> <p>Brief Profile of Mr. Menon is enclosed at Annexure to the Notice.</p>
2.	Past remuneration and Remuneration Proposed	<p><b>Past Remuneration</b> – During the financial year 2021-22, Mr. Menon was paid 1.36 crore (including performance linked incentive for FY 2020-21)</p> <p><b>Remuneration Proposed</b> – Mr. Menon was entitled to annual compensation of INR 1.40 crore (excluding performance linked incentive of INR 0.50 crore for FY 2021-22 paid in FY 2022-23) for financial year 2022-23, to be paid on pro-rata basis, which is within the limit as approved by the Members for his appointment till March 18, 2023 and the same is proposed to the Members in this Annual General Meeting for remaining period of the month of March 2023. Mr. Menon will be thereafter entitled to annual compensation of INR 1.75 crore for the financial year 2023-24 with effect from April 01, 2023 along with perquisites, club membership etc., as per the Company's Policy(s). Further, Mr. Menon will at Company's discretion and as per the Company's Policy(s), be eligible to receive annual performance, incentive/variable bonus which will be inter-alia linked to the performance criteria as may be decided by the</p>

		Board of Directors / Nomination & Remuneration Committee of the Company. Mr. Menon will also continue to be eligible to the employee stock options granted / may be granted to him in accordance with the employee stock option policy of the Company.
3.	Comparative remuneration profile with respect to of his origin)	Considering the size of the Company, responsibilities allocated to Mr. Shreejit Menon, his contribution in concluding and implementing strategic business deals, the relevance of experience and expertise in the financial services industry, his remuneration is commensurate with the general industry standards.
4.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	As on date of this Notice, Mr. Menon has no pecuniary relationship with the Company except to remuneration drawn as employee of the Company. Mr. Menon has no relationship with any key managerial personnel / promoters of the Company, except regarding 1,00,000 employee stock options of the Promoter Holding Company held by him.
<b>III Other Information</b>		
1.	Reasons of loss or inadequate profits	The managerial remuneration paid by the Company is well within the prescribed limits under Section 197 of Companies Act, 2013. However in event of inadequacy of profit or absence of profit under Section 197 of Companies Act, 2013, the remuneration comprising salary, perquisites and benefits approved/ratified by the Board of Directors be paid as minimum remuneration to Mr. Menon during the tenure of his appointment.
2.	Steps taken or proposed to be taken for improvement	Refer point no 1 above.
3.	Expected increase in productivity and profits in measurable terms	Refer point no 1 above.

#### **IV Disclosure:**

The information and disclosures of the remuneration package of Mr. Menon as per the requirements of Section II of Part II of Schedule V of the Act will be mentioned in the Corporate Governance Report forming part of the Annual Report for the financial year 2022-23.

Brief resume of Mr. Menon, along with disclosures required under Secretarial Standard – 2 on General Meeting issued by the Institute of Company Secretaries of India are mentioned in Annexure of the AGM Notice

Mr. Menon has confirmed that he continues to satisfy the fit and proper criteria as prescribed under Master Direction - Non-Banking Financial Company – Housing Finance Company (Reserve

Bank) Directions, 2021 and that he has not been convicted for any offence under any of the statutes enumerated in Part I of Schedule V to the Companies Act, 2013 and that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also confirmed that he is not debarred from holding the office of Director by virtue of any order by SEBI or any other authority and has consented to act as the Whole-Time Director designated as Chief Executive Officer (“CEO”) of the Company, if so appointed. Requisite notice as per Section 160 of the Companies Act, 2013 is received from a member proposing the re-appointment of Mr. Menon as the Whole-Time Director of the Company.

Members are requested to note that in terms of Section 178 of the Companies Act, 2013, terms of reference of NRC, RBI Directions and Policy on Selection Criteria / “Fit & Proper” Person Criteria of the Company, the NRC at its meeting held on February 13, 2023 has assessed and confirmed the eligibility and “fit & proper” person status of Mr. Menon for his re-appointment as a Whole-Time Director on the Board of Directors of the Company, based on the information, declarations, disclosures and undertakings provided by him.

Members are requested to note that the Board / NRC may modify / alter / vary the terms and conditions of appointment and remuneration of Mr. Menon as a Whole-Time Director designated as CEO of the Company, as it may deem fit, and in accordance with the provisions of the Act read with Schedule V of the Act, the remuneration mentioned herein above shall be paid as a minimum remuneration during his tenure of appointment as Whole-Time Director of the Company.

