General information abo	ut company
Scrip code	541336
NSE Symbol	INDOSTAR
MSEI Symbol	NOTLISTED
ISIN	INE896L01010
Name of the entity	Indostar Capital Finance Limited
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory Textual Information(1)

a I	Regular Cha	irperson	Yes													
rel	lated to MD	or CEO	No	Disqualific Companies	ation of Direct Act, 2013	ors under sect	ion 164 of the									
1 rs	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re- appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations
- nt	Chairperson		30- 04- 1964	No				Active	NA		05-03-2015	05-03-2020		96.26	3	3
- nt	Not Applicable		20- 12- 1968	No				Active	NA		02-09-2010				1	0
- nt	Not Applicable		23- 02- 1956	No				Active	NA		05-02-2018	05-02-2023		61.26	2	2
- nt	Not Applicable		15- 09- 1971	No				Active	NA		05-02-2018	05-02-2023		61.26	2	2

					Disc	losure of note	s on composit	ion of b	oard of dire	ectors exp	lanatory						_
						Whether t	he listed entit	y has a	Regular Ch	nairperson	n						_
1 's	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re- appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations	n C ir ]
- nt	Not Applicable		14- 06- 1981	No				Active	NA		10-07-2020				1	0	1
- nt	Not Applicable		09- 04- 1979	No				Active	NA		10-07-2020				1	0	1
- nt	Not Applicable		03- 04- 1966	No				Active	NA		04-02-2021				1	0	2
	Not Applicable	CEO	10- 02- 1969	No				Active	NA		10-02-2022		14-02- 2023		0	0	0

I. Composition of Board of Directors

					I. Co	mposition o	of Boar	d of Dire	ctors						
				Discl	osure of notes	on compositi	ion of b	oard of dire	ctors exp	lanatory					
	Whether the listed entity has a Regular Chairperson														
Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re- appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities this listed entity (Refer Regulation 17A(1) of Listing Regulations
Not Applicable	CEO	25- 07- 1972	No				Active	NA		30-03-2023				1	0

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	Text Block
Textual Information(1)	1. For number of Memberships and Chairmanships in Audit and Stakeholders Committee(s), have considered public entities, whether listed or not.
	2. If a Director is Chairman in a Committee the same being included in Membership count also.

Au	ıdit Committ	ee Details					
		Whe	ther the Audit Committee has a H	Regular Chairperson	Yes		
Sr	DIN Number	Category		Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00019437	Bobby Parikh	Non-Executive - Independent Director	Chairperson	05-03-2015		
2	08684627	Aditya Joshi	Non-Executive - Non Independent Director	Member	10-07-2020		
3	01216114	Naina Krishna Murthy	Non-Executive - Independent Director	Member	05-02-2018		
4	00551588 Hemant Kaul		Non-Executive - Independent Director	Member	05-02-2018		

No	mination and	l remuneration commi	ttee								
	Whether the Nomination and remuneration committee has a Regular Chairperson Yes										
Sr	DIN Number	Category 1 of directors		Category 2 of directors	Date of Appointment	Date of Cessation	Remarks				
1	00551588 Hemant Kaul		Non-Executive - Independent Director Chairperson (		05-02-2018						
2	2 08684627 Aditya Joshi		Non-Executive - Non Independent Director	Member	10-07-2020						
3	00019437 Bobby Parikh		Non-Executive - Independent Director	Member	05-03-2015						

Sta	akeholders R	elationship Committee					
	W	Whether the Stakeholders	Relationship Committee has a F	Regular Chairperson	Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02018124	Dhanpal Jhaveri	Non-Executive - Non Independent Director	Chairperson	05-02-2018		
2	01216114	Naina Krishna Murthy	Non-Executive - Independent Director	Member	10-07-2020		
3	00019437	Bobby Parikh	Non-Executive - Independent Director	Member	05-02-2018		
4	01683836	Munish Dayal	Non-Executive - Non Independent Director	Member	17-06-2021		
5	09412860	Deep Jaggi	Member	11-02-2022	14-02-2023		
6	10056556	Karthikeyan Srinivasan	Executive Director	Member	30-03-2023		

Ri	sk Managem	ent Committee					
		Whether the Risk Ma	nagement Committee has a R	egular Chairperson	Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00551588	Hemant Kaul	Non-Executive - Independent Director	Chairperson	05-02-2018		
2	09412860	Deep Jaggi	Executive Director	Member	11-02-2022	14-02-2023	
3	08768297	Vibhor Kumar Talreja	Non-Executive - Non Independent Director	Member	10-07-2020		
4	01683836	Munish Dayal	Non-Executive - Non Independent Director	Member	17-06-2021		
5	10056556	Karthikeyan Srinivasan	Executive Director	Member	27-05-2022		
6	999999999	Vinod Kumar Panicker	Chief Financial Officer	Member	26-12-2022		Textual Information(1)

	Sr Text Block
Textual Information(1)	Mr. Vinod Kumar Panicker was appointed as Chief Financial Officer with effect from 26 December 2023.

