

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

- (i) * Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) * e-mail ID of the company
- (d) * Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)
- | Type of the Company | Category of the Company | Sub-category of the Company |
|---------------------|---------------------------|-------------------------------|
| Public Company | Company limited by shares | Indian Non-Government company |
- (v) Whether company is having share capital Yes No
- (vi) * Whether shares listed on recognized Stock Exchange(s) Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	BSE Limited	1
	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh
roli (West), NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 30/09/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	BCP V Multiple Holdings Pte Lt		Holding	56.2
2	INDOSTAR HOME FINANCE PRI	U65990MH2016PTC271587	Subsidiary	100

3	INDOSTAR ASSET ADVISORY PI	U67100MH2013PTC240676	Subsidiary	100
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IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	187,500,000	136,079,295	136,079,295	136,079,295
Total amount of equity shares (in Rupees)	1,875,000,000	1,360,792,950	1,360,792,950	1,360,792,950

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	187,500,000	136,079,295	136,079,295	136,079,295
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,875,000,000	1,360,792,950	1,360,792,950	1,360,792,950

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	12,500,000	0	0	0
Total amount of preference shares (in rupees)	125,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	12,500,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	125,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	0	136,079,295	136079295	1,360,792,9	1,360,792,9	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	136,079,295	136079295	1,360,792,9	1,360,792,9	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	298,430	0	32,480,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			32,480,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	10,909,000,000	24,550,000,000	2,979,000,000	32,480,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

11,252,267,000

(ii) Net worth of the Company

30,897,101,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	2,313,005	1.7	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	99,745,221	73.3	0	
10.	Others	0	0	0	
	Total	102,058,226	75	0	0

Total number of shareholders (promoters)

4

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	20,331,598	14.94	0	
	(ii) Non-resident Indian (NRI)	658,165	0.48	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	2,408,473	1.77	0	

4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	2,022,247	1.49	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	7,852,384	5.77	0	
10.	Others Includes Director holding 1	748,202	0.55	0	
	Total	34,021,069	25	0	0

Total number of shareholders (other than promoters)

70,432

**Total number of shareholders (Promoters+Public/
Other than promoters)**

70,436

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
COPTHALL MAURITIUS	JP Morgan Chase Bank N.A, INDIA			5,006	0
BRISTOW INVESTMENT	4TH FLOOR 19 BANK STREET CYBE			14,000	0.01
PREMIER INVESTMENT	C/O KOTAK MAHINDRA BANK LIM			45,988	0.03
TEACHERS' RETI	2815 WEST WASHINGTON STREET			111,978	0.08
QUADRATURE CAPITAL	JP Morgan Chase Bank N.A, India S			47,255	0.03
THE BOEING COMPANY	CITIBANK N.A. CUSTODY SERVICES			18,134	0.01
1199 SEIU HEALTH CA	CITIBANK N.A. CUSTODY SERVICES			14,258	0.01
COX ENTERPRISES, INC	HSBC SECURITIES SERVICES 11TH F			18,117	0.01
DOVETAIL INDIA FUND	DBS BANK INDIA LTD FIRST FLOOR			34,572	0.03
COHESION MK BEST ID	STANDARD CHARTERED BANK SEC			1,588,589	1.17
ECP III FVCI PTE LTD	DBS BANK INDIA LTD FIRST FLOOR			2,313,005	1.7
THE NORTH CAROLINA	HSBC SECURITIES SERVICES 11TH F			89,417	0.07
THE STATE TEACHERS	CITIBANK N.A. CUSTODY SERVICES			34,933	0.04

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	4	4
Members (other than promoters)	74,437	70,432
Debenture holders	29	3,387

