THIS IS A PUBLIC ANNOUNCEMENT FOR INFORMATION PURPOSES ONLY AND IS NOT A PROSPECTUS ANNOUNCEMENT. THIS DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE FOR SECURITIES. NOT FOR PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY OUTSIDE INDIA.

INDOSTAR CAPITAL FINANCE LIMITED

Our Company was incorporated as 'R V Vyapaar Private Limited', a private limited company under the Companies Act, 1956, with a certificate of incorporation issued by the Registrar of Companies, West Bengal on July 21, 2009. For business and commercial reasons, the name of our Company was subsequently changed to 'IndoStar Capital Finance Private Limited' pursuant to a special resolution passed by the shareholders of our Company on November 8, 2010. A fresh certificate of incorporation consequent to change of name was issued by the Registrar of Companies, West Bengal on November 15, 2010. Thereafter, our Company was converted into a public limited company under the Companies Act, 2013 pursuant to a special resolution passed by the shareholders of our Company on April 30, 2014. Consequently, the name of our Company was changed to 'IndoStar Capital Finance Limited' and a fresh certificate of incorporation was issued by the Registrar of Companies, West Bengal on May 28, 2014. Further, the registered office of our Company was changed from West Bengal to Maharashtra pursuant to a special resolution passed by the shareholders of our Company on February 16, 2015. Subsequently, an order dated August 25, 2015 was issued by Regional Director (Eastern Region), Ministry of Corporate Affairs, Kolkata confirming the change in the registered office of the Company from the state of West Bengal to the state of Maharashtra and a certificate of registration of the order, dated September 8, 2015 was issued by the RoC. For details of changes in the name and registered office address of our Company, see **'History and Certain Corporate Matters'** on page 186 of the Red Herring Prospectus dated April 25, 2018 registered with the Registrar of Companies, Maharashtra at Mumbai **("RoC")** on April 25, 2018 **("RHP")**.

Registered and Corporate Office: One Indiabulls Center, 20th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai 400 013, Maharashtra, India; **Telephone:** +91 22 4315 7000; **Facsimile:** +91 22 4315 7010; **Contact Person:** Jitendra Bhati, Company Secretary and Compliance Officer;
Telephone: + 91 22 4315 7000; **Facsimile:** +91 22 4315 7010; **E-mail:** investor.relations@indostarcapital.com; **Website:** www.indostarcapital.com; **Corporate Identity Number:** U65100MH2009PLC268160

PROMOTER OF OUR COMPANY: INDOSTAR CAPITAL

INITIAL PUBLIC OFFERING OF UP TO [•] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF INDOSTAR CAPITAL FINANCE LIMITED (OUR "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE (THE "OFFER PRICE"), AGGREGATING UP TO ₹ [•] MILLION (THE "OFFER") COMPRISING OF A FRESH ISSUE OF UP TO [•] EQUITY SHARES BY OUR COMPANY AGGREGATING UP TO ₹ 7,000 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 20,000,000 EQUITY SHARES AGGREGATING UP TO ₹ [•] MILLION BY THE SELLING SHAREHOLDERS, COMPRISING AN OFFER FOR SALE OF UP TO 18,508,407 EQUITY SHARES AGGREGATING UP TO ₹ [•] MILLION BY INDOSTAR CAPITAL ("PROMOTER SELLING SHAREHOLDER") AND AN OFFER FOR SALE OF UP TO 1,491,593 EQUITY SHARES AGGREGATING UP TO ₹ [•] MILLION BY THE OTHER SELLING SHAREHOLDERS (AS DEFINED IN THE RHP, TOGETHER WITH THE PROMOTER SELLING SHAREHOLDER, THE "SELLING SHAREHOLDERS", AND SUCH OFFER FOR SALE, THE "OFFER FOR SALE"). THE OFFER SHALL CONSTITUTE [•]% OF THE POST-OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10 EACH.

