

ICFL/LS/0083/2024-25

25 July 2024

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051.

Symbol: INDOSTAR

Sub.: Appointment of Mr. Randhir Singh as Whole-time Director designated as Executive Vice Chairman

Ref: Clarification to the query raised with respect to the intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”)

Dear Sir/ Madam,

With respect to the query raised vide mail dated 23 July 2024 in relation to the captioned intimation, we wish to inform that the Company had submitted the affirmation sought for in the letter bearing reference no. ICFL/LS/0041/2024-25 dated May 13, 2024 affirming the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. The copy of the intimation is enclosed below for your ready reference.

Also, once again we affirm that Mr. Randhir Singh (DIN: 05353131) appointed as a Whole-Time Director designated as the Executive Vice Chairman of the Company is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Request you to kindly take the above on record.

Thanking you,

Yours faithfully,

For IndoStar Capital Finance Limited

Shikha Jain
Company Secretary & Compliance Officer
Membership no. A59686

IndoStar Capital Finance Limited

Silver Utopia, Third Floor, Unit No 301-A, Opposite P & G Plaza, Cardinal Gracious Road, Chakala, Andheri (E),
Mumbai – 400099, India. | T +91 22 4315 7000 | contact@indostarcapital.com |
www.indostarcapital.com | CIN: L65100MH2009PLC268160

ICFL/LS/0041/2024-25

13 May 2024

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.: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that the Board of Directors of the Company at its Meeting held today i.e. Monday, 13 May 2024, *inter-alia*, transacted the following matters:

1. Approved and recommended to the members of the Company for approval, the appointment of Mr. Randhir Singh (DIN: 05353131) as Whole-time Director and Executive Vice Chairman of the Company effective from the 'effective date' as determined by the Board of Directors including any committee authorized by the Board of Directors in terms of the management agreement between the Company and Mr. Randhir Singh.

In accordance with the circular issued by the BSE Limited and the National Stock Exchange of India Limited dated 20 June 2018, it is affirmed that Mr. Randhir Singh is not debarred from holding the office of director by virtue of any order of the Securities and Exchange Board of India or any other authority;

2. Approved amendment of the (a) shareholders agreement dated January 31, 2020 executed amongst the Company, BCP V Multiple Holdings Pte. Ltd., and Indostar Capital as intimated to the stock exchanges vide our letters dated January 31, 2020 and January 7, 2022 bearing reference numbers ICFL/LS/00196/2019-20 and ICFL/LS/0201/2021-2022 respectively and (b) Articles of Association (subject to approval of the Members of the Company), in each case to increase the maximum number of directors on the Board of Directors of the Company from 8 (eight) to 9 (nine) directors.
3. The Board of Directors of the Company based on the recommendation of the nomination and remuneration committee, approved and recommended variations and amendments to the Company's employee stock option plan - IndoStar ESOP Plan 2018, subject to approval of the Members of the Company.

IndoStar Capital Finance Limited

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The disclosures in terms of Schedule III of Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 with respect to the above matters are enclosed herewith at **Annexure I**.

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

SHIKHA
JAIN

Digitally signed by
SHIKHA JAIN
Date: 2024.05.13
15:55:04 +05'30'

Shikha Jain

Company Secretary & Compliance Officer

Membership no. A59686

Encl: a/a

Annexure I

Disclosures under Regulation 30 read with Schedule III of the Listing Regulations:

Recommendation to the members of the Company the appointment of Mr. Randhir Singh as Whole-time Director and Executive Vice Chairman

| | Detail of events that needs to be provided | Relevant Particulars |
|----|---|---|
| 1. | Reason for change viz. appointment, resignation, removal, death or otherwise | Upon recommendation of the Nomination & Remuneration Committee and in compliance with the provisions of the Companies Act, 2013, Listing Regulations and other applicable laws, the Board of Directors has considered and recommended to the members appointment of Mr. Randhir Singh as the Whole-Time Director and Executive Vice Chairman of the Company. |
| 2. | Date of appointment/cessation (as applicable) & term of appointment | Recommending appointment of Mr. Randhir Singh as the Whole-Time Director and Executive Vice Chairman of the Company, for approval by the shareholders, for a term of 5 year effective from the 'effective date' as set out in the management agreement between Mr. Randhir Singh and the Company. The effective date of appointment shall be a date, as determined by the Board of Directors, including any committee authorized by the Board of Directors, after receiving the shareholder's approval for the proposed alteration to the Articles of Association, the aforesaid appointment and Mr. Randhir Singh having completed his notice period at his previous organization. |
| 3. | Brief profile (in case of appointment) | Please refer below |
| 4. | Relationships between directors | Mr. Randhir Singh is not related to any director of the Company. |

Brief Profile of Mr. Randhir Singh

Mr. Randhir Singh has over 29 years of experience in the areas of MSME Lending, Structured Finance, Debt Capital Markets, Corporate Finance, Sales and Trading, FX and Interest Rate derivatives, Risk Management, Asset Management and Banking Operations in banking and financial services sector. Has Experience in most operational and strategic aspects of financial services business and has worked with various banks and financial institutions like Citibank, Deutsche Bank, Edelweiss Financial Services, APAC Financial Services Private Limited.