

Corporate Governance Report of IndoStar Capital Finance Limited for the Quarter ended 30 September 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 September 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.	Bobby Parikh	C & ID	05-Mar-2015	05-Mar-2020	-	67	3	3	3	5
Mr.	R. Sridhar	ED	18-Apr-2017	-	-	-	1	0	1	0
Mr.	Dhanpal Jhaveri	NED	02-Sep-2010	-	-	-	1	0	0	1
Mr.	Hemant Kaul	ID	05-Feb-2018	-	-	32	3	3	3	1
Mrs.	Naina Krishna Murthy	ID	05-Feb-2018	-	-	32	1	1	2	0
Mr.	Aditya Joshi	NED	10-Jul-2020	-	-	-	1	0	3	0
Mr.	Sridhar Rengan	NED	10-Jul-2020	-	-	-	1	0	0	0
Mr.	Vibhor Kumar Talreja	NED	10-Jul-2020	-	-	-	1	0	1	0
Mr.	Dinesh Kumar Mehrotra	ID	05-Feb-2018	-	10-Jul-2020	30	2	2	6	0
Mr.	Alok Oberoi	NED	28-Apr-2011	-	10-Jul-2020	-	0	0	0	0
Mr.	Shailesh Shriali	ED	26-Jun-2019	-	10-Jul-2020	-	0	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

Audit Committee					
Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Bobby Parikh	C & ID	Chairperson	05-Mar-2015	
2	Aditya Joshi	NED	Member	10-Jul-2020	
3	Naina Krishna Murthy	ID	Member	05-Feb-2018	
4	Hemant Kaul	ID	Member	05-Feb-2018	
5	Dhanpal Jhaveri	NED	Member	28-Apr-2011	10-Jul-2020

Nomination and Remuneration Committee					
Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Hemant Kaul	ID	Chairperson*	05-Feb-2018	
2	Aditya Joshi	NED	Member	10-Jul-2020	
3	Dhanpal Jhaveri	NED	Member	05-May-2015	
4	Bobby Parikh	C & ID	Member [#]	05-Mar-2015	
5	Alok Oberoi	NED	Member	28-Apr-2011	10-Jul-2020

* Mr. Hemant Kaul was appointed as Chairman of the Nomination & Remuneration Committee on 10 July 2020.
[#] Mr. Bobby Parikh was appointed as Chairman of the Nomination & Remuneration Committee on 5 May 2015 and ceased to be the Chairman of Nomination & Remuneration Committee on 10 July 2020.

Stakeholders Relationship Committee					
Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Dhanpal Jhaveri	NED	Chairperson	05-Feb-2018	
2	R. Sridhar	ED	Member	05-Feb-2018	
3	Aditya Joshi	NED	Member	10-Jul-2020	
4	Naina Krishna Murthy	ID	Member	10-Jul-2020	
5	Bobby Parikh	C & ID	Member	05-Feb-2018	
6	Dinesh Kumar Mehrotra	ID	Member	05-Feb-2018	10-Jul-2020

Risk Management Committee					
Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Hemant Kaul	ID	Chairperson*	05-Feb-2018	
2	R. Sridhar	ED	Member	05-Feb-2018	
3	Amol Joshi	Member	Member	08-Aug-2019	



4	Mr. Nataraj Puroshatham	Member	Member [#]	10-Jul-2020	30-Sep-2020
5	Vibhor Kumar Talreja	NED	Member	10-Jul-2020	
6	Aditya Joshi	NED	Member	10-Jul-2020	
7	Dinesh Kumar Mehrotra	ID	Chairperson	05-Feb-2018	10-Jul-2020
8	Prashant Joshi	Member	Member	10-Aug-2018	10-Jul-2020
* Mr. Hemant Kaul was appointed as Chairman of the Risk Management Committee on 10 July 2020.					
* Resigned as Chief Risk Officer/ Employee of the Company with effect from end of business hour of 30 September 2020.					

Corporate Social Responsibility Committee					
Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Naina Krishna Murthy	ID	Chairperson*	05-Feb-2018	
2	Bobby Parikh	C & ID	Member	10-Jul-2020	
3	Dhanpal Jhaveri	NED	Member	12-Nov-2014	
4	R. Sridhar	ED	Member	18-Apr-2017	
5	Sridhar Rengan	NED	Member	10-Jul-2020	
6	Dinesh Kumar Mehrotra	ID	Chairperson	05-Feb-2018	10-Jul-2020
*Mrs. Naina Krishna Murthy was appointed as Chairman of the Corporate Social Responsibility Committee on 10 July 2020.					

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	17-Jun-2020	-	-	Yes
2		10-Jul-2020	22	Yes
3	-	12-Aug-2020	32	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	17-Jun-2020	-	-	Yes
		-	12-Aug-2020	55	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:

Notes:

- (1) This report will be submitted before the Board of Directors at the ensuing Board Meeting.
- (2) The report for the previous quarter i.e. 30 June 2020 was placed before the Board of Directors at their meeting held on 12 August 2020.

Annexure III

1. Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website - **Yes**
2. Presence of Chairperson of Audit Committee at the Annual General Meeting - **Yes**
3. Presence of Chairperson of the nomination and remuneration committee at the annual general meeting - **Yes**
4. Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting - **Yes**
5. Whether "Corporate Governance Report" disclosed in Annual Report - **Yes**

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