Price Band: ₹ 570 To ₹ 572 per Equity Share of Face Value of ₹ 10 each
The Floor Price is 57.0 Times the Face Value of the Equity Share and the Cap Price is 57.2 Times the Face Value of the Equity Share
Bids can be made for a minimum of 26 Equity Shares and in multiples of 26 Equity Shares thereafter.

Risks to Investors:

- **The 5 Book Running Lead Managers associated with the Offer have handled 42 public issues in the past three years out of which 9 public issues closed below the issue price on listing date.**
- **The average cost of acquisition per Equity Share for the Promoter Selling Shareholder and Other Selling Shareholders ranges from ₹ 130 to ₹ 133.27. The Offer Price at the upper end of the price band is ₹ 572 per Equity Share.**
- **Weighted Average Return on Networth for Fiscal 2017, Fiscal 2016 and Fiscal 2015 based on Restated Consolidated Financial Statements is 11.62%. This is lower than the average return on net worth of the industry peer group, which is 12.07% on consolidated basis for Fiscal 2017.**

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs on the basis of assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the following qualitative and quantitative factors. The face value of the Equity Shares is ₹10 each and the Offer Price is 57.0 times the face value at the lower end of the Price Band and 57.2 times the face value at the upper end of the Price Band. Investors should also refer to the sections **"Our Business"**, **"Risk Factors"**, **"Financial Statements"** and **"Management's Discussion and Analysis of Financial Conditions and Results of Operations"** on pages 156, 18, 230 and 301 of the RHP, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe the following are our competitive strengths: 1. Highly motivated, professional and experienced management team; 2. Well-established corporate and strong SME lending businesses; 3. High asset quality achieved through robust credit assessment and risk management framework; 4. Proven track record of delivering results; 5. Well diversified funding profile; 6. Ownership by institutional investors ensuring international corporate governance standards. For further details, please see **"Our Business"** and **"Risk Factors"** on pages 156 and 18, of the RHP respectively.

Quantitative Factors

Some of the information presented in this section relating to our Company is derived from the Restated Financial Statements prepared in accordance with the Indian GAAP and the Companies Act and restated as per the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **("SEBI ICDR Regulations")**. Some of the quantitative factors, which form the basis for computing the Offer Price, are as follows:

1. Basic Earnings Per Share excluding exceptional items (Basic EPS) & Diluted Earnings Per Share excluding exceptional items (Diluted EPS)

On a standalone basis

Financial Period	Basic EPS (₹)[1]	Diluted EPS (₹)[1]	Weightage
Financial Year ended March 31, 2017	28.45	26.09	3
Financial Year ended March 31, 2016	26.66	26.33	2
Financial Year ended March 31, 2015	21.72	21.43	1
Weighted Average [2]	26.73	25.39	-
Nine-month period ended December 31, 2017*	21.58	19.46	-

* Not annualized

On a consolidated basis

Financial Period	Basic EPS (₹)[1]	Diluted EPS (₹)[1]	Weightage
Financial Year ended March 31, 2017	28.69	26.31	3
Financial Year ended March 31, 2016	26.75	26.41	2
Financial Year ended March 31, 2015	21.72	21.43	1
Weighted Average [2]	26.88	25.53	-
Nine-month period ended December 31, 2017*	20.87	18.82	-

* Not annualized

Notes: (1) Basic EPS and Diluted EPS calculations are in accordance with Accounting Standard 20 (AS-20) 'Earnings per Share',notified under Section 133 of Companies Act, 2013 read together along with Companies (Accounting Standards) Amendment Rules, 2016. a. Basic EPS (in ₹) = Net profit, after tax, as restated for the year/period, attributable to equity shareholders/Weighted average number of equity shares outstanding during the year/period b. Diluted EPS (in ₹) = Net profit, after tax, as restated for the year/period, attributable to equity shareholders/Weighted average number of dilutive equity shares outstanding during the year/period (2) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. [(EPS x Weight) for each year]/[Total of weights]

