

Corporate Governance Report of IndoStar Capital Finance Limited for the Quarter ended 31 December 2019 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 - 31 December 2019

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.	Dhanpal Jhaveri	C & NED	02-Sep-2010	-	-	-	1	0	2	1
Mr.	Alok Oberoi	NED	28-Apr-2011	-	-	-	1	0	0	0
Mr.	R. Sridhar	ED	18-Apr-2017	-	-	-	1	0	1	0
Mr.	Dinesh Kumar Mehrotra	ID	05-Feb-2018	-	-	23	2	2	6	0
Mr.	Bobby Parikh	ID	05-Mar-2015	-	-	58	2	2	6	4
Mr.	Hemant Kaul	ID	05-Feb-2018	-	-	23	3	3	3	1
Mrs.	Naina Krishna Murthy	ID	05-Feb-2018	-	-	23	1	1	1	0
Mr.	Shailesh Shirali	ED	26-Jun-2019	-	-	-	1	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. The Membership count includes the count in which the Director is a Chairman.



ii. Composition of Committees

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

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

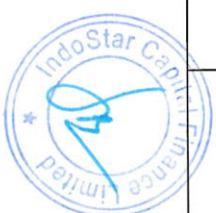
* Mr. Bobby Parikh was appointed as Chairman of the Nomination and Remuneration Committee on 5 May 2015.



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

Risk Management Committee					
Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Dinesh Kumar Mehrotra	ID	Chairperson	05-Feb-2018	
2	Hemant Kaul	ID	Member	05-Feb-2018	
3	R. Sridhar	ED	Member	05-Feb-2018	
4	Amol Joshi	Member	Member	08-Aug-2019	
5	Prashant Joshi	Member	Member	10-Aug-2018	

Corporate Social Responsibility Committee					
Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Dinesh Kumar Mehrotra	ID	Chairperson	05-Feb-2018	
2	Dhanpal Jhaveri	C & NED	Member	12-Nov-2014	
3	R. Sridhar	ED	Member	18-Apr-2017	
4	Naina Krishna Murthy	ID	Member	05-Feb-2018	



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)
1	08-Aug-2019		
2		07-Nov-2019	90

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	08-Aug-2019		90	Yes
			07-Nov-2019		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:

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

*Note:5a. This report will be submitted before the Board of Directors at the ensuing Board Meeting. The report for the previous quarter i.e. 30 September 2019 was placed before the Board of Directors at their meeting held on 07 November 2019.

