

INDEPENDENT AUDITOR'S REPORT ON AUDIT OF ANNUAL STANDALONE FINANCIAL RESULTS AND REVIEW OF QUARTERLY FINANCIAL RESULTS
**TO THE BOARD OF DIRECTORS OF
INDOSTAR CAPITAL FINANCE LIMITED**
Qualified Opinion and Conclusion

We have (a) audited the Standalone Financial Results for the year ended 31 March, 2022 and (b) reviewed the Standalone Financial Results for the quarter ended 31 March, 2022 (refer 'Other Matter' section below), which were subject to limited review by us, both included in the accompanying "Statement of Standalone Financial Results for the quarter and year ended 31 March 2022" of **INDOSTAR CAPITAL FINANCE LIMITED** ("the Company"), ("the Statement"), being submitted by the Company pursuant to the requirements of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").

(a) Qualified Opinion on Annual Standalone Financial Results

In our opinion and to the best of our information and according to the explanations given to us, and except for the possible effects of the matters described in Basis for Qualified Opinion/ Conclusion section below, the Standalone Financial Results for the year ended 31 March, 2022:

- i. is presented in accordance with the requirements of Regulation 33, Regulation 52 and Regulation 54 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and
- ii. gives a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India of the net loss and total comprehensive loss and other financial information of the Company for the year then ended.

(b) Qualified Conclusion on Unaudited Standalone Financial Results for the quarter ended 31 March, 2022

With respect to the Standalone Financial Results for the quarter ended 31 March, 2022, based on our review conducted as stated in paragraph (b) of Auditor's Responsibilities section below, and except for the possible effects of the matters described in Basis for Qualified Opinion/ Conclusion section below nothing has come to our attention that causes us to believe that the Standalone Financial Results for the quarter ended 31 March, 2022, has not been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India and has not disclosed the information required to be disclosed in terms of Regulation 33, Regulation 52 and Regulation 54 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Basis for Qualified Opinion / Conclusion

1. As at 31 March, 2022, the gross loan balances relating to Commercial Vehicle (CV) loans and Small and Medium Enterprises (SME) loans are ₹ 448,399 lakhs and ₹ 153,484 lakhs respectively out of total gross loans of ₹ 760,755 lakhs. The impairment allowance of ₹ 111,659 lakhs as at 31 March, 2022 includes impairment allowance of ₹ 88,628 lakhs and ₹ 8,503 lakhs for CV and SME loans respectively. Further, the security receipts relating to CV loans and related impairment allowance are ₹ 41,281 lakhs and ₹ 18,217 lakhs respectively and the fair value of the financial guarantee relating to CV loans included within other financial liabilities is ₹ 2,993 lakhs as at 31 March, 2022.



As a result of control deficiencies in the CV and SME loans portfolio identified during the audit for the year ended 31 March, 2022, the Audit Committee of the Company, appointed an external agency to:

- (a) review existence of the borrowers for the CV and SME loans;
- (b) assess the quality and risks pertaining to the loan portfolio for CV and SME loans;
- (c) review of: (i) loan files for the period January 2022 to March 2022, (ii) operational risk management framework and (iii) internal control framework for the CV and SME loans.

Further, the Audit Committee has also appointed an external law firm to review the transactions pertaining to the CV and SME loans portfolio for (i) identifying the root cause of control deficiencies, (ii) evaluating the business rationale for transactions executed through deficient controls and (iii) examining documentation and interacting with identified employees / ex-employees to understand the transactions which were processed through deficient controls ("Conduct review").

As at the date of this Report, the external agency provided their report on matters relating to (a) to (c) above which was considered by the Company in recording an impairment allowance (net of recoveries) of ₹115,077 lakhs for the year ended 31 March, 2022 (includes ₹48,075 lakhs for CV loans, ₹782 lakhs for SME loans, ₹ 14,533 lakhs for investment in Security Receipts and ₹ 1,351 lakhs for changes in fair value of financial guarantee contracts and ₹ 57,764 lakhs was recorded for loan assets written off during the year).

As per information and explanations provided to us, the external law firm has not submitted their findings relating to the Conduct review stated above to the Audit Committee of the Company. Further, the Company has concluded that it is impracticable to determine the prior period-specific effects, if any, of the impairment allowance, loan assets written off and changes in fair value of financial guarantee contracts recorded during the quarter and year ended 31 March, 2022 in respect of account balances identified above and explained by the Company in Note 11 of the Statement. As a result, we are unable to determine whether (i) any adjustments are required for prior period(s) relating to the impairment recorded for the quarter and year ended 31 March, 2022 and (ii) whether any additional adjustments to the quarter and year ended March 31, 2022 and prior period(s) are required relating to the outcome of the conduct review for:

- i) the impairment allowance and therefore the carrying value of CV and SME loans;
- ii) the impairment allowance and therefore the carrying value of investment in security receipts relating to CV loans;
- iii) the fair value of financial guarantee contracts relating to CV portfolio;
- iv) interest income and fees and commission income relating to CV and SME loans for any consequential impact arising due to i) to iii) above;
- v) presentation and disclosures in the standalone financial statements arising due to consequential impact arising from i) to iv) above.