2. Price Earning (P/E) Ratio in relation to the Price Band of ₹ 570 to ₹ 572 per Equity Share of ₹10 each

Financial Period	P/E ratio at the lower end of the Price Band (no. of times)	P/E ratio at the upper end of the Price Band (no. of times)
Based on Basic EPS for the financial year ended March 31, 2017 – standalone basis	20.04	20.11
Based on Diluted EPS for the financial year ended March 31, 2017 – standalone basis	21.85	21.92
Based on Basic EPS for the financial year ended March 31, 2017 – consolidated basis	19.87	19.94
Based on Diluted EPS for the financial year ended March 31, 2017 – consolidated basis	21.66	21.74

Industry P/E ratio

Financial Period	P/E*
Highest	36.67
Lowest	20.21
Average	28.66

*The industry high and low has been considered from the industry peer set provided alongside. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed alongside.

3. Price / Book (P / B) Ratio

Price/Book (P / B) Ratio as on March 31, 2017 and December 31, 2017 on a consolidated basis is [•] and [•], respectively.

Notes:1. Offer Price per Equity Share will be determined on conclusion of the Book Building Process. 2. Price/Book Ratio = Offer Price/NAV per Equity Share

Industry P/B ratio

Name of Company	P/B*
Highest	5.51
Lowest	2.78
Average	3.50

*The industry high and low has been considered from the industry peer set provided alongside. The industry composite has been calculated as the arithmetic average P/B of the industry peer set disclosed alongside.

4. Return on Net Worth (RoNW)

As per the Restated Standalone Financial Statements of our Company:

Financial Period	RoNW (%)	Weightage
Financial Year ended March 31, 2017	11.00%	3
Financial Year ended March 31, 2016	12.39%	2
Financial Year ended March 31, 2015	11.60%	1
Weighted Average	11.56%	
Nine-month period ended December 31, 2017*	8.16%	

* Not annualized

As per the Restated Consolidated Financial Statements of our Company:

Financial Period	RoNW (%)	Weightage
Financial Year ended March 31, 2017	11.08%	3
Financial Year ended March 31, 2016	12.43%	2
Financial Year ended March 31, 2015	11.60%	1
Weighted Average	11.62%	
Nine-month period ended December 31, 2017*	7.90%	

*Not annualized

Notes: (1) Weighted average = Aggregate of year-wise weighted Net Worth divided by the aggregate of weights i.e. [(Net Worth x Weight) for each year]/[Total of weights] (2) Return on Net Worth (%) = Net profit after tax divided by Net worth excluding revaluation reserve at the end of the year/period (3) Net worth represents the aggregate of the paid up share capital and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account.

5. Minimum Return on Net Worth after Offer to maintain Pre-Offer EPS (excluding exceptional items) for the financial year ended 2017

Financial Period	At Floor Price	At Cap Price
To maintain pre-Offer basic EPS		
On standalone basis	9.92%	9.92%
On consolidated basis	10.00%	9.99%

Financial Period	At Floor Price	At Cap Price
To maintain pre-Offer diluted EPS		
On standalone basis	10.14%	10.14%
On consolidated basis	10.22%	10.21%

6. Net Asset Value per Equity Share of face value of ₹10 each

(i) As of December 31, 2017, our net asset value per Equity Share was ₹ 264.38 and ₹ 263.96, on a standalone and consolidated basis, respectively, as per our Restated Financial Statements. As of March 31, 2017, our net asset value per Equity Share was ₹ 242.52 and ₹ 242.82, on a standalone and consolidated basis, respectively, as per our Restated Financial Statements.

(ii) After the Offer on an standalone basis:
(a) At the Floor Price: ₹ 305.33
(b) At the Cap Price: ₹ 305.48

(iii) After the Offer on a consolidated basis:
(a) At the Floor Price: ₹ 304.97
(b) At the Cap Price: ₹ 305.11

(iv) Offer Price: ₹ [•]

Notes: (1) Offer Price per Equity Share will be determined on conclusion of the Book Building Process.(2) Net asset value per equity share = Net worth excluding revaluation reserve as at the end of the year/period divided by number of equity shares outstanding at the end of the year/period. (3) Net worth represents the aggregate of the paid up share capital and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account.