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	7	1	7	0	0
(i) Non-Independent	1	4	1	4	0	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	7	1	7	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
DHANPAL ARVIND JH	02018124	Director	1,000	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
KARTHIKEYAN SRINI	AJCPK4108L	Whole-time director	100	
BOBBY KANUBHAI PA	00019437	Director	0	
HEMANT KAUL	00551588	Director	0	
NAINA KRISHNA MUF	01216114	Director	0	
VIBHOR KUMAR TALF	08684627	Director	0	
ADITYA HEMANT JOS	08768297	Director	0	
DEVDUTT VINAYAK	10294876	Director	0	
VINODKUMAR PANIC	AIGPP2263C	CFO	100	
SHIKHA JAIN	ATSPJ9538R	Company Secretar	1	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
JITENDRA BHATI	AIFPB7115E	Company Secretary	17/04/2023	Cessation
SHIKHA JAIN	ATSPJ9538R	Company Secretary	18/04/2023	Appointment
DEVDUTT VINAYAK	10294876	Director	08/09/2023	Appointment
MUNISH DAYAL	01683836	Director	08/09/2023	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	18/09/2023	76,070	49	75
Extra Ordinary General Mee	22/03/2024	71,477	55	75.18

B. BOARD MEETINGS

*Number of meetings held

12

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	13/04/2023	8	6	75
2	25/05/2023	8	5	62.5
3	04/07/2023	8	6	75
4	02/08/2023	8	7	87.5
5	21/08/2023	8	6	75
6	27/10/2023	8	6	75
7	26/12/2023	8	6	75
8	29/12/2023	8	6	75
9	08/01/2024	8	6	75
10	24/01/2024	8	6	75
11	27/02/2024	8	7	87.5
12	27/03/2024	8	5	62.5

C. COMMITTEE MEETINGS

Number of meetings held

18

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	18/05/2023	4	3	75
2	Audit Committee	25/05/2023	4	3	75
3	Audit Committee	02/08/2023	4	4	100
4	Audit Committee	21/08/2023	4	3	75
5	Audit Committee	27/10/2023	4	3	75
6	Audit Committee	24/01/2024	4	4	100
7	Nomination and Remuneration	13/04/2023	3	3	100
8	Nomination and Remuneration	18/04/2023	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
9	Nomination an	17/05/2023	3	3	100
10	Nomination an	02/08/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/09/2024
								(Y/N/NA)
1	DHANPAL AR	12	4	33.33	1	0	0	Yes
2	KARTHIKEYA	12	12	100	6	6	100	Yes
3	BOBBY KANL	12	12	100	14	14	100	Yes
4	HEMANT KAL	12	9	75	18	14	77.78	Yes
5	NAINA KRISH	12	6	50	7	5	71.43	No
6	VIBHOR KUM	12	11	91.67	13	13	100	No
7	ADITYA HEM	12	7	58.33	5	4	80	No
8	DEV DUTT VIN	7	6	85.71	2	2	100	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	KARTHIKEYAN SR	Whole-time direc	19,643,868	0	0	0	19,643,868
	Total		19,643,868	0	0	0	19,643,868

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	JITENDRA BHATI	Company Secre	1,605,666	0	0	0	1,605,666

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	VINODKUMAR PAN	Chief Financial C	13,453,496	0	0		13,453,496
3	SHIKHA JAIN	Company Secre	1,205,204	0	0	0	1,205,204
	Total		16,264,366	0	0	0	16,264,366

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

4

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
INDOSTAR CAPIT	BSE LIMITED	26/06/2023	Regulation 24A of th	INR 4,000	The Company is in process of
INDOSTAR CAPIT	BSE LIMITED	18/10/2023	Regulation 60 of Lis	INR 10,000	The Company is in process of
INDOSTAR CAPIT	NSE LIMITED	26/06/2023	Regulation 24A of th	INR 4,000	The Company is in process of
INDOSTAR CAPIT	RBI	13/03/2024	Non-compliances ok	INR 13,60,000	The Company is in process of

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director 

DIN of the director

To be digitally signed by 

- Company Secretary
- Company secretary in practice

Membership number Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

MGT-8_NEW.pdf
Committee Meeting Detail.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Annexure I to Annual Return for FY 2023-24

