

This is an advertisement issued, for information purpose only.



(Please scan the QR code to view the Abridged Prospectus)

IndoStar Capital Finance Limited



IndoStar Capital Finance Limited (the "Company" or "Issuer") was incorporated at Mumbai on July 21, 2009 as a private limited company with the name 'R V Vyapaar Private Limited' under the provisions of the Companies Act, 1956. The Company received a certificate of incorporation dated July 21, 2009. Subsequently, the name of the Issuer was changed to 'IndoStar Capital Finance Private Limited' pursuant to a fresh certificate of incorporation issued by the RoC on November 15, 2010. Thereafter, our Company was converted into a public limited company under the Companies Act, 2013. Consequently, the name of our Company was changed to 'IndoStar Capital Finance Limited' and a fresh certificate of incorporation was issued by the RoC on May 28, 2014. Our Company is registered with the Reserve Bank of India ("RBI") as non-public deposit taking NBFC vide certificate of registration (bearing reference number N-05.06857 dated June 17, 2010). Pursuant to a change in name of the Company and conversion from a private company to a public company, a certificate of registration (bearing number N-05.06857) dated January 21, 2015 was issued by the RBI. Pursuant to change in registered office from West Bengal to Maharashtra, a certificate of registration (bearing number N-13.02109) dated January 20, 2016 was issued by the RBI. For more information about our Company, please refer "General Information" and "History and Main Objects" on pages 57 and 159 of the Prospectus.

Registered and Corporate Office: Off No - 301, Wing A, CTS No 477, Silver Utopia, Chakala Road, Opp. Proctor and Gamble, Andheri (E), Mumbai - 400 099, Maharashtra, India;

Tel.: +91 22 4315 7000; **CIN:** L65100MH2009PLC268160; **PAN:** AAECR4127Q; **Website:** www.indostarcapital.com; **Email:** investor.relations@indostarcapital.com

Company Secretary and Compliance Officer: Shikha Jain; **Tel.:** +91 22 4315 7000; **Email:** sjain4@indostarcapital.com

Chief Financial Officer: Vinodkumar Panicker; **Tel.:** +91 22 4315 7000; **Email:** vpanicker@indostarcapital.com

Link to download Abridged Prospectus: <https://www.indostarcapital.com/wp-content/uploads/2024/09/Indostar-Capital-Finance-Ltd-Abridged-Prospectus.pdf>

THE ISSUE

PUBLIC ISSUE BY THE COMPANY OF 30,00,000 SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE ₹ 1,000 EACH ("NCDs" OR "DEBENTURES"), AMOUNTING TO ₹ 15,000 LAKH ("BASE LIMIT") WITH A GREEN SHOE OPTION OF UP TO ₹ 15,000 LAKH AGGREGATING UP TO ₹ 30,000 LAKH ("LIMIT"), HEREINAFTER REFERRED TO AS THE "ISSUE". THE NCDs WILL BE ISSUED ON THE TERMS AND CONDITIONS AS SET OUT IN THE PROSPECTUS DATED AUGUST 29, 2024 WHICH SHOULD BE READ TOGETHER WITH THE DRAFT PROSPECTUS DATED JULY 29, 2024 (COLLECTIVELY, THE "PROSPECTUS"). THE ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SEBI NCS REGULATIONS, THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED TO THE EXTENT NOTIFIED AND THE SEBI MASTER CIRCULAR. THE ISSUE IS NOT UNDERWRITTEN.

OUR PROMOTERS

(i) BCP V Multiple Holdings Pte Ltd; **Email:** athen.liew@brookfield.com; **Tel.:** +65 6750 4484 and (ii) Indostar Capital (Mauritius); **Email:** fchung@everstonegroup.com; **Tel.:** +230 525 47986. For details of our Promoters, see "Our Promoter" on page 178 of the Prospectus.

Credit Rating: "CARE AA-/Stable" (Pronounced as CARE Double A Minus; Outlook: Stable) by CARE Ratings Limited

Allotment on first come first serve basis#

#Allotment in the Issue shall be made on the basis of date of upload of each application into the electronic book of the Stock Exchange in accordance with the SEBI Master Circular. However, in the event of oversubscription on such date and thereafter, the allotments would be made to the applicants on proportionate basis. For further details, refer section titled "Issue Related Information" on page 258 of the Prospectus dated August 29, 2024.