7. Comparison of Accounting Ratios with Listed Industry Peers

Name of Company	Face Value (₹ per share)	Earnings (₹ per share)		Net Asset Value (₹ per share)[2]	P/B[3]	P/E[4]	RoNW(%)[5]
		Basic	Diluted				
Indostar Capital Finance Limited*	10.00	28.69	26.31	242.82	[•]#	[•]^	11.08%
L&T Finance Holdings Ltd	10.00	5.21	5.14	51.87	3.30	32.86	11.44%
Piramal Enterprises Ltd	2.00	72.57	72.57	862.44	3.09	36.67	8.41%
Aditya Birla Capital Ltd	10.00	6.35	6.35	53.52	2.94	24.76	8.04%
Capital First Ltd	10.00	25.56	23.97	236.48	2.78	25.69	10.37%
Shriram Transport Finance Co. Ltd.	10.00	55.78	55.78	499.46	3.17	28.38	11.17%
Sundaram Finance Ltd.	10.00	61.52	61.52	433.47	3.92	27.62	14.19%
Cholamandalam Investment and Finance Company Ltd.	10.00	46.05	46.03	276.79	5.51	33.10	16.63%
Repco Home Finance Ltd	10.00	30.00	30.00	183.75	3.30	20.21	16.32%
Average					**3.50**	**28.66**	**12.07%**

*Source: Restated Consolidated Financial Statements for the year ended March 31, 2017 of the Company, except for P/B andP/E.

#Price/Book Ratio = Offer Price/NAV per Equity Share. Offer Price per Equity Share will be determined on conclusion of the Book Building Process.

^Price/Earnings Ratio = Offer Price/Basic EPS. Offer Price per Equity Share will be determined on conclusion of the Book Building Process.

Notes: 1. All the financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the annual report of the respective companies for the year ended March 31, 2017 unless provided otherwise 2. NAV per share is calculated as Net Worth as on March 31, 2017/Equity Shares outstanding as on March 31, 2017 3. P/ B ratio is calculated as closing share price on April 6, 2018, quoted on BSE/NAV per share for the year ended March 31, 2017 4. P/E ratio is calculated as closing share price on April 6, 2018, quoted on BSE/Basic EPS for the year ended March 31, 2017 5. Return on Net Worth is calculated as Net Profit after tax for the year ending March 31, 2017/ Net Worth as on March 31,2017

The trading price of the Equity Shares could decline due to any the factors mentioned in the section titled **"Risk Factors"** on page 18 of the RHP, and any other factors that may arise inthe future and you may lose all or part of your investments.

For further details, please see the section entitled "Basis for Offer Price" on page 117 of the RHP.

BID/OFFER PROGRAMME

BID/OFFER OPENS ON WEDNESDAY, 09 MAY, 2018* | BID/OFFER CLOSES ON FRIDAY, 11 MAY, 2018

*Our Company and the Promoter Selling Shareholder may, in consultation with the Book Running Lead Managers, consider participation by Anchor Investors. The Anchor Investors shall Bid during the Anchor Investor Bidding Date, i.e., one Working Day prior to the Bid/Offer Opening Date.

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 details, check section on ASBA below.**

Mandatory in public issues from January 01, 2016. No cheque will be accepted.

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three Working Days after such revision of the Price Band, subject to the total Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the National Stock Exchange of India Limited **("NSE")** and the BSE Limited **("BSE"**, together with NSE, **"Stock Exchanges")** by issuing a press release and also by indicating the change on the websites of the Book Running Lead Managers and at the terminals of the Syndicate Members.

