



INDOSTAR
HOME
FINANCE

Notice – Extraordinary General Meeting

02 July 2021



INDOSTAR HOME FINANCE PRIVATE LIMITED

(CIN: U65990MH2016PTC271587)

Registered Office: One World Center, 20TH Floor, Tower 2A, Jupiter Mills Compound,
Senapati Bapat Marg, Mumbai – 400 013

Corporate Office: Unit 305, Corporate Avenue, E Wing, 3rd Floor, Andheri-Ghatkopar, Link
Road, Chakala, Andheri (E), Mumbai - 400093

Tel: +91 22 43157000; **Fax:** +91 22 43157010

Website: www.indostarhfc.com **Email:** ihf.legal@indostarcapital.com

NOTICE is hereby given that an **Extraordinary General Meeting** of the Members of **IndoStar Home Finance Private Limited** will be held on **Friday 02 July 2021** at **01:00 p.m.** at the Registered Office of the Company at **One World Center, 20TH Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013**, to transact the following business:

Special Business

- 1. Loan from IndoStar Capital Finance Limited with an option to convert the loan into equity shares 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) provisions of Section 62(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”); (ii) the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 and other applicable directions, guidelines, circulars, notifications issued by the Reserve Bank of India / National Housing Bank; (iii) the provisions of the Memorandum of Association and the Articles of Association of the Company; and (iv) such other statutes, laws, rules, regulations, guidelines, circulars, directions, notifications and clarifications as applicable from time to time, and subject to (a) overall borrowing limit approved by the Board of Directors and Members of the Company from time to time; and (b) such other consent(s) / permission(s) / sanction(s), as may be required, if any, 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 or any other person(s), for the time being exercising the powers conferred on the Board by this resolution and as may be authorised by the Board in this regard), to avail unsecured loan facility for business /operations of the Company for an amount not exceeding INR 500 Crore, in one or more tranches, from IndoStar Capital Finance Limited (ICFL) with an option to ICFL to convert the whole or part of the loan facility into fully paid up equity shares of the Company, on such terms and conditions as may be approved by the Board in compliance with all laws applicable in this regard;

RESOLVED FURTHER THAT the equity shares to be issued pursuant to conversion of loan in terms of this resolution shall rank pari passu with the existing equity shares of the Company in all respects;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable for the purpose of giving effect to this resolution including but not limited to (i) finalise the loan agreement *inter-alia* containing terms and conditions of the loan to be granted by ICFL including conversion terms; (ii) approve and finalise such other necessary agreements, contracts, papers, writings, deeds, documents, undertakings, affidavits, certificates, as applicable and required to be executed in connection with the transaction (along with loan agreement collectively referred to as “Transaction Documents”); (iii) execute the Transaction Documents; (iv) issue and allot the requisite number of fully paid equity shares of the Company to ICFL upon conversion of part or whole of ICFL’s loan to the Company; and (v) settle any questions / doubts / queries / difficulties in connection with the loan facility approved vide this resolution, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT a copy of this resolution certified as true by any of the Directors of the Company or Mr. Prashant Shetty, Chief Financial Officer or Ms. Priyal Shah, Company Secretary or Mr. Amol Joshi, Authorised Person or Mr. Jitendra Bhati, Authorised Person, be submitted to any concerned entity (ies) /authorities and they be requested to rely upon the same.”

2. Increase in the Authorised Share Capital of the Company and consequent Alteration to Clause V of the Memorandum of Association of the Company

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

“**RESOLVED THAT** pursuant to (i) the provisions of Section 13, Section 61 and Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules framed thereunder (including any statutory amendment(s) / modification(s) or re-enactment(s) thereof, for the time being in force) (“**the Act**”); (ii) the provisions of the Articles of Association of the Company; and (iii) such other statutes, laws, rules, regulations, guidelines, circulars, directions, notifications and clarifications as applicable from time to time, and subject to such other consent(s) / permission(s) / sanction(s), as may be required, if any, consent of the Members of the Company be and is hereby accorded for increase of the Authorised Share Capital of the Company from INR 200,00,00,000/- (Rupees Two Hundred Crore only) divided into 20,00,00,000 (Twenty Crore) equity shares of INR 10/- (Rupees Ten only) each to INR 1000,00,00,000/- (Rupees One Thousand Crore only) divided into 100,00,00,000 (One Hundred Crore) equity shares of INR 10/- (Rupees Ten only) each and consequently the existing Clause V of the Memorandum of Association of the Company relating to the Authorised Share Capital be altered by deleting the same and substituting in its place and stead, the following new Clause ‘V’:

V. *“The Authorised Share Capital of the Company is INR 1000,00,00,000/- (Rupees One Thousand Crore) divided into 100,00,00,000 (One Hundred Crore) Equity Shares of INR 10/- (Rupees Ten) each.”*

RESOLVED FURTHER THAT the Directors of the Company, Mr. Prashant Shetty, Chief Financial Officer, Ms. Priyal Shah, Company Secretary, Mr. Amol Joshi, Authorised Person and Mr. Jitendra Bhati, Authorised Person, be and are hereby severally authorised to settle any question, difficulty or doubt that may arise in connection with the aforesaid resolution or any other matters related thereto, to file necessary forms with the Registrar of Companies and / or other regulatory authorities, to provide a copy of the resolution certified to be true and to do all such acts, deeds and things, as they may, in their absolute discretion, deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution, without being required to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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e-mail: ihf.legal@indostarcapital.com
Tel: +91 22 4315 7000; Fax: +91 22 43157010