Co	orporate Soci	al Responsibility Comm	ittee				
	Wheth	er the Corporate Social R	esponsibility Committee has a F	Regular Chairperson	Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01216114	Naina Krishna Murthy	Non-Executive - Independent Director	Chairperson	05-02-2018		
2	00019437	Bobby Parikh	Non-Executive - Independent Director	Member	12-11-2014		
3	02018124	Dhanpal Jhaveri	Non-Executive - Non Independent Director	Member	12-11-2014		
4	01683836	Munish Dayal	Non-Executive - Non Independent Director	Member	04-02-2021		
5	09412860	Deep Jaggi	Executive Director	Member	11-02-2022	14-02-2023	
6	10056556	Karthikeyan Srinivasan	Executive Director	Member	30-03-2023		

Ot	Other Committee								
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks			

	Annexure 1									
An	inexure 1									
Ш	. Meeting of B	oard of Direct	ors							
D	isclosure of not of boa	es on meeting rd of directors explanatory								
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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*		
1	08-11-2022				Yes	8	7	3		
2	21-11-2022		12		Yes	8	6	2		
3	26-12-2022		34		Yes	8	7	3		
4		14-02-2023	49		Yes	8	6	3		
5		30-03-2023	43		Yes	8	6	3		

	Annexure 1										
IV	IV. Meeting of Committees										
	Disclosure of notes on meeting of committees explanatory Textual Information(1)										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)	
1	Audit Committee	08-11-2022				Yes	4	4	3	0	
2	Audit Committee	21-11-2022	12			Yes	4	3	2	0	
3	Audit Committee	12-12-2022	20			Yes	4	4	3	0	
4	Audit Committee	26-12-2022	13			Yes	4	4	3	0	
5	Audit Committee	10-02-2023	45			Yes	4	4	3	0	
6	Audit Committee	14-02-2023	3			Yes	4	4	3	0	

	Annexure 1											
IV.	IV. Meeting of Committees											
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)		
7	Audit Committee	25-02-2023	10			Yes	4	4	3	0		
8	Risk Management Committee	21-11-2022				Yes	4	3	0	0		
9	Risk Management Committee	08-02-2023	78			Yes	4	3	1	0		
10	Nomination and remuneration committee	21-11-2022				Yes	3	2	1	0		
11	Nomination and remuneration committee	26-12-2022	34			Yes	3	3	2	0		
12	Nomination and remuneration committee	14-02-2023	49			Yes	3	3	2	0		
13	Nomination and remuneration committee	25-02-2023	10			Yes	3	3	2	0		

	Text Block
Textual Information(1)	<ol> <li>1. 1 member (other than Board of Director) attended the Risk Management Committee Meeting held on 21 November 2022; and</li> <li>2. 2 members (other than Board of Director) attended the Risk Management Committee Meeting held on 08 February 2023.</li> </ol>

	Annexure 1								
V.	V. Related Party Transactions								
Sr	Subject	If status is "No" details of non- compliance may be given here.							
1	Whether prior approval of audit committee obtained	Yes							
2	Whether shareholder approval obtained for material RPT	NA							
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes							

	Annexure 1						
VI	Affirmations						
Sr	Subject	Compliance status (Yes/No)					
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					
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes					
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes					
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes					
6	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					
7	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					
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes					
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)					

	Annexure 1				
Sr Subject		Compliance status			
1	Name of signatory	Jitendra Bhati			
2 Designation		Company Secretary and Compliance Officer			

Text Block				
	This report will be submitted before the Board of Directors at the ensuing Board Meeting.			
Textual Information(1)	The report for the previous quarter i.e. 31 December 2022 was placed before the Board of Directors at their meeting held on 14 February 2023.			

	Annexure II									
	Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)									
<b>I.</b>	1. Disclosure on website in terms of Listing Regulations									
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.	Web address						
1	Details of business	Yes		https://www.indostarcapital.com/index.php						
2	Terms and conditions of appointment of independent directors	Yes		https://www.indostarcapital.com/sites/default/files/document/Codes%20and%20Policies/code-for-independent-directors.pd						
3	Composition of various committees of board of directors	Yes		https://www.indostarcapital.com/investors-corner.php#committee-composition						
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.indostarcapital.com/sites/default/files/document/Codes%20and%20Policies/Code%2520of%2520Conduct%25						
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.indostarcapital.com/sites/default/files/document/Codes%20and%20Policies/Whistle%2520Blower%2520Polic						
6	Criteria of making payments to non-executive directors	Yes		https://www.indostarcapital.com/sites/default/files/document/Codes%20and%20Policies/Remuneration%2520Policy.pdf						
7	Policy on dealing with related party transactions	Yes		https://www.indostarcapital.com/sites/default/files/document/Codes%20and%20Policies/Related%2520Party%2520Transa						
8	Policy for determining 'material' subsidiaries	Yes		https://www.indostarcapital.com/sites/default/files/document/Codes%20and%20Policies/Policy%2520for%2520Determinin						
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.indostarcapital.com/investors-corner						