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 26(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **"SEBI ICDR Regulations"**), wherein 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers **("QIBs")**. Our Company and the Promoter Selling Shareholder may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis, out of which at least one-third will be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Such number of Equity Shares representing 5% of the Net QIB Portion (other than Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price such that, subject to availability of Equity Shares, each Retail Individual Bidder shall be Allotted not less than the minimum Bid Lot, and the remaining Equity Shares, if available, shall be allotted to all Retail Individual Bidders on a proportionate basis. All Bidders, other than Anchor Investors, are required to participate in the Offer mandatorily through the Applications Supported by Blocked Amount **("ASBA")** process by providing the details of their respective bank accounts in which the corresponding Bid Amount will be blocked by the self certified syndicate banks. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see ***"Offer Procedure"*** on page 379 of the RHP.

Bidders/Applicants should ensure that DP ID, PAN and the Client ID are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN and Client ID available in the depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Bidders/Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Bid cum Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to the Offer. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk.

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY AS REGARDS ITS OBJECTS: For information on the main objects of our Company, see the section titled **"History and Certain Corporate Matters"** on page 186 of the RHP and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a material document for inspection in relation to the Offer. For further details, see the section titled **"Material Contracts and Documents for Inspection"** on page 453 of the RHP.

LIABILITY OF THE MEMBERS OF THE COMPANY: Limited by shares

AMOUNT OF SHARE CAPITAL OF OUR COMPANY AND CAPITAL STRUCTURE: As on the date of the RHP, the authorised share capital of our Company is ₹1,100,000,000 divided into 110,000,000 Equity Shares of ₹ 10 each. The issued, subscribed and paid-up share capital of our Company before the Offer is ₹ 789,011,990 divided into 78,901,199 Equity Shares of ₹10 each. For details of the Capital Structure, see **"Capital Structure"** on the page 85 of the RHP.

Names of the signatories to the Memorandum of Association of our Company and the number of Equity Shares subscribed by them: Given below are the names of the signatories of the Memorandum of Association of our Company and the number of Equity Shares subscribed by them at the time of signing of the Memorandum of Association of our Company – 10,000 Equity Shares of ₹ 10 each, by Vishal Agrawal (5,000 Equity Shares) and Rohit Choudhary (5,000 Equity Shares)

LISTING: The Equity Shares offered through the RHP are proposed to be listed on BSE and NSE. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated February 22, 2018 and February 28, 2018, respectively. For the purposes of this Offer, NSE shall be the Designated Stock Exchange. A signed copy of the RHP and the Prospectus shall be delivered for registration to the RoC in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the RHP up to the Bid/Offer Closing Date, see **"Material Contracts and Documents for Inspection"** on page 453 of the RHP.

DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"): SEBI only gives its observations on the offer documents and this does not constitute approval of either the Offer or the specified securities or the offer document. Investors are advised to refer to page 350 of the RHP for the full text of the disclaimer clause of SEBI.

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 RHP has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the RHP." The investors are advised to refer to page 353 of the RHP for the full text of the disclaimer clause of the BSE.

DISCLAIMER CLAUSE OF NSE : "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document." The investors are advised to refer to page 354 of the RHP for the full text of the disclaimer clause of the NSE.

GENERAL RISKS: Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of the Issuer and the Offer, including the risks involved. The Equity Shares have not been recommended or approved by the SEBI, nor does SEBI guarantee accuracy or adequacy of the contents of the RHP. Specific attention of the investors is invited to **"Risk Factors"** on page 18 of the RHP.