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in paragraph (a) of Auditor's Responsibilities section below. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Results for the year ended 31 March, 2022 under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our qualified audit opinion.

Material uncertainty related to Going Concern

As discussed in Note 12 of the Statement, the total liabilities exceed the total assets maturing within 12 months by ₹ 220,604 lakhs and for certain borrowings, the gross non-performing asset (GNPA) and/or net non-performing asset (NNPA) ratios have exceeded thresholds because of additional impairment allowance recorded during the year. These events or conditions, along with other matters as set forth in Note 12 of the Statement, indicate that a material uncertainty exists that may cast



significant doubt on the Company's ability to continue as a going concern. The standalone financial statements of the Company have been prepared on a going concern basis for the reasons stated in the said Note.

Our opinion on the Statement is not modified in respect of this matter.

Emphasis of Matters

1. We draw attention to Note 9 to the Statement which describes the effects of continuing uncertainty, if any, arising from COVID-19 pandemic on significant assumptions relating to the measurement of financial assets for the year ended 31 March, 2022.
2. We draw attention to note 13 to the Statement, the Company has exceeded the Single Borrower Limit / Group Borrower limit as at the year-end resulting into concentration of credit in terms of the Reserve Bank of India (RBI) Master Direction no. RBI/DNBR/2016-17/45 Master Direction DNBR.PD.008/ 03.10.119/2016-17 dated 1 September, 2016.

Our report is not modified in respect of these matters.

Management's Responsibilities for the Statement

This Statement which includes the Standalone Financial Results is the responsibility of the Company's Board of Directors and has been approved by them for the issuance. The Standalone Financial Results for the year ended 31 March, 2022 has been compiled from the related audited standalone financial statements. This responsibility includes the preparation and presentation of the Standalone Financial Results for the quarter and year ended 31 March, 2022 that give a true and fair view of the net loss and other comprehensive loss and other financial information in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33, Regulation 52 and Regulation 54 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Results that give a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Results, the Board of Directors are responsible for assessing the Company's ability, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities

(a) Audit of the Standalone Financial Results for the year ended 31 March, 2022

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Results for the year ended 31 March, 2022 as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Standalone Financial Results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:



- Identify and assess the risks of material misstatement of the Annual Standalone Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33, Regulation 52 and Regulation 54 of the Listing Regulations.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Annual Standalone Financial Results, including the disclosures, and whether the Annual Standalone Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the Annual Standalone Financial Results of the Company to express an opinion on the Annual Standalone Financial Results.

Materiality is the magnitude of misstatements in the Annual Standalone Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Annual Standalone Financial Results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Annual Standalone Financial Results.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

(b) Review of the Standalone Financial Results for the quarter ended 31 March, 2022

We conducted our review of the Standalone Financial Results for the quarter ended 31 March, 2022 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 ICAI. A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with SAs specified under section 143(10) of the Act and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.



Deloitte Haskins & Sells LLP

Other Matter

- The Statement includes the results for the quarter ended 31 March, 2022 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

Our report on the Statement is not modified in respect of this matter.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)



Neville M. Daruwalla
Partner
Membership No. 118784
(UDIN: 22118784AOKBMR4178)

Place: Mumbai
Date: August 5, 2022

STATEMENT OF STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31 MARCH 2022

(Rs. in Lakhs)

