

COMPANY SECRETARIES

201-206, SHIV SMRITI, 2ND FLOOR, 49/A, DR. ANNIE BESANT ROAD, ABOVE CORPORATION BANK, WORLI, MUMBAI - 400 018
TEL : +91-22-6611 9696. • E-mail: dipti@mehta-mehta.com • Visit us : www.mehta-mehta.com

AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

Scrutinizer's Report

*[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 of the Companies (Management and Administration) Rules, 2014]*

To,
The Chairperson
Indostar Capital Finance Limited
Off No - 301, Wing A, CTS No 477, Silver Utopia,
Chakala Road, Opp Proctor and Gamble, Andheri (E), Sahargaon,
Mumbai - 400099

Re: Sixteenth (16th) Annual General Meeting ("AGM") of the Members of Indostar Capital Finance Limited held on Thursday, September 25, 2025 at 02:00 P.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")

Dear Ma'am,

I, Alifya Sapatwala, Partner, M/s. Mehta & Mehta, Company Secretaries have been appointed by the Board of Directors of Indostar Capital Finance Limited ("the Company") to act as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and voting through electronic voting system during the 16th AGM of the Company held on Thursday, September 25, 2025 at 2:00 P.M. IST through VC/OAVM pursuant to Section 108 of the Companies Act, 2013 ("Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 20/2020 dated May 05, 2020, the General Circular No. 02/2021 dated January 13, 2021, the General Circular No. 19/2021 dated December 08, 2021, the General Circular No. 21/2021 dated December 14, 2021, the General Circular No. 02/2022 dated May 05, 2022, the General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and the General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India ("SEBI") vide its (collectively referred to as "SEBI Circulars") and Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India in respect of the Resolutions as set out in the Notice convening the 16th AGM, do hereby submit the report as follows:

1. The Notice dated August 28, 2025 of the 16th AGM was sent on Monday, September 01, 2025 through electronic mode to those Members whose email addresses were registered with the Company or the Depositories/ Depository Participants/ Registrar and Transfer Agent of the Company in compliance with MCA and SEBI circulars.

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2. The Resolutions were transacted through the process of remote e-voting and through electronic voting system during the AGM. For the purpose of remote e-voting, the Company had engaged the services of Central Depository Services (India) Limited ("CDSL").
3. The members of the Company holding shares as on the "cut off" date i.e. Thursday, September 18, 2025 were entitled to vote on the resolutions stated in the Notice of the 16th AGM.
4. The period for remote e-voting commenced on Monday, September 22, 2025 (09:00 A.M. IST) and ended on Wednesday, September 24, 2025 (05:00 P.M. IST). The remote e-voting module was disabled by CDSL for voting thereafter.
5. The facility for e-voting was made available during the AGM for the members attending the meeting through VC/OAVM and who did not cast their vote through remote e-voting.
6. After the closure of e-voting at the AGM, the report on the voting done at the AGM and votes cast through remote e-voting facility done prior to the AGM were unblocked, in the presence of two witnesses Ms. Krishi Bafna and Mr. Aaryan Jarande neither of whom are in the employment of the Company and generated from CDSL e-voting website www.evotingindia.com.
7. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules thereunder, MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting prior and during the AGM on the resolutions contained in the Notice of the 16th AGM.
8. My responsibility as a scrutinizer for the e-voting process (i.e., remote e-voting and e-voting during AGM) is restricted to making a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolutions.
9. The consolidated results of remote e-voting and voting through electronic voting system at the 16th AGM are enclosed as an Annexure to this report.

Thanking You,

For Mehta & Mehta
Company Secretaries

(ICSI Unique code: P1996MH007500)

PR No. 3686/2023

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Alifya Sapatwala
Scrutinizer

ACS No: 24091

COP No: 24895

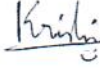
UDIN: A024091G001345609

Place: Mumbai

Date: September 25, 2025

Enclosed: Annexure

We, the undersigned have witnessed that the votes cast through remote e-voting and voting through electronic voting system at the 16th AGM were unblocked from CDSL e-voting website www.evotingindia.com in our presence on Thursday, September 25, 2025.



Name: Ms. Krishi Bafna

Address: 201-206, Shiv Smriti Chambers,
2nd Floor, Dr. Annie Besant Road,
Worli, Mumbai - 400018



Name: Mr. Aaryan Jarande

Address: 201-206, Shiv Smriti Chambers,
2nd Floor, Dr. Annie Besant Road,
Worli, Mumbai - 400018

Countersigned by



Ms. Shikha Jain
Company Secretary and Compliance Officer
Membership No.: A59686
Indostar Capital Finance Limited



Place: Mumbai

Date: September 25, 2025

Item No. 1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, along with the report(s) of the Board of Directors and the Auditors thereon.

Particulars	Remote e-voting		Voting through electronic voting system during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	115	100154170	1	10	116	100154180	99.9998
Votes against the resolution	11	191	0	0	11	191	0.0002
Invalid votes/ Abstained	0	0	0	0	0	0	0

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 2: Ordinary Resolution

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the report of the Auditors thereon.

Particulars	Remote e-voting		Voting through electronic voting system during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	115	100154170	1	10	116	100154180	99.9998
Votes against the resolution	11	191	0	0	11	191	0.0002
Invalid votes/ Abstained	0	0	0	0	0	0	0

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 3: Ordinary Resolution

To appoint a director in place of Mr. Devdutt Marathe (DIN: 10294876), who retires by rotation and, being eligible, offers himself for re-appointment.

Particulars	Remote e-voting		Voting through electronic voting system during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	111	100153841	1	10	112	100153851	99.9995
Votes against the resolution	15	520	0	0	15	520	0.0005
Invalid votes/ Abstained	0	0	0	0	0	0	0

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 4: Special Resolution

Issue of non-convertible debentures under private placement

Particulars	Remote e-voting		Voting through electronic voting system during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	114	100154144	1	10	115	100154154	99.9998
Votes against the resolution	12	217	0	0	12	217	0.0002
Invalid votes/ Abstained	0	0	0	0	0	0	0

The above resolution has been passed since the votes cast in favour of the resolution are more than three times the votes cast against the resolution

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Item No. 5: Ordinary Resolution

Appointment and payment of remuneration to Secretarial Auditor

Particulars	Remote e-voting		Voting through electronic voting system during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	114	100154153	1	10	115	100154163	99.9998
Votes against the resolution	12	208	0	0	12	208	0.0002
Invalid votes/ Abstained	0	0	0	0	0	0	0

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 6: Ordinary Resolution

Appointment of Mr. Vishal Goenka (DIN: 10084887) as a Non-Executive NonIndependent Director of the Company.

Particulars	Remote e-voting		Voting through electronic voting system during the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	112	100150884	1	10	113	100150894	99.9965
Votes against the resolution	14	3477	0	0	14	3477	0.0035
Invalid votes/ Abstained	0	0	0	0	0	0	0

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

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