BOOK RUNNING LEAD MANAGERS

JM Financial Limited
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E-mail: indostar.ipo@jmfl.com
Investor Grievance E-mail: grievance.ibd@jmfl.com
Website: www.jmfl.com
Contact Person: Prachee Dhuri
SEBI Registration No.: INM000010361

Kotak Mahindra Capital Company Limited
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Tel: +91 22 4336 0000; **Fax:** +91 22 6713 2447
E-mail: indostar.ipo@kotak.com
Investor grievance email: kmccredressal@kotak.com
Website: www.investmentbank.kotak.com
Contact Person: Ganesh Rane
SEBI Registration No.: INM000008704

Morgan Stanley India Company Private Limited
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Tel: + 91 22 6118 1000; **Fax:** + 91 22 6118 1040
E-mail: indostar_ipo@morganstanley.com
Investor grievance e-mail: investors_india@morganstanley.com
Website: www.morganstanley.com/about-us/globaloffices/india
Contact person: Rahul Jain
SEBI Registration No.: INM000011203

Motilal Oswal Investment Advisors Limited
Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel
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Contact person: Kristina Dias/ Subodh Mallya
SEBI Registration No.: INM000011005

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Website: www.nomuraholdings.com/company/group/asia/india/index.html
Contact Person: Sumit Sukhramani / Srishti Tyagi
SEBI Registration No.: INM000011419

REGISTRAR TO THE OFFER

Link Intime India Private Limited
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Contact Person: Shanti Gopalkrishnan; **SEBI Registration No.:** INR000004058

COMPANY SECRETARY & COMPLIANCE OFFICER

Jitendra Bhati
One Indiabulls Center, 20th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai 400 013, Maharashtra, India
Telephone: + 91 22 4315 7000; **Facsimile:** +91 22 4315 7010; **E-mail:** investor.relations@indostarcapital.com; **Website:** www.indostarcapital.com

Bidders may contact any of the BRLMs who have submitted the due diligence certificate to SEBI for any complaints, information or clarifications pertaining to the Offer. Bidders can contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post- Offer related problems, such as non-receipt of letter of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

AVAILABILITY OF RHP: Investors are advised to refer to the RHP and the Risk Factors contained therein before applying in the Offer. Full copy of the RHP will be available on the website of the SEBI at www.sebi.gov.in, the websites of the BRLMs at www.jmfl.com, www.investmentbank.kotak.com, www.morganstanley.com/about-us/globaloffices/india, www.motilaloswalgroup.com and www.nomuraholdings.com/company/group/asia/india/index.html, and the Stock Exchanges at www.bseindia.com and www.nseindia.com.

AVAILABILITY OF BID CUM APPLICATION FORM: Bid cum Application Form can be obtained from the Registered Office of Company, **IndoStar Capital Finance Limited : Tel :** +91 22 4315 7000; **Fax :** +91 22 4315 7010; **BRLMs : JM Financial Limited : Tel :** +91 22 6630 3030; **Fax :** +91 22 6630 3330; **Kotak Mahindra Capital Company Limited : Tel:** +91 22 4336 0000; **Fax:** +91 22 6713 2447; **Morgan Stanley India Company Private Limited : Tel:** + 91 22 6118 1000; **Fax:** + 91 22 6118 1040; **Motilal Oswal Investment Advisors Limited : Tel :** + 91 22 3846 4380; **Fax :** +91 22 3846 4315 and **Nomura Financial Advisory and Securities (India) Private Limited : Tel:** +91 22 4037 4037; **Fax:** +91 22 4037 4111 and the **Syndicate Members : JM Financial Services Limited: Tel:** +91 22 6136 3400; **Fax:** Not available; **Kotak Securities Limited: Tel:** +91 22 6218 5470; **Fax:** +91 22 6661 7041 and **Motilal Oswal Securities Limited: Tel:** +91 22 6278 6722; **Fax:** +91 22 3846 4315 at selected locations of Sub-Syndicate Members (as given below), Registered Brokers, RTAs and CDPs participating in the Offer. Bid cum Application Forms will also be available on the websites of BSE, NSE, and at the Designated Branches of SCSBs, the list of which is available on the websites of the Stock Exchanges and SEBI.