Place: Mumbai
Date: 01 July 2021

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

Sd/-
Priyal Shah
Company Secretary
Membership No. - A41904

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("**Secretarial Standards**") in respect of the business as set out in the Notice of Extraordinary General Meeting ("**EGM Notice**") is annexed hereto and forms part of the EGM Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING ("EGM") 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 BEFORE THE COMMENCEMENT OF THE EGM. A PROXY SHALL NOT HAVE THE RIGHT TO SPEAK AT THE EGM.**
3. Members are requested to note that a person can act as a Proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. Provided that 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. Members 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.
5. Corporate Members intending to send their authorised representative(s) to attend the EGM are requested to send a certified copy of the board resolution authorising their representative(s) to attend and vote on their behalf at the EGM pursuant to the provisions of Section 113 of the Companies Act, 2013.
6. All relevant documents referred to in the EGM Notice will be available for inspection by the Members at the Registered & Corporate Office of the Company during normal business hours up to the date of the EGM and during the continuance of the EGM.
7. Members / Proxies / Authorised Representative(s) of the Corporate Members are requested to bring the Attendance Slip duly filled in.
8. Route-map to the venue of the Meeting is provided at the end of the EGM Notice

ANNEXURE TO THE EGM NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

Members are requested to note that the Board of Directors of the Company at its meeting held on 01 July 2021, subject to the approval of Members and overall borrowing limits of the Company, approved availing of unsecured loan facility for an amount not exceeding INR 500 Crore, in one or more tranches, from IndoStar Capital Finance Limited (ICFL) with an option to ICFL to convert the whole or part of the loan facility into fully paid equity shares of the Company, to meet its business and / or operational needs.

Members are requested to note that pursuant to the provisions of Section 62(3) of the Companies Act, 2013 (“**the Act**”), a company can increase its subscribed share capital by the issue of further shares without being required to comply with the provisions of Section 62(1) or Section 62(2) of the Act, in case increase of subscribed share capital of the company is caused by the exercise of an option as a term attached to loan raised by the company to convert such loan into equity shares of the company, provided the terms of loan containing such option have been approved before raising of loan by a special resolution passed by the company in general meeting.

In terms of the aforesaid provisions of the Act, it is proposed to seek approval of the Members of the Company by way of a Special Resolution, to avail unsecured loan facility for an amount not exceeding INR 500 Crore, in one or more tranches from IndoStar Capital Finance Limited (ICFL) with an option to ICFL to convert the whole or part of the loan facility into fully paid up equity shares of the Company, on such terms and conditions as may be approved by the Board of Directors of the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 1 of the EGM Notice to the Members for their consideration and approval, by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 1 of the EGM Notice, except to the extent of their association in any capacity with ICFL.

Item No. 2

Members are requested to note that presently the Authorised Share Capital and the Issued, Subscribed and Paid-up Share Capital of the Company is INR 200,00,00,000/- (Rupees Two Hundred Crore only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of INR 10/- (Rupees Ten only) each.

Members are requested to note that in order to enable the Company to raise equity share capital in the future and to accommodate requests for conversion of convertible loan availed / to be availed by the Company from ICFL from time to time, it is proposed to increase the Authorised Share Capital of the Company from existing INR 200,00,00,000/- (Rupees Two Hundred Crore only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of INR 10/- (Rupees Ten only) each to INR 1000,00,00,000/- (Rupees One Thousand Crore only) divided into 100,00,00,000 (One Hundred Crore) Equity Shares of INR 10/- (Rupees Ten only) each.

Members are requested to note that the proposed increase in the Authorised Share Capital of the Company will require consequent alteration to Clause V of the Memorandum of Association of the Company relating to Authorized Share Capital.

Members are requested to note that approval of the Member is required in terms of (i) Section 61 and Section 64 of the Companies Act, 2013 for increase in authorised share capital of the Company; and (ii) Section 13 of the Companies Act, 2013 for consequent alteration of Clause V of the Memorandum of Association of the Company.

Members are requested to note that the draft of the altered Memorandum of Association of the Company is available for inspection by the Members of the Company at the Registered Office of the Company up to the date of the EGM and during the continuance of the EGM.

The Board of Directors of the Company recommends the resolution set out at Item No. 2 of this EGM Notice to the Members for their consideration and approval, by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution as set out at Item No. 2 of the EGM Notice.

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Tel: +91 22 4315 7000; Fax: +91 22 43157010

Place: Mumbai
Date: 01 July 2021

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

Sd/-
Priyal Shah
Company Secretary
Membership No. - A41904



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ATTENDANCE SLIP

EXTRAORDINARY GENERAL MEETING – FRIDAY, 02 JULY 2021

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 **Extraordinary General Meeting** of the **IndoStar Home Finance Private Limited** held on **Friday, 02 July 2021 at 1:00 p.m. (IST)** at the Registered Office of the Company at **One World Center, 20th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013**

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



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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:
E-mail Id:
Folio No./ Client ID No.:
DP ID :

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

1. Name: Address:.....

E-mail Id: Signature: or failing him:

2. 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 **Extraordinary General Meeting** of the Company, to be held on **Friday, 2 July 2021 at 01:00 p.m. (IST)** at the Registered Office of the Company at **One World Center, 20th Floor, Tower**

2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Special Business
1.	Loan from IndoStar Capital Finance Limited with an option to convert the loan into equity shares of the Company
2.	Increase in the Authorised Share capital of the Company and consequent Alteration to Clause V of the Memorandum of Association of the Company

Signed this day of 2021

Signature of Shareholder(s): _____

Signature of Proxy holder(s): _____

Affix Revenue Stamp INR 1/-

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 EXTRAORDINARY GENERAL MEETING.

ROUTE MAP

VENUE OF THE AGM

ONE WORLD CENTER, 20TH FLOOR, TOWER 2A,
JUPITER MILLS COMPOUND, SENAPATI BAPAT MARG,
MUMBAI – 400 013

