

**Corporate Governance Report of IndoStar Capital Finance Limited for the Quarter ended 30 June 2020 in terms of Regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

1. Name of Listed Entity - **IndoStar Capital Finance Limited**
2. Quarter ending - **30 June 2020**

**i. Composition of Board of Director**

Title (Mr./Mrs.)	Name of the Director	Category (Chairperson /Executive/Non- Executive/Independent/ Nominee)	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Dhanpal Jhaveri	C & NED	02-Sep-2010	-	-	-	1	0	1	1
Mr.	Alok Oberoi	NED	28-Apr-2011	-	-	-	1	0	0	0
Mr.	R. Sridhar	ED	18-Apr-2017	-	-	-	1	0	1	0
Mr.	Dinesh Kumar Mehrotra	ID	05-Feb-2018	-	-	29	3	3	7	0
Mr.	Bobby Parikh	ID	05-Mar-2015	05-Mar-2020	-	64	2	2	2	5
Mr.	Hemant Kaul	ID	05-Feb-2018	-	-	29	3	3	3	1
Mrs.	Naina Krishna Murthy	ID	05-Feb-2018	-	-	29	1	1	1	0
Mr.	Shailesh Shirali	ED	26-Jun-2019	-	-	-	1	0	0	0

**Notes:**

1. For number of Memberships and Chairmanships in Audit and Stakeholders Committee(s), have considered public entities, whether listed or not.
2. Committee Memberships and Chairmanships are counted separately i.e. if a Director is a Chairman in a Committee, he is not shown as Member separately.



ii. **Composition of Committees**

<b>Audit Committee</b>					
<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Chairperson/Membership</b>	<b>Appointment Date</b>	<b>Cessation Date</b>
1	Bobby Parikh	ID	Chairperson	05-Mar-2015	
2	Dhanpal Jhaveri	C & NED	Member	28-Apr-2011	
3	Hemant Kaul	ID	Member	05-Feb-2018	
4	Naina Krishna Murthy	ID	Member	05-Feb-2018	

<b>Nomination and Remuneration Committee</b>					
<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Chairperson/Membership</b>	<b>Appointment Date</b>	<b>Cessation Date</b>
1	Bobby Parikh	ID	Chairperson*	05-Mar-2015	
2	Alok Oberoi	NED	Member	28-Apr-2011	
3	Dhanpal Jhaveri	C & NED	Member	05-May-2015	
4	Hemant Kaul	ID	Member	05-Feb-2018	

\* Mr. Bobby Parikh was appointed as Chairman of the Nomination and Remuneration Committee on 5 May 2015.



<b>Stakeholders Relationship Committee</b>					
<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Chairperson/Membership</b>	<b>Appointment Date</b>	<b>Cessation Date</b>
1	Dhanpal Jhaveri	C & NED	Chairperson	05-Feb-2018	
2	R. Sridhar	ED	Member	05-Feb-2018	
3	Dinesh Kumar Mehrotra	ID	Member	05-Feb-2018	
4	Bobby Parikh	ID	Member	05-Feb-2018	

<b>Risk Management Committee</b>					
<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Chairperson/Membership</b>	<b>Appointment Date</b>	<b>Cessation Date</b>
1	Dinesh Kumar Mehrotra	ID	Chairperson	05-Feb-2018	
2	Hemant Kaul	ID	Member	05-Feb-2018	
3	R. Sridhar	ED	Member	05-Feb-2018	
4	Amol Joshi	Member	Member	08-Aug-2019	
5	Prashant Joshi	Member	Member	10-Aug-2018	

<b>Corporate Social Responsibility Committee</b>					
<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Chairperson/Membership</b>	<b>Appointment Date</b>	<b>Cessation Date</b>
1	Dinesh Kumar Mehrotra	ID	Chairperson	05-Feb-2018	
2	Dhanpal Jhaveri	C & NED	Member	12-Nov-2014	
3	R. Sridhar	ED	Member	18-Apr-2017	
4	Naina Krishna Murthy	ID	Member	05-Feb-2018	



iii. Meeting of Board of Directors

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)
1	31-Jan -2020	-	-	Yes
2	06-Feb-2020	-	5	Yes
3	-	17-Jun-2020	131	Yes

iv. Meeting of Committees

Sr.	Name of the Committee	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)
1	Audit Committee	31-Jan -2020	-	-	Yes
		06-Feb-2020	-	5	Yes
		-	17-Jun-2020	131	Yes

v. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)
1	Whether prior approval of audit committee obtained	Yes
2	Whether shareholder approval obtained for material RPT	Not Applicable
	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes



**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 500 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. –**Yes\***  
b. Any comments/observations/advice of Board of Directors may be mentioned here:



**Name :** Jitendra Bhati  
**Designation :** Company Secretary & Compliance Officer

**Notes:**

- (1) This report will be submitted before the Board of Directors at the ensuing Board Meeting.
- (1) The report for the previous quarter i.e. 31 March 2020 was placed before the Board of Directors at their meeting held on 17 June 2020.