

Indostar Capital

3rd Floor | Standard Chartered Tower | Bank Street | 19 Cybercity | Ebene 72201 | Mauritius
Tel +230 467 7986 Fax +230 464 8306

Date: August 24, 2021

The Managing Director BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street Mumbai 400 001	The Managing Director National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai 400 051	IndoStar Capital Finance Limited One World Center, 20th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg Mumbai – 400 013
BSE Code: 541336	NSE Code: INDOSTAR	

Dear Sir/Madam,

Sub: Disclosure of change in shareholding of Indostar Capital (“Seller”) under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”) in IndoStar Capital Finance Limited (“Company”).

We, the Seller, hereby notify you that we sold aggregate of 61,26,645 equity shares of face value of Rs. 10 each of the Company (“**Sale Shares**” or “**Offer Size**”) held by us in the Company, representing approximately 4.95% and 4.51% of the total issued and paid-up equity share capital of the Company on a non-fully diluted basis and on a fully diluted basis, respectively (collectively referred to as the “**OFS**”) on August 20, 2021 (“**T Day**”) (for non-Retail Investors only) and on August 23, 2021 (“**T+1 Day**”) (for Retail Investors and for un-allocated non-Retail Investors from T Day, who chose to carry forward their bids) through a separate, designated window of BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**” and together with BSE, the “**Stock Exchanges**”), and in accordance with:

- the “Comprehensive Guidelines on Offer for Sale (OFS) of Shares by Promoters through the Stock Exchange Mechanism” issued by the Securities and Exchange Board of India (the “**SEBI**”) through its circular no. CIR/MRD/DP/18/2012 dated July 18, 2012 as amended by circulars nos. CIR/MRD/DP/04/2013 dated January 25, 2013, CIR/MRD/DP/17/2013 dated May 30, 2013, CIR/MRD/DP/24/2014 dated August 8, 2014, CIR/MRD/DP/32/2014 dated December 1 2014, CIR/MRD/DP/12/2015 dated June 26, 2015, CIR/MRD/DP/36/2016 dated February 15, 2016, CIR/MRD/DP/65/2017 dated June 27, 2017 and SEBI/HO/MRD/DOPI/CIR/P/2018/159 dated December 28, 2018 (the “**OFS Circular**”), and section 21 of chapter 1 of the “Master Circular for Stock Exchanges and Clearing Corporation” issued by SEBI through its circular no. SEBI/HO/MRD2/MRD2_DCAP/P/CIR/2021/0000000591 dated July 5, 2021 (the “**OFS Master Circular**”, and together with the OFS Circular, the “**SEBI OFS Circulars**”);
- the “*Revised Operational Guidelines for Offer for Sale (OFS) Segment*” issued by the BSE through its notice no. 20200701-27 dated July 1, 2020 and, to the extent applicable, the previous notices issued by the BSE in this regard; and
- the “*Offer for Sale-Introduction of Interoperability*” issued by the NSE through its circular no. 51/2020 and dated June 30, 2020, and “*Offer for Sale – Retail category price bids below cut-off not allowed in RS series on T+1 day*” issued by NSE through its circular no. NSE/CMTR/47711 dated March 22, 2021 and, to the extent applicable, the previous circulars issued by the NSE in this regard.

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In compliance with Regulation 29(2) of the SEBI Takeover Regulations, we are hereby notifying the information regarding the above sale of shares made by us on August 20, 2021 and August 23, 2021. As required under Regulation 29(3) of SEBI Takeover Regulations, we are informing you about the said sale within 2 working days of such sale.

Enclosed is the report in the format as prescribed by SEBI. The above is for your information and records.

[Signature page to follow]

For Indostar Capital



Name: Francoise Chung Kee Mew
Director

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DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1. Name of the Target Company (TC)	IndoStar Capital Finance Limited (the “ Company ”)		
2. Name(s) of the Seller acquirer and Persons Acting in Concert (PAC) with the acquirer	Indostar Capital, a private company limited by shares incorporated under the laws of Mauritius (the “ Seller ”) Person Acting in Concert: (i) Everstone Capital Partners II LLC; and (ii) ECP III FVCI Pte Ltd		
3. Whether the Seller acquirer belongs to Promoter/ Promoter group	Yes. The Seller is one of the promoters of the Company.		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited (“ BSE ”) and National Stock Exchange of India Limited (“ NSE ”)		
5. Details of the acquisition /disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition/ disposal under consideration, holding of:			
a) Shares carrying voting rights	4,75,94,228 equity shares	38.45%	35.03%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
Total (a+b+c+d)	4,75,94,228 equity shares	38.45%	35.03%
Details of acquisition/ sale of shares held by the Seller			
a) Shares carrying voting rights acquired / sold	61,26,645 equity shares	4.95%	4.51%
b) VRs acquired/ sold otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying	Nil	Nil	Nil

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voting rights in the TC (specify holding in each category) acquired/ sold			
d) Shares encumbered/ invoked/released by the acquirer	Nil	Nil	Nil
Total (a+b+c+d)	61,26,645 equity shares	4.95%	4.51%
After the acquisition/ sale, holding of:			
a) Shares carrying voting rights	4,14,67,583 equity shares	33.50%	30.52%
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by equity shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
Total (a+b+c+d)	4,14,67,583 equity shares	33.50%	30.52%
6. Mode of acquisition/ sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Offer for Sale by Indostar Capital, one of the promoters of the Company, through the stock exchange mechanism, in accordance with the relevant circulars issued by SEBI in this regard.		
7. Date of acquisition/ sale of shares/ VR or date of receipt of intimation of allotment of shares, whichever is applicable	August 20, 2021 and August 23, 2021		
8. Equity share capital / total voting capital of the TC before the said acquisition/ sale	₹ 123,79,47,290 consisting of 12,37,94,729 Equity Shares of face value of ₹ 10 each		
9. Equity share capital/ total voting capital of the TC after the said acquisition/ sale	₹ 123,79,47,290 consisting of 12,37,94,729 Equity Shares of face value of ₹ 10 each		
10. Total diluted share/voting capital of the TC after the said acquisition/ sale	₹ 135,86,36,950 consisting of 13,58,63,695 Equity Shares of ₹ 10 each (12,37,94,729 Equity Shares of face value of ₹ 10 each plus 1,20,68,966 Equity Shares face value of ₹ 10 each to be issued upon the conversion of CCPS)		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, i.e as at June 30, 2021

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC as per the latest filing done by

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the company to the Stock Exchange under Regulation 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, i.e as at June 30, 2021.

There is no change in the paid-up share capital of the Company on account of the Offer for Sale since the said sale is secondary in nature.

[Signature page to follow]

For Indostar Capital



Name: Francoise Chung Kee Mew
Director

Date: August 24, 2021

Place: 3rd Floor, Standard Chartered Tower,
Bank Street, 19 Cybercity
Ebene 72201
Mauritius