ISSUE OPENED ON : FRIDAY, SEPTEMBER 06, 2024

ISSUE PROGRAMME:

ISSUE CLOSED ON : THURSDAY, SEPTEMBER 19, 2024**

** This Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated in the Prospectus, except that the Issue may close on such earlier date or extended date as may be decided by the Board of Directors of the Company or the Debt - Public Issue Committee, subject to relevant approvals (subject to a minimum period of three working days and a maximum period of 10 working days from the date of opening of this Issue). In the event of an early closure or extension of the Issue, the Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in an English daily national newspaper with wide circulation and a regional daily with wide circulation where the registered office of the Company is located (in all the newspapers in which pre-issue advertisement for opening of this Issue has been given on or before such earlier or initial date of Issue closure). On the Issue Closing Date, the Application Forms will be accepted only between 10 a.m. and 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by the Stock Exchange. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5 p.m. on one Working Day post the Issue Closing Date. For further details please refer to our section titled "Issue Related Information" on page 258 of the Prospectus.

THE FOLLOWING IS A SUMMARY OF THE TERMS AND CONDITIONS OF THE NCDs TO BE ISSUED PURSUANT TO THE PROSPECTUS:

Options	I	II	III*	IV	V
Nature	Secured	Secured	Secured	Secured	Secured
Tenure	24 Months	24 Months	36 Months	36 Months	60 Months
Frequency of Interest Payment	Annual	Cumulative	Quarterly	Annual	Annual
Minimum Application	₹ 10,000 (10 NCDs)				
In multiples, of	1 NCD after minimum application				
Face Value of NCDs (₹ / NCD)	₹ 1,000 (1 NCD)				
Issue Price (₹ / NCD)	₹ 1,000 (1 NCD)				
Mode of Interest Payment / Redemption	Through various options available				
Coupon (%) per annum for Debenture Holders in Category I, II, III and IV*	10.50%	NA	10.30%	10.70%	10.50%
Effective Yield (%) per annum for Debenture Holders in Category I, II, III and IV*	10.50%	10.50%	10.70%	10.70%	10.49%
Coupon Type	Fixed				
Redemption Amount (₹ / NCD) for Debenture Holders in Category I, II, III and IV**	1,000	1,221.03	1,000	1,000	1,000
Maturity / Redemption Date (from the Deemed Date of Allotment)	24 Months	24 Months	36 Months	36 Months	60 Months
Put and Call Option	Not Applicable				

* Our Company would allot the Option III of NCDs, as specified in the Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant Option of NCDs

** Subject to applicable tax deducted at source, if any.

- With respect to Series where interest is to be paid on an annual basis, relevant interest will be paid on each anniversary of the Deemed Date of Allotment on the face value of the NCDs. The last interest payment under annual Series will be made at the time of redemption of the NCDs.
- With respect to Series where interest is to be paid on quarterly basis, the first interest will be due at the end of three months from the deemed date of allotment. Subsequently, interest payment will be due at the end of every three months thereafter. Please refer to Annexure D of the Prospectus for details pertaining to the illustrative cash flows of the Company in accordance with the SEBI Master Circular.

SECOND ADDENDUM TO THE PROSPECTUS:

NOTICE TO INVESTORS

ADDENDUM TO THE PROSPECTUS DATED AUGUST 29, 2024 ("SECOND ADDENDUM")

With reference to the Prospectus dated August 29, 2024 and the Addendum to the Prospectus dated September 4, 2024 ("Addendum") together with the prospectus dated August 29, 2024 ("Prospectus"), filed with the Registrar of Companies, Maharashtra at Mumbai ("RoC"), Securities and Exchange Board of India ("SEBI") and BSE Limited ("BSE"). In this regard, please note that the chapter "Material Developments" on page 199 of the Prospectus shall include the following information: Pursuant to the meeting held on September 19, 2024, the Board of Directors of the Company has considered and approved, inter-alia, subject to shareholder, regulatory and other approvals and other customary conditions precedent, sale of the Company's shareholding (along with shares held by its nominee shareholders) in its material subsidiary, IndoStar Home Finance Private Limited ("IHFL"), to WITKOPEEND B.V. (the "Purchaser") for an aggregate consideration of INR 17,05,95,00,000.00 in accordance with the terms of the share purchase agreement dated September 19, 2024 among the Company, IHFL and the Purchaser.