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				Annexure II
1 -	Disclosure on wel	neito in 4	fI intina P	Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.indostarcapital.com/investors-corner.php#investor-contact
11	email address for grievance redressal and other relevant details	Yes		https://www.indostarcapital.com/investors-corner.php#investor-contact
12	Financial results	Yes		https://www.indostarcapital.com/investors-corner
13	Shareholding pattern	Yes		https://www.indostarcapital.com/IC-Shareholding-Pattern.php
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://www.indostarcapital.com/investors-corner
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		https://www.indostarcapital.com/IC-Newspaper-Advertisement.php
18	Credit rating or revision in credit rating obtained	Yes		https://www.indostarcapital.com/IC-Credit-Rating.php
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.indostarcapital.com/IC-Financial-Statements-of-Subsidiaries-Company.php
20	Whether company has provided information under separate section on its website as per	Yes		https://www.indostarcapital.com/investors-corner

	Regulation 46(2)		
2	Materiality Policy as per Regulation 30	Yes	https://www.indostarcapital.com/sites/default/files/document/Codes%20and%20Policies/Policy%20of%20Determination%
2	2 Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.indostarcapital.com/sites/default/files/document/Codes%20and%20Policies/Dividend%2520Distribution%25
2	It is certified that these contents on the website of the listed entity are correct	Yes	https://www.indostarcapital.com/investors-corner#investor-services

	Annexure II								
II.	Annual Affirmations								
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.					
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes						
2	Board composition	17(1), 17(1A) & 17(1B)	Yes						
3	Meeting of Board of directors	17(2)	Yes						
4	Quorum of Board meeting	17(2A)	Yes						
5	Review of Compliance Reports	17(3)	Yes						
6	Plans for orderly succession for appointments	17(4)	Yes						
7	Code of Conduct	17(5)	Yes						
8	Fees/compensation	17(6)	Yes						
9	Minimum Information	17(7)	Yes						
10	Compliance Certificate	17(8)	Yes						

	Annexure II					
II.	Annual Affirmations					
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.		
11	Risk Assessment & Management	17(9)	Yes			
12	Performance Evaluation of Independent Directors	17(10)	Yes			
13	Recommendation of Board	17(11)	Yes			
14	Maximum number of Directorships	17A	Yes			
15	Composition of Audit Committee	18(1)	Yes			
16	Meeting of Audit Committee	18(2)	Yes			
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes			
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes			
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes			
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes			

	Annexure II				
II.	Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes		
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes		
23	Meeting of Risk Management Committee	21(3A)	Yes		
24	Vigil Mechanism	22	Yes		
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes		
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes		
27	Approval for material related party transactions	23(4)	NA		
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes		
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA		
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes		

	Annexure II				
II.	Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.	
31	Annual Secretarial Compliance Report	24(A)	Yes		
32	Alternate Director to Independent Director	25(1)	NA		
33	Maximum Tenure	25(2)	Yes		
34	Meeting of independent directors	25(3) & (4)	Yes		
35	Familiarization of independent directors	25(7)	Yes		
36	Declaration from Independent Director	25(8) & (9)	Yes		
37	D & O Insurance for Independent Directors	25(10)	Yes		
38	Memberships in Committees	26(1)	Yes		
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes		
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes		
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes		
	Any other information to be provided - Add Notes				

	Annexure II		
1	Name of signatory	Shikha Jain	
2	Designation	Company Secretary and Compliance Officer	

	Annexure II				
Ш	III. Affirmations				
Sr	Particulars	Compliance status (Yes/No/NA)			
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes			
	Any other information to be provided				

	Annexure II		
1	Name of signatory	Jitendra Bhati	
2	Designation	Company Secretary and Compliance Officer	

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort lette	ers /securities etc.refer note below	1	
(A)Any loan or any other form of debt advanced b	by the listed entity directly or indirectly to	1	
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by <u>indirectly, in connection with any loan</u> Entity			ity directly or Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed other form of debt availed by Entity	l entity directly or indirectly, in c	Aggregate value of security provided	Balance outstanding at
2	Type of security (cash, shares ever)	during six months	the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations		1	1
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comisecurities in connection with any loan(s) (or other indirectly by the listed entity to promoter(s), prom relatives), key managerial personnel (including the them are in the economic interest of the company.	form of debt) given directly or oter group, director(s) (including their eir relatives) or any entity controlled by	Yes	Textual Information(3)
them are in the economic interest of the company.			
1 7	Vinod Kumar Panicker		
Name	Vinod Kumar Panicker CFO		
them are in the economic interest of the company. Name Designation Place			

Signatory Details		
Name of signatory	Shikha Jain	
Designation of person	Company Secretary and Compliance Officer	
Place	Mumbai	
Date	20-04-2023	