SUB-SYNDICATE MEMBERS: Achiievers Equities Ltd; Almondz Global Securities Ltd; Amit Jasani Financial Services P. Ltd; Amrapali Capital & Finance Services Ltd; Anand Rathi Share & Stock Brokers Ltd; Ashika Stock Broking Ltd; Axis Capital Ltd; Centrum Broking Ltd; Dalal & Broacha Stock Broking Private Ltd; Edelweiss Broking Ltd; Eureka Stock & Share Brokers Ltd; HDFC Securities Ltd; Hitesh Shah; ICICI Securities Ltd; IDBI Capital Markets & Securities Ltd; India Infoline Ltd; Indiabulls Ventures Ltd; Inventure Growth & Securities Ltd; Jobanputra Fiscal Services Private Ltd; Karvy Stock Broking Ltd; Keynote Capitals Ltd; KJMC Capital Market Services Ltd; LKP Securities Ltd; Nirmal Bang Securities Pvt Ltd; Prabhudas Lilladher P. Ltd; Pravin Ratilal Share & Stock Brokers Ltd; PRL Stock & Share Brokers Pvt Ltd; SAFAL Capital (INDIA) Ltd; Sharekhan Ltd; SMC Global Securities Ltd; SPA Securities Ltd; TradeBulls Securities (P) Ltd; Way2Wealth Brokers Private Ltd

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Investors have to apply through the ASBA process. ASBA has to be availed by all the investors except Anchor Investors. For details on the ASBA process, please refer to the details given in the ASBA Form and Abridged Prospectus and also please refer to **"Offer Procedure"** on page 379 of the RHP. ASBA Forms can also be downloaded from the websites of BSE and NSE. ASBA Forms can be obtained from SCSBs, the list of which is available on the website of SEBI at (http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes) and the Members of the Syndicate, Registered Brokers, RTAs and CDPs.

ESCROW COLLECTION BANK, REFUND BANK AND PUBLIC OFFER ACCOUNT BANK: HDFC Bank Limited

All capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

For **INDOSTAR CAPITAL FINANCE LIMITED**
On behalf of the Board of Directors
Sd/-
Company Secretary and Compliance Officer

Place : Mumbai
Date : April 30, 2018

INDOSTAR CAPITAL FINANCE LIMITED is proposing, subject to receipt of requisite approvals, market conditions and other considerations to make an initial public offering of its Equity Shares and has registered the RHP dated April 25, 2018 with the Registrar of Companies, Maharashtra at Mumbai. The RHP is available on the website of the SEBI at www.sebi.gov.in, the websites of the Stock Exchanges, www.bseindia.com and www.nseindia.com and the websites of the BRLMs at www.jmfl.com, www.investmentbank.kotak.com, www.morganstanley.com/about-us/globaloffices/india, www.motilaloswalgroup.com and www.nomuraholdings.com/company/group/asia/india/index.html. Investors should note that investment in Equity Shares involves a high degree of risk and for details relating to the same, see ***"Risk Factors"*** on page 18 of the RHP. Potential investors should not rely on the DRHP filed with the SEBI for any investment decision.

This announcement does not constitute an offer of securities for sale in any jurisdiction, including the United States, and any securities described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended ("Securities Act") or an exemption from such registration. The Equity Shares have not been and will not be registered under the Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws. The Company has not registered and does not intend to register under the U.S. Investment Company Act of 1940, as amended ("U.S. Investment Company Act") in reliance upon section 3(c)(7) thereof. Accordingly, the Equity Shares are only being offered and sold (i) within the United States or to U.S. Persons that are "qualified institutional buyers" (as defined in Rule 144A under the Securities Act ("Rule 144A") and referred to as "U.S. QIBs" pursuant to the private placement exemption set out in Section 4(a) of the Securities Act, that are also "qualified purchasers" ("QPs") (as defined under the U.S. Investment Company Act) in reliance upon section 3(c)(7) of the U.S. Investment Company Act and (ii) outside the United States to non-U.S. Persons in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Company has not been and will not be registered under the U.S. Investment Company Act and investors will not be entitled to the benefits of the U.S. Investment Company Act. No public offering or sale of securities in the United States is contemplated.

CONCEPT

Size: 32.9x50cm