A copy of this Second Addendum is being filed with RoC in accordance with Section 26 of the Companies Act, 2013. The above changes should be read in conjunction with the Prospectus. The information in this Second Addendum supplements the Prospectus and updates the information in the Prospectus and the Abridged Prospectus, as applicable. All references to the Prospectus shall also include this Second Addendum. All capitalized terms used in this Second Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Prospectus. The Second Addendum is available on the websites of SEBI, Lead Manager, Stock Exchange and the Company that is www.sebi.gov.in; www.nuvama.com; www.bseindia.com, and www.indostarcapital.com.

ASBA*	Simple, Safe, Smart way of Application!!!	* Applications Supported by Blocked Amount ("ASBA") is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA below.
UPI	UPI - Now available in ASBA for Retail Individual Investors. Bidders are required to ensure that the bank account used for bidding is linked to their PAN	UPI is now available for Retail Individual Investors submitting bids up to an application value of ₹ 5,00,000, applying through Designated Intermediaries, SCBSs or through the BSE Direct App/Web interface of stock exchanges or any other permitted methods. For details of the ASBA and UPI Process, refer to the details given in the Application Form and also refer to the section titled "Issue Procedure" beginning on page 258 of the Prospectus. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in . IndusInd Bank Limited has been appointed as Sponsor Bank for the Issue, in accordance with the requirement of the SEBI Master Circular dated August 10, 2021 on UPI mechanism, as amended.

NCD ALLOTMENT WILL BE MADE IN DEMATERIALIZED FORM ONLY. ALLOTMENT IN CONSULTATION WITH THE LEAD MANAGER AND THE DESIGNATED STOCK EXCHANGE SHALL BE MADE ON THE BASIS OF THE DATE OF UPLOAD OF EACH APPLICATION INTO THE ELECTRONIC PLATFORM OF THE STOCK EXCHANGE, IN EACH PROPORTION SUBJECT TO THE ALLOCATION RATIO INDICATED AT THE SECTION TITLED "ISSUE PROCEDURE - BASIS OF ALLOTMENT" AT PAGE 321 OF THE PROSPECTUS. INFORMATION REQUIRED UNDER SECTION 30 OF COMPANIES ACT, 2013:

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS:

For information on the main objects of our company, see section titled "History and Other Corporate Matters" on page 159 of the Prospectus and clause III of the Memorandum of Association of our company. The Memorandum of Association of the company is a document for inspection in relation to the Issue. For further details, see the section titled "Material Contracts and Documents for Inspection" on page 402 of the Prospectus.

LIABILITY OF MEMBERS: Limited by shares.

AMOUNT OF SHARE CAPITAL OF THE COMPANY AS ON JUNE 30, 2024: The Authorized Share Capital of the Company is ₹200,00,00,000 divided into 18,75,00,000 Equity Shares of ₹10 each and 1,25,00,000 Preference Shares of ₹10 each. The Issued, Subscribed and Paid-up Share Capital is ₹1,36,07,92,950 divided into 13,60,79,295 Equity Shares of ₹10 each.

NAMES OF THE SIGNATORIES AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF SHARES SUBSCRIBED BY THEM AT THE TIME OF SIGNING THE MEMORANDUM OF ASSOCIATION: Given are the names of the signatories of the Memorandum of Association of the Company and the number of equity shares subscribed of face value of ₹10 each by them at the time of signing of Memorandum of Association: Mr. Vishal Agarwal and Mr. Rohit Choudhary were allotted 5,000 equity shares each of ₹10 each, respectively.

LISTING: The NCDs offered through the Prospectus are proposed to be listed on BSE Limited ("BSE") the "Stock Exchange". Our Company has received an 'in-principle' approval from BSE vide its letter no. DCS/BM/PI-BOND/15/24-25 dated August 12, 2024. For the purposes of the Issue, BSE shall be the Designated Stock Exchange.

GENERAL RISKS: Investment in non-convertible securities is risky, and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risk involved in it. Specific attention of investors is invited to statement of risk factors contained under "Risk Factors" and "Material Developments" on pages 19 and 199 of the Prospectus. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the non-convertible securities or investor's decision to purchase such securities. The Prospectus has not been and will not be approved by any regulatory authority in India, including SEBI, the Reserve Bank of India ("RBI"), RoC or any stock exchange in India nor do they guarantee the accuracy or adequacy of this document.

DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the Draft Offer Document has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the Draft Offer Document/Offer Document. The investors are advised to refer to the Prospectus for the full text of the disclaimer clause of the BSE.

DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by the BSE to use their network and software of the Online system should not in any way be deemed or construed as compliance with various statutory requirements approved by the Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements; nor does it take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.

CREDIT RATING: The NCDs proposed to be issued under the Issue have been rated "CARE AA-/Stable" (pronounced as CARE Double

letter dated February 15, 2024, and further revalidated vide letters dated April 22, 2024 and June 19, 2024, with a rating rationale dated January 25, 2024. Securities with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such securities carry very low credit risk. The rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The rating given by CARE Ratings Limited is valid as on the date of the Prospectus and shall remain valid on date of issue and allotment of NCDs and the listing of the NCDs on Stock Exchanges unless withdrawn. The rating may be subject to revision or withdrawal at any time by the assigning rating agency and each rating should or withdraw the rating at any time on the basis of factors such as new information. Please refer to Annexure A of the Prospectus for the rating, rating rationale and press release of the above rating. There are no unaccepted ratings and any other ratings other than as specified in the Prospectus.

DISCLAIMER STATEMENT OF CARE : The ratings issued by CARE Ratings Limited are opinions on the likelihood of timely payment of the obligations under the rated instrument and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. These ratings do not convey suitability or price for the investor. The agency does not constitute an audit on the rated entity. CARE Ratings Limited has based its ratings/outlooks based on information obtained from reliable and credible sources. CARE Ratings Limited does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions and the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE Ratings Limited have paid a credit rating fee, based on the amount and type of bank facilities/instruments. CARE Ratings Limited or its subsidiaries/associates may also be involved with other commercial transactions with the entity. In case of partnership/proprietary concerns, the rating / outlook assigned by CARE Ratings Limited is, inter-alia, based on the capital deployed by the partners/proprietor and the current financial strength of the firm. The rating/outlook may undergo a change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor in addition to the financial performance and other relevant factors. CARE Ratings Limited is not responsible for any errors and states that it has no financial liability whatsoever to the users of CARE Ratings Limited's rating. Our ratings do not factor in any rating related trigger clauses as per the terms of the facility/instrument, which may involve acceleration of payments in case of rating downgrades. However, if any such clauses are introduced and if triggered, the ratings may see volatility and sharp downgrades.

AVAILABILITY OF APPLICATION FORM: Application Forms can be obtained from: Indostar Capital Finance Limited - Telephone No.: +91 22 4315 7000; Lead Manager: Nuvama Wealth Management Limited - Telephone No.: +91 22 4009 4400; and the offices of Consortium Member, Trading Members, Designated Intermediary(ies) and Designated Branches of the SCBSs. Electronic Application Forms will be available on the websites of the SCBSs that permit submission of ASBA Application electronically. Application Forms may be downloaded from the websites of Stock Exchange, Lead Manager and Consortium Member. Additionally, UPI Investor making an application in the Issue can also make bid through online (app/web) interface/ platform of the BSE i.e. "BSE Direct". Further, BSE Direct platform can be accessed at <https://www.bsedirect.com> or can be accessed through mobile app. Further, Application Forms will also be provided to Designated Intermediaries at their request.

AVAILABILITY OF PROSPECTUS: Investors are advised to refer to the Prospectus and the "Risk Factors" on page 19 of the Prospectus, before applying to the Issue. Physical copy of the Prospectus may be obtained from the Registered Office of the Company and the Lead Manager. Full copies of the Prospectus are also available on the website of the Issuer at www.indostarcapital.com, of the Lead Manager at www.nuvama.com, of BSE at www.bseindia.com, and of SEBI at www.sebi.gov.in.

PUBLIC ISSUE ACCOUNT BANK, SPONSOR BANK AND REFUND BANK: IndusInd Bank Limited

CONSORTIUM MEMBER: Nuvama Wealth and Investment Limited (formerly known as Edelweiss Broking Limited).

All Capitalised terms used herein and not specifically defined shall have same meaning as ascribed in the Prospectus. For further details, please refer the Prospectus.