Committee Meeting Details

S. No.	Type of Meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1.	Audit Committee	18/05/2023	4	3	75
2.	Audit Committee	25/05/2023	4	3	75
3.	Audit Committee	02/08/2023	4	4	100
4.	Audit Committee	21/08/2023	4	3	75
5.	Audit Committee	27/10/2023	4	3	75
6.	Audit Committee	24/01/2024	4	4	100
7.	Nomination and Remuneration Committee	13/04/2023	3	3	100
8.	Nomination and Remuneration Committee	18/04/2023	3	3	100
9.	Nomination and Remuneration Committee	17/05/2023	3	3	100
10.	Nomination and Remuneration Committee	02/08/2023	3	3	100
11.	Nomination and Remuneration Committee	23/10/2023	3	3	100
12.	Nomination and Remuneration Committee	22/01/2024	3	3	100
13.	Nomination and Remuneration Committee	25/02/2024	3	3	100
14.	Stakeholders' Relationship Committee	17/05/2023	5	3	60
15.	Risk Management Committee	17/05/2023	5	5	100
16.	Risk Management Committee	22/06/2023	5	4	80
17.	Risk Management Committee	02/08/2023	6	6	100
18.	Risk Management Committee	23/10/2023	6	6	100
19.	Risk Management Committee	17/01/2024	6	4	66.67

Note: With reference to point no. IX C abovementioned are the details of Committee Meetings held during F.Y. 2023-24.

Kindly take the aforesaid details on record



H Choudhary & Associates

Company Secretaries

Office: No. 57, Ground Floor, 343-C, Kalbadevi Road, Kalbadevi, Mumbai-400002

Email id: csharnath17@gmail.com, Tel: 022 22400055

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies
(Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I /~~We~~ have examined the registers, records, books and papers of **INDOSTAR CAPITAL FINANCE LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on **31 March 2024**. In my/~~our~~ opinion and to the best of my information and according to the examinations carried out by me/~~us~~ and explanations furnished to me/~~us~~ by the Company, its officers and agents, I /~~we~~ certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. its status under the Act;
 2. maintenance of registers / records & making entries therein within the time prescribed therefor;
 3. filing of forms and returns as stated in the Annual Return, with the Registrar of Companies, ~~Regional Director, Central Government, the Tribunal, Court~~ or other authorities within / the prescribed time; *certain forms were filed beyond timelines with additional fees;*
 4. Calling / Convening / Holding Meetings of Board of Directors or its committees and the meeting(s) of the Members of the Company on due dates as stated in the Annual Return in respect of which meetings, proper Notices were given and the proceedings including the Circular Resolutions and resolutions passed by postal ballot-have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 5. Closure of Register of Members / Security holders, as the case may be;
 6. ~~Advances-/Loans to its directors and/or persons or firms or Companies referred in section 185 of the Act;~~
 7. ~~Contracts /arrangements with related parties as specified in Section 188 of the Act;~~
 8. Issue or allotment or ~~transfer or transmission or buy back / redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/~~

~~securities~~ and issue of security certificates in all instances;

9. ~~Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;~~
10. ~~Declaration / payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;~~
11. Signing of Audited Financial Statement as per the provisions of Section 134 of the Act and the Report of Directors is as per sub-sections (3), (4) and (5) thereof;
12. Constitution / Appointment / Re-appointment/ Retirement / ~~filling up casual vacancies/~~ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. Appointment ~~/ Re-appointment/ filling up casual vacancies~~ of auditors as per the provisions of section 139 of the Act;
14. Approvals required to be taken from the ~~Central Government, Tribunal, Regional Director, Registrar, Court~~ or such authorities under the various provisions of the Act;
15. ~~Acceptance / renewal/ repayment of deposits;~~
16. Borrowings from ~~its Directors, Members~~ Public Financial Institutions, Banks and others and Creation / Modification / Satisfaction of Charges in that respect, wherever applicable;
17. ~~Loans and Investments in or Guarantees given or providing of securities to other Bodies Corporate or persons falling under the provisions of section 186 of the Act;~~
18. Alteration of the provisions of the Memorandum and/or Articles of Association of the Company.

For **H Choudhary & Associates**
Company Secretaries

HARNATHARA Digitally signed by
HARNATHARAM CHOUDHARY
M CHOUDHARY Date: 2024.11.07 15:54:41
+05'30'

[CS Harnatharam Choudhary]

Proprietor

Membership No.:- F8274

C.P. No.:- 9369

UDIN - F008274F001920712

Place: Mumbai

Date: 06/11/2024