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

Save and except Mr. Menon and his relatives to the extent of their respective shareholding, if any, in the Company, none of the other Directors, Key Managerial Personnel (“KMP”) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the AGM Notice. Mr. Menon is not related to any other Director/ KMP of the Company.

Accordingly, the Board of Directors recommends the resolution set out at Item No. 4 of the AGM Notice to the Members for their consideration and approval, by way of Special Resolution.

**Registered Office:**

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Tel: +91 22 4510 7701;

By the Order of the Board of Directors  
For **IndoStar Home Finance Private Limited**

Sd/-  
**Nidhi Sadani**  
Company Secretary  
Membership No.: ACS 43659

Date: July 25, 2023  
Place: Mumbai

**ANNEXURE TO THE NOTICE CONVENING THE 8<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY**  
**INFORMATION OF DIRECTOR(S) SEEKING RE-APPOINTMENT AT THE 8<sup>TH</sup> ANNUAL GENERAL MEETING**  
**OF THE COMPANY PURSUANT TO SECRETARIAL STANDARDS – 2:**

<b>Name of the Director(s)</b>	<b>Mr. Munish Dayal</b>	<b>Mr. Shreejit Menon</b>
<b>Age</b>	57 years	46 years
<b>Date of first Appointment on the Board of the Company</b>	Appointed as Non-Executive Director on the Board of Directors of the Company on June 14, 2021.	Appointed as Whole-Time Director on the Board of Directors of the Company on March 19, 2018.
<b>Brief Resume, Qualifications, Experience and Nature of his expertise in functional areas</b>	<p>Mr. Munish Dayal holds a Bachelor of Commerce degree from Shri Ram College of Commerce, University of Delhi and a Master's degree in Business Administration from Faculty of Management Studies, University of Delhi. Mr. Dayal is Managing Director - Private Equity &amp; Business Operations at Brookfield Asset Management (BAM) and has over three decades of experience in financial services. Prior to joining BAM, Mr. Dayal was Senior Operating Partner at Baring Private Equity Partners India Limited with hands on engagement with portfolio companies in BFSI, technology and commercial real estate. Mr. Dayal has also held senior positions in Yes Bank Limited and Citibank and has expertise in risk management, lending to medium and small sector enterprises, cash management, payment services, trade products and banking technology.</p>	<p>Mr. Shreejit Menon holds a Bachelor's degree in Commerce and Master's degree in Management Studies from University of Mumbai. Mr. Menon joined the Company in May 2, 2017 as Head – Affordable Home Finance and was later appointed as Whole-Time Director on March 19, 2018.</p> <p>He has several years of experience with financial institutions like Religare Housing Development Finance Corporation Limited, Muthoot Housing Finance Company Limited and HSBC Limited.</p>
<b>Terms and Conditions of appointment / re-appointment</b>	Mr. Dayal is Liable to retire by rotation.	Mr. Menon is Liable to retire by rotation.
<b>Remuneration sought to be paid</b>	Nil	Annual Compensation of INR 1.40 crore to be pro-rated for the period March 19, 2023 till 31 March 2024 and thereafter INR 1.75 crore for financial year 2023-24 and will be eligible for increment, bonus, employee stock options in accordance with the Company's Policy.
<b>Remuneration last drawn (FY 2022-23)</b>	Not Applicable	INR 1.40 crore for financial year 2022-23 along with performance linked bonus of INR 0.50 crore for financial year 2021-22 paid in financial year 2022-23
<b>Shareholding in the Company</b>	Nil	Nil

<b>Relationship with other Directors / Managers / Key Managerial Personnel</b>	None of the Directors of the Company is <i>inter se</i> related to each other or with the Key Managerial Personnel of the Company	None of the Directors of the Company is <i>inter se</i> related to each other or with the Key Managerial Personnel of the Company
<b>No. of Board Meetings attended during the financial year 2022-23</b>	4(4)	4(4)
<b>Other Directorships</b>	<ul style="list-style-type: none"> <li>• IndoStar Capital Finance Limited</li> <li>• Everise INC</li> <li>• Magnati – Sole Proprietorship LLC</li> </ul>	Nil
<b>Membership / Chairmanship of Committees of other Boards</b>	IndoStar Capital Finance Limited: <ul style="list-style-type: none"> <li>• Risk Management Committee – Member</li> <li>• Stakeholders Relationship Committee - Member</li> <li>• Corporate Social Responsibility Committee - Member</li> </ul>	Nil