LEAD MANAGER TO THE ISSUE	DEBENTURE TRUSTEE	REGISTRAR TO THE ISSUE	CREDIT RATING AGENCY	STATUTORY AUDITOR
<p>NUVAMA WEALTH MANAGEMENT LIMITED 801-804, Wing A, Building No 3 Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai - 400 051 Tel.: +91 22 4009 4400 Email: ICFL.NCD@nuvama.com Website: www.nuvama.com Contact Person: Sali Dave</p>	<p>IDBI TRUSTEESHIP SERVICES LTD IDBI TRUSTEESHIP SERVICES LIMITED* Universal Insurance Building, Ground Floor, Sir PM Road Fort, Mumbai - 400 001 Tel.: +91 22 4080 7015 Email: response@idbitrustee.com Website: www.idbitrustee.com Contact Person: Nikhil Lohana/ Gaurav Jeswani/ Hiren Kalinani</p>	<p>LINK INTIME INDIA PRIVATE LIMITED C- 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083 Maharashtra, India Tel.: +91 810 811 4949 Fax: +91 22 4918 6060 Email: indostar.ncd2024@linkintime.co.in Investor Grievance Email: indostar.ncd2024@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalkrishnan</p>	<p>CARE RATINGS LIMITED (Formerly known as CreditAnalysis & Research Limited) 4th Floor, Godrej Coliseum Somaia Hospital Road Off Eastern Express Highway, Sion (East), Mumbai - 400022 Maharashtra, India Tel.: + 91 22 67543456 Email: Jitendra.Meghrajani@careedge.in Website: www.careratings.com Contact Person: Jitendra Meghrajani</p>	<p>MSKA & ASSOCIATES 602, Floor 6, Raheja Titanium, Western Express Highway, Geetanjali, Railway Colony, Ram Nagar, Goregaon (E) Mumbai - 400 063, India Tel.: +91 9022787885 Email: antrikshaagrawal@mska.in Website: www.mska.in Contact Person: Antriksha Agrawal</p>

COMPANY SECRETARY AND COMPLIANCE OFFICER:

Shikha Jain
Off No - 301, Wing A, CTS No 477, Silver Utopia, Chakala Road, Opp Proctor and Gamble, Andheri (E), Sahargaon, Mumbai - 400 099, Maharashtra, India; **Tel.:** +91 22 4315 7000; **Email:** sjain4@indostarcapital.com

Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer in case of any pre-issue or post Issue related issues such as non-receipt of Allotment advice, demat credit, refund orders, non-receipt of Debenture Certificates, transfers, or interest on application amount etc.

*IDBI Trusteeship Services Limited under regulation 8 of SEBI NCS Regulations has by its letter dated July 9, 2024, has given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Prospectus and in all the subsequent periodical communications sent to the holders of the NCDs issued.

A Copy of the Prospectus have been filed with the Registrar of Companies, Maharashtra at Mumbai in terms of section 26 of the Companies Act, 2013, along with the endorsed/certified copies of all requisite documents. For further details, please see "Material Contracts and Documents for Inspection" on page 402 of the Prospectus.

Disclaimer: IndoStar Capital Finance Limited ("Company"), subject to market conditions, and other considerations, is proposing a public issue of secured redeemable non-convertible debentures ("NCDs") and has filed a prospectus dated August 29, 2024 ("Prospectus") with the Registrar of Companies, Maharashtra at Mumbai ("RoC"), BSE Limited ("BSE") and Securities and Exchange Board of India ("SEBI").

The Prospectus is available on the website of the Company at www.indostarcapital.com, on the website of BSE at www.bseindia.com, on the website of the lead manager at www.nuvama.com and on the website of SEBI at www.sebi.gov.in. Investors proposing to participate in the Issue should invest only on the basis of the information contained in the Prospectus. Investors should note that investment in the NCDs involves a high degree of risk and for details in relation to the same, refer to the Prospectus, including the section titled "Risk Factors" and "Material Developments" beginning on page 19 and 199 respectively of the Prospectus.

Place : Mumbai
Date : September 24, 2024

For IndoStar Capital Finance Limited

Sd/-
Mr. Karthikeyan Srinivasan
Chief Executive Officer and Whole time Director
DIN: 10056556

LALIT