

Corporate Governance Report of IndoStar Capital Finance Limited for the Quarter ended 30 June 2022 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 2022**

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 (Refer Regulation 17A of Listing Regulations)	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 (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Bobby Parikh	C & NE-ID	05-Mar-2015	05-Mar-2020	-	88	3	3	8	4
Mr.	R. Sridhar	ED	18-Apr-2017	-	17-Apr-2022	-	0	0	0	0
Mr.	Dhanpal Jhaveri	NE-NID	02-Sep-2010	-	-	-	1	0	1	1
Mr.	Hemant Kaul	NE-ID	05-Feb-2018	05-Feb-2018	-	53	3	3	5	3
Mrs.	Naina Krishna Murthy	NE-ID	05-Feb-2018	05-Feb-2018	-	53	2	2	2	0
Mr.	Aditya Joshi	NE-NID	10-Jul-2020	-	-	-	1	0	1	0
Mr.	Vibhor Kumar Talreja	NE-NID	10-Jul-2020	-	-	-	1	0	1	0
Mr.	Munish Dayal	NE-NID	04-Feb-2021	-	-	-	1	0	2	0
Mr.	Deep Jaggi	ED & CEO	10-Feb-2022	-	-	-	1	0	1	0

Notes:

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.
3. C & NE-ID means Chairman & Non-Executive Independent Director, ED means Executive Director, NE-ID means Non Executive Independent Director, NE-NID means Non Executive Non Independent Director, ED & CEO means Executive Director & Chief Executive Officer.

**IndoStar Capital Finance Limited**

Registered Office: One World Center, 20th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai - 400013, India

T +91 22 4315 7000 | F +91 022 4315 7010 | contact@indostarcapital.com | www.indostarcapital.com

CIN: L65100MH2009PLC268160



**ii. Composition of Committees**

Audit Committee					
Sr. No.	Name of the Member(s)	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Bobby Parikh	NE-ID	Chairperson	05-Mar-2015	-
2	Aditya Joshi	NE-NID	Member	10-Jul-2020	-
3	Naina Krishna Murthy	NE-ID	Member	05-Feb-2018	-
4	Hemant Kaul	NE-ID	Member	05-Feb-2018	-

Nomination and Remuneration Committee					
Sr. No.	Name of the Member(s)	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Hemant Kaul	NE-ID	Chairperson*	05-Feb-2018	-
2	Aditya Joshi	NE-NID	Member	10-Jul-2020	-
3	Bobby Parikh	NE-ID	Member#	05-Mar-2015	-

\* Mr. Hemant Kaul was appointed as the Chairman of the Nomination & Remuneration Committee on 10 July 2020.  
# Mr. Bobby Parikh was appointed as the 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 Member(s)	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Dhanpal Jhaveri	NE-NID	Chairperson	05-Feb-2018	-
2	Naina Krishna Murthy	NE-ID	Member	10-Jul-2020	-
3	Bobby Parikh	NE-ID	Member	05-Feb-2018	-
4	Munish Dayal	NE-NID	Member	17-Jun-2021	-
5	Deep Jaggi	ED	Member	11-Feb-2022	-

Risk Management Committee					
Sr. No.	Name of the Member(s)	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Hemant Kaul	NE-ID	Chairperson*	05-Feb-2018	-
2	Deep Jaggi	ED	Member	07-Jan-2022	-
3	Vibhor Kumar Talreja	NE-NID	Member	10-Jul-2020	-
4	Munish Dayal	NE-NID	Member	17-Jun-2021	-
5	Karthikeyan Srinivasan	CRO#	Member	27-May-2022	-
6	Kapish Jain	Group CFO#	Member	27-May-2022	-
7	Mohit Mairal	SVP#	Member	05-Nov-2020	27-May-2022

\*Mr. Hemant Kaul was appointed as the Chairman of the Risk Management Committee on 10 July 2020.  
#CRO means Chief Risk Officer, Group CFO means Group Chief Financial Officer, SVP means Senior Vice President.



Corporate Social Responsibility Committee					
Sr. No.	Name of the Member(s)	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Naina Krishna Murthy	NE-ID	Chairperson*	05-Feb-2018	-
2	Bobby Parikh	NE- ID	Member	10-Jul-2020	-
3	Dhanpal Jhaveri	NE-NID	Member	12-Nov-2014	-
4	Munish Dayal	NE-NID	Member	04-Feb-2021	-
5	Deep Jaggi	ED	Member	11-02-2022	-

\*Mrs. Naina Krishna Murthy was appointed as the 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	07-Jan-2022	-	-	Yes
2	11-Feb-2022	-	34	Yes
3	-	27-May-2022	104	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	11-Feb-2022	-	-	Yes
		31-Mar-2022	-	-	Yes
		-	14-Apr-2022	13	Yes
		-	06-May-2022	21	Yes
		-	27-May-2022	20	Yes
2	Nomination and remuneration Committee	07-Jan-2022	-	-	Yes
		11-Feb-2022	-	-	Yes
		-	27-May-2022	-	Yes
3	Risk Management Committee	11-Feb-2022	-	-	Yes
		-	27-May-2022	-	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
3	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 1000 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. 31 March 2022 was placed before the Board of Directors at their meeting held on 27 May 2022.

Name : Jitendra Bhati  
 Designation : Company Secretary & Compliance Officer