**INDOSTAR HOME FINANCE PRIVATE LIMITED**

(CIN: U65990MH2016PTC271587)

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**Website:** [www.indostarhfc.com](http://www.indostarhfc.com) ; **Email:** [ihf.legal@indostarcapital.com](mailto:ihf.legal@indostarcapital.com)

**ATTENDANCE SLIP**

**8<sup>TH</sup> ANNUAL GENERAL MEETING – MONDAY, SEPTEMBER 18, 2023**

Name and Registered Address of the Member:

Folio No.:
DP ID:
Client ID:
No. of Shares:

I / We hereby record my / our presence at the **8<sup>th</sup> Annual General Meeting** of **IndoStar Home Finance Private Limited** held on **Monday, September 18, 2023 at 10:00 a.m. (IST)** at the Registered Office of the Company at **Unit No. 305, 3<sup>rd</sup> Floor, Wing 2/E, Corporate Avenue, Andheri- Ghatkopar Link Road, Chakala, Andheri (E), Mumbai - 400093**

Name of the Member / Authorised Representative / Proxy	Signature of the Member / Authorised Representative / Proxy

**NOTE:**

Please complete the Folio / DP ID-Client ID No. and name of the Member / Proxy / Authorised Representative, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Venue.

**INDOSTAR HOME FINANCE PRIVATE LIMITED**

(CIN: U65990MH2016PTC271587)

**Registered Office:** Unit No. 305, 3<sup>rd</sup> Floor, Wing 2/E, Corporate Avenue, Andheri- Ghatkopar Link Road, Chakala, Andheri (E), Mumbai - 400093

**Tel:** +91 22 4510 7701;

**Website:** [www.indostarhfc.com](http://www.indostarhfc.com) ; **Email:** [ihf.legal@indostarcapital.com](mailto:ihf.legal@indostarcapital.com)

**FORM NO. MGT-11**

**PROXY FORM**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the Member(s):
Registered Address:
Email Id:
Folio No./Client ID:
DP ID:

I / We, being the member(s) holding ..... shares of the above named Company, hereby appoint:

- Name: ..... Address: .....

E-mail Id: ..... Signature: ..... or failing him;
- Name: ..... Address: .....

E-mail Id: ..... Signature: ..... or failing him;
- Name: ..... Address: .....

E-mail Id: ..... Signature: .....

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **8<sup>th</sup> Annual General Meeting** of the Company, to be held on **Monday, September 18, 2023 at 10:00 a.m. (IST)** at the Registered Office of the Company at **Unit No. 305, 3<sup>rd</sup> Floor, Wing 2/E, Corporate Avenue, Andheri- Ghatkopar Link Road, Chakala, Andheri (E), Mumbai - 400093** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Ordinary Business
1.	To receive, consider and adopt the annual audited financial statements of the Company for the financial year ended March 31, 2023, along with the report(s) of the Board of Directors and the Auditors thereon.
2.	To appoint a Director in place of Mr. Munish Dayal (DIN: 01683836), who retires by rotation and, being eligible, offers himself for re-appointment.
	Special Business

3.	Issue of Non-Convertible Debentures under Private Placement for aggregate principal amount not exceeding ₹ 1,000 crore, during a year.
4.	Re-appointment of Mr. Shreejit Menon (DIN: 08089220) as Whole-Time Director designated as Chief Executive Officer of the Company.

Signed this ..... day of ..... 2023

Signature of Shareholder(s): \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix Revenue Stamp ₹ 1/-
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**NOTE:**

**THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE MUST BE DULY COMPLETED, STAMPED, SIGNED AND DEPOSITED WITH THE COMPANY AT ITS REGISTERED & CORPORATE OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**

**VENUE OF THE AGM**

UNIT 305, CORPORATE AVENUE, E WING, 3RD FLOOR, ANDHERI-GHATKOPAR, LINK ROAD,  
CHAKALA, ANDHERI (E), MUMBAI - 400093

