



Corporate Governance Report of IndoStar Capital Finance Limited for the Quarter ended 31 March 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-Mar-2019**

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/N on- Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	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	02018124	C & NED	02-Sep-2010	-	-	1	1	1
Mr.	Sameer Sain	01164185	NED	28-Apr-2011	-	-	1	1	0
Mr.	Alok Oberoi	01779655	NED	28-Apr-2011	-	-	1	0	0
Mr.	R. Sridhar	00136697	ED	18-Apr-2017	-	-	1	1	0
Mr.	Dinesh Kumar Mehrotra	00142711	ID	05-Feb-2018	-	60	4	5	1
Mr.	Hemant Kaul	00551588	ID	05-Feb-2018	-	60	3	3	1
Mr.	Bobby Parikh	00019437	ID	05-Mar-2015	-	60	3	4	3
Mrs.	Naina Krishna Murthy	01216114	ID	05-Feb-2018	-	60	1	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. Committee Memberships and Chairmanships are counted separately i.e. if a Director is a Chairman in a Committee, he is not shown as Member separately.



II. Composition of Committees

Audit Committee					
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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	

Stakeholders Relationship Committee					
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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					
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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	Pankaj Thapar	Member	Member	05-Feb-2018	
5	Prashant Joshi	Member	Member	10-Aug-2018	

Nomination and Remuneration Committee					
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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



III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
31-10-2018		
12-12-2018		41
	02-02-2019	51

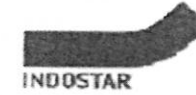
IV. Meeting of Committees				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	02-02-2019	Yes - 3	31-10-2018	93

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
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 100 listed entities) - **Not applicable**





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:

J.B.

Signature : 
Name : **Jitendra Bhati**
Designation : **Company Secretary & Compliance Officer**



*Note:

- a. This report will be submitted before the Board of Directors at the ensuing Board Meeting. The report for the previous quarter i.e. 31 December 2018 was placed before the Board of Directors at their meeting held on 2 February 2019.

ANNEXURE

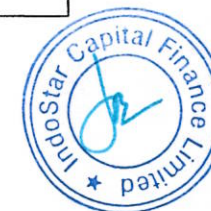
Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

Disclosure on website in terms of Listing Regulations		
I. Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes





Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes



III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied - Yes

by
o
Signature:



Name of Signatory: Jitendra Bhati

Designation: Company Secretary & Compliance Officer