

Limited Review Report

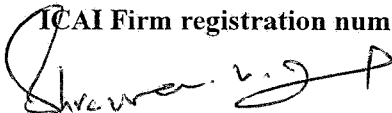
**Review Report to
The Board of Directors
IndoStar Capital Finance Limited**

1. We have reviewed the accompanying statement of unaudited consolidated Ind AS financial results of IndoStar Group comprising IndoStar Capital Finance Limited (the "Company") and its subsidiaries (together referred to as 'the Group'), for the quarter and nine months ended December 31, 2018 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulation"), read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 (the "Circular").
2. The preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015, as amended, read with the Circular is the responsibility of the Company's management and has been approved by the Board of Directors of the Company. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the applicable Indian Accounting Standards ("Ind AS") specified under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of the Listing Regulation, read with the Circular, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For S.R. BATLIBOI & CO. LLP

Chartered Accountants

ICAI Firm registration number: 301003E/E300005



per Shrawan Jalan

Partner

Membership No.: 102102

Mumbai

02 February 2019



STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31 DECEMBER 2018

(INR in Lakhs)

Sr. No.	Particulars	Quarter ended			Nine months ended	
		31 December 2018	30 September 2018	31 December 2017	31 December 2018	31 December 2017
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
1	Income					
	(a) Revenue from operations	31,968	31,976	18,215	86,457	56,510
	(b) Other income	-	-	2	-	8
	Total income (a+b)	31,968	31,976	18,217	86,457	56,518
2	Expenses					
	(a) Employee benefits expense (refer note 5 below)	3,322	4,564	2,648	11,119	7,472
	(b) Finance costs	14,744	14,038	7,809	39,974	22,874
	(c) Depreciation and amortisation expense	481	430	92	1,315	235
	(d) Other expenses	1,998	1,922	1,640	5,692	2,711
	(e) Provisions and write offs	484	1,106	228	2,359	(1,129)
	Total expenses (a+b+c+d+e)	21,029	22,060	12,417	60,459	32,163
3	Profit before tax (1-2)	10,939	9,916	5,800	25,998	24,355
4	Provision for taxation					
	Current tax	2,280	3,432	2,728	8,630	8,778
	Deferred tax	1,534	86	(870)	697	(416)
	Tax expenses	3,814	3,518	1,858	9,327	8,362
5	Profit after tax (3-4)	7,125	6,398	3,942	16,671	15,993
6	Other comprehensive income, net of tax					
	(a) Items that will not be reclassified to profit or loss	-	1	-	5	(8)
	(b) Items that will be reclassified to profit or loss	-	-	-	-	-
	Total other comprehensive income, net of tax	-	1	-	5	(8)
7	Total comprehensive income (5+6)	7,125	6,399	3,942	16,676	15,985
8	Paid up equity share capital (Face value of INR 10)	9,224	9,224	7,868	9,224	7,868
9	Earnings per share (not annualised)					
	Basic (INR)	7.79	7.15	5.01	18.56	20.34
	Diluted (INR)	7.26	6.36	4.52	16.89	18.34

Notes

1 The financial results of the Company have been prepared in accordance the Indian Accounting Standard ("Ind AS") notified under Section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standard) Rules, 2015 as amended from time to time. The Company has adopted Ind AS from 1 April 2018 with effective transition date of 1 April 2017. This transition has been carried out from the erstwhile Accounting Standard notified under the Act, read with relevant rules issued thereunder and guidelines issued by the Reserve Bank of India ("RBI"), the National Housing Bank ("NHB") and generally accepted accounting principles in India (collectively referred to as "Previous GAAP"). Accordingly, the impact of transition has been recorded in the opening reserves as at 1 April 2017 and the corresponding figures presented in these results have been restated/reclassified.

There is a possibility that these financial results for the current and previous periods may require adjustments due to changes in financial reporting requirements arising from new standards, modifications to the existing standards, guidelines issued by the Ministry of Company Affairs, the NHB and the RBI or changes in the use of one or more optional exemptions from full retrospective applications of certain Ind AS permitted under Ind AS-101 which may arise upon finalisation of the financial statements as at and for the year ending 31 March 2019 prepared under Ind AS.

