



Corporate Governance Report of IndoStar Capital Finance Limited for the Half Year ended 30 September 2018 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. Half yearly - 30-Sep-2018

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/ Non-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	2	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	5	4	1
Mr.	Bobby Parikh	00019437	ID	05-Mar-2015		60	4	4	4
Mrs.	Naina Krishna Murthy	01216114	ID	05-Feb-2018		60	1	2	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.



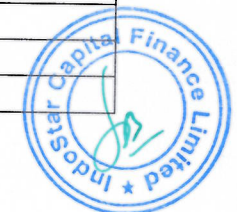
II. Composition of Committees

Audit Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Bobby Parikh	ID	Chairperson
2	Dhanpal Jhaveri	C & NED	Member
3	Hemant Kaul	ID	Member
4	Naina Krishna Murthy	ID	Member

Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Dhanpal Jhaveri	C & NED	Chairperson
2	R. Sridhar	ED	Member
3	Dinesh Kumar Mehrotra	ID	Member
4	Bobby Parikh	ID	Member

Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Dinesh Kumar Mehrotra	ID	Chairperson
2	Hemant Kaul	ID	Member
3	R. Sridhar	ED	Member
4	Pankaj Thapar	Member	Member
5	Prashant Joshi	Member	Member

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Bobby Parikh	ID	Chairperson
2	Alok Oberoi	NED	Member
3	Dhanpal Jhaveri	C & NED	Member
4	Hemant Kaul	ID	Member



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>
06-04-2018		
30-05-2018		53
	10-08-2018	71
	27-09-2018	47

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			06-Apr-2018	
Audit Committee	10-Aug-2018	3	30-May-2018	71

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:



VII. Annexure III to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

1. Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website - **Yes**
2. Presence of Chairperson of Audit Committee at the Annual General Meeting - **Yes**
3. Presence of Chairperson of the nomination and remuneration committee at the annual general meeting - **Yes**
4. Whether "Corporate Governance Report" disclosed in Annual Report - **Yes**

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., and hence point No. 5b i.e. "This report and / or the report submitted in the previous quarter has been placed before Board of Directors" is not applicable.
- b. Requirement of submitting Business Responsibility Report as part of Annual Report is not applicable to the Company.