2 As permitted under circular no. CIR/CFD/FAC/62/2016 dated 5 July 2016 issued by the Securities and Exchange Board of India ("SEBI"), the Company has opted to avail exemption for submission of Ind AS compliant financial results for the previous year ended 31 March 2018. Further, the consolidated financial results under previous GAAP, for the quarter and nine months ended 31 December 2017 have been adjusted for differences in accounting principles adopted by the Company on transition to Ind AS. The Statutory Auditors of the Company have reviewed these Ind AS adjustments and the reconciliations as disclosed in note 4 below.

3 The consolidated financial results of IndoStar Capital Finance Limited ("ICFL" or "the Company") for the quarter and nine months ended 31 December 2018 have been reviewed by the Audit Committee and subsequently approved at the meeting of the Board of Directors held on 02 February 2019. The consolidated financial results have been subjected to a limited review, by the Statutory Auditors of the Company, as indicated above.

4 As required by paragraph 32 of Ind AS 101, net profit reconciliation between the figures under the Previous GAAP and Ind AS is as under:

Particulars	(INR in Lakhs)	
	Quarter ended	Nine months ended
	31 December 2017	31 December 2017
Net profit after tax under Previous GAAP		
Ind AS adjustments resulting in increase/(decrease) in net profit after tax under the Previous GAAP :	5,364	16,408
Expected credit Loss provision	(354)	1,991
Effective interest rate on financial assets and liabilities (net)	(1,170)	(659)
ESDP fair value charge	(504)	(1,832)
Others	(146)	(135)
Tax effect on above adjustments	752	220
Net profit after tax as per Ind AS	3,942	15,993
Other comprehensive income, net of tax	-	(8)
Total comprehensive income	3,942	15,985

5 Consequent to the listing of equity shares and adoption of Dividend Distribution Policy, the Company has revised underlying variables used for fair valuation of employee stock options during the current quarter. Had the Company followed previous underlying variables, profits before tax for the quarter and nine months ended 31 December 2018 would have been lower by INR 1,214 lakhs.

6 The Company has opted to publish an extract of consolidated unaudited financial results, pursuant to option made available as per the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular dated 5 July 2016. The standalone financial results are available on the website of the Company at www.indostarcapital.com and on the websites of the BSE Ltd. at www.bseindia.com and the National Stock Exchange of India Ltd. at www.nseindia.com.

The key information of the standalone unaudited financial results of the Company for the quarter and nine months ended 31 December 2018 and quarter ended 31 December 2017 are given below:

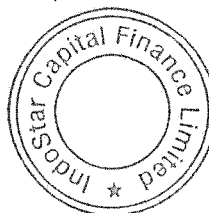
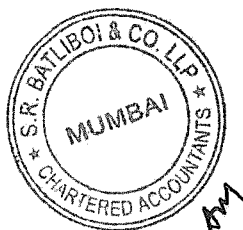
Particulars	(INR in Lakhs)		
	Quarter ended	Nine months ended	Quarter ended
	31 December 2018	31 December 2018	31 December 2017
Revenue from operations (including other income)	31,192	84,700	18,155
Profit before tax	11,336	27,666	6,126
Profit after tax	7,549	18,422	4,269

7 The Company is primarily engaged in the business of financing and accordingly there are no separate reportable segments as per Ind AS 108 dealing with Operating segment.

8 The Secured Listed Non-Convertible Debentures of the Company as on 31 December 2018 are secured by first pari-passu charge on a freehold land owned by the Company and first pari-passu charge by way of hypothecation, over standard present and future receivables. The total asset cover required thereof has been maintained as per the terms and conditions stated in the respective Debenture Trust Deeds.

9 Figures for the previous periods have been regrouped and / or reclassified wherever considered necessary to conform to current period presentation.

Place: Mumbai
Date: 02 February 2019



For and on behalf of the Board of Directors of
IndoStar Capital Finance Limited

R. Sridhar
Executive Vice-Chairman & CEO
DIN: 00136697