Sl. No.	Particulars	Quarter ended			Year ended	
		31 March 2022	31 December 2021	31 March 2021	31 March 2022	31 March 2021
		(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Audited)
1	Income					
	(a) Revenue from operations					
	Interest income	28,646	23,051	24,300	95,575	1,10,560
	Fees and commission income	88	1,470	551	3,847	3,143
	Net gain on fair value changes	173	495	1,585	2,310	4,803
	Gain on derecognition of financial instruments measured at amortised cost category	251	32	274	2,487	274
	Total revenue from operations	29,158	25,048	26,710	1,04,219	1,18,780
	(b) Other income	28	1,037	14	1,136	547
	Total income (a+b)	29,186	26,085	26,724	1,05,355	1,19,327
2	Expenses					
	(a) Finance costs	12,898	11,916	15,373	51,431	69,225
	(b) Impairment on financial instruments	1,03,168	4,170	37,698	1,15,077	45,241
	(c) Employee benefits expenses	3,204	5,300	3,561	17,627	15,563
	(d) Depreciation and amortisation expense	904	881	791	3,382	3,149
	(e) Other expenses	2,837	2,860	3,193	11,923	11,860
	Total expenses (a+b+c+d+e)	1,23,011	25,127	60,616	1,99,440	1,45,038
3	Profit/(loss) before tax (1-2)	(93,825)	958	(33,892)	(94,085)	(25,711)
4	Tax expenses					
	Current tax	-	-	-	-	-
	Tax of earlier years	-	-	457	-	457
	Deferred tax	(17,100)	240	(3,176)	(17,166)	(2,021)
	Tax expenses	(17,100)	240	(2,719)	(17,166)	(1,564)
5	Profit/(loss) after tax (3-4)	(76,725)	718	(31,173)	(76,919)	(24,147)
6	Other comprehensive income, net of tax					
	(a) Items that will not be reclassified to profit or loss					
	- Remeasurements of the defined benefit plans	22	35	32	56	8
	- Income tax relating to items that will not be reclassified to profit or loss	(5)	(9)	(8)	(14)	(2)
	Subtotal (a)	17	26	24	42	6
	(b) Items that will be reclassified to profit or loss					
	- Debt instruments through other comprehensive income	28	(124)	(7)	7	(7)
	- Income tax relating to items that will be reclassified to profit or loss	(7)	31	2	(2)	2
	Subtotal (b)	21	(93)	(5)	5	(5)
	Total other comprehensive income (a+b)	38	(67)	19	47	1
7	Total comprehensive Income (5+6)	(76,687)	651	(31,154)	(76,872)	(24,146)
8	Paid up equity share capital (Face value of Rs. 10)	13,608	15,608	12,373	13,608	12,373
9	Preference share capital (Face value of Rs. 10) (refer note 8)	-	-	1,207	-	1,207
10	Other equity	-	-	-	2,74,194	3,54,317
11	Earnings per share (* not annualised)					
	Basic (Rs.)	*(56.38)	*0.08	*(26.00)	(62.06)	(23.14)
	Diluted (Rs.)	*(56.38)	*0.08	*(26.00)	(62.06)	(23.14)

Notes

1 Statement of Assets and Liabilities:

(Rs. in Lakhs)

Particulars	As at	
	31 March 2022	31 March 2021
	(Audited)	(Audited)
I. ASSETS		
Financial assets		
Cash and cash equivalents	7,180	26,862
Bank balances other than cash and cash equivalents	38,868	23,836
Loans	6,49,097	6,69,246
Investments	97,713	1,78,849
Other financial assets	8,957	12,224
Non-financial assets		
Current tax assets (net)	6,637	11,825
Deferred tax assets (net)	31,669	14,519
Property, plant and equipment	6,938	5,921
Assets held for sale	1,300	1,609
Goodwill	30,019	30,019
Intangible assets	1,104	348
Other non-financial assets	2,945	3,472
TOTAL ASSETS	8,82,427	9,78,730



STATEMENT OF STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31 MARCH 2022

Particulars	(Rs. in Lakhs)	
	As at	
	31 March 2022 (Audited)	31 March 2021 (Audited)
II. LIABILITIES AND EQUITY		
LIABILITIES		
Financial liabilities		
Trade payables		
(i) total outstanding to micro enterprises and small enterprises	30	8
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	239	420
Debt securities	1,97,794	2,01,276
Borrowings (other than debt securities)	3,50,505	3,74,791
Other financial liabilities	44,874	33,032
Non-financial liabilities		
Provisions	612	698
Other non-financial liabilities	571	608
Equity		
Equity share capital	13,608	12,373
Preference share capital	-	1,207
Other equity	2,74,194	3,54,317
TOTAL LIABILITIES AND EQUITY	8,82,427	9,78,730

2 Statement of Cash Flows:

Particulars	(Rs. in Lakhs)	
	For the year ended 31 March 2022 (Audited)	For the year ended 31 March 2021 (Audited)
	Cash Flow from Operating Activities	
Profit/(loss) before tax	(94,085)	(25,711)
Adjustments for :		
Interest income on financial assets	(95,575)	(1,10,560)
Finance costs	51,431	69,225
Depreciation and amortisation expense	3,382	3,149
Loss on sale of property plant and equipment	32	614
Provisions for expected credit loss	1,15,077	45,241
Impairment allowance on assets held for sale	-	109
Provision for gratuity and leave encashment	193	50
Employee share based payment expense	1,956	878
Net gain on fair value changes	(2,310)	(4,803)
Gain on derecognition of financial instruments measured at amortised cost category	(2,487)	(274)
	(22,386)	(22,082)
Interest income realised on financial assets	91,044	1,13,138
Finance costs paid	(56,184)	(65,113)
Cash generated from operating activities before working capital changes	12,474	25,943
Adjustments:		
(Increase)/Decrease in loans and advances	(1,37,883)	72,807
(Increase)/Decrease in other financial assets	3,475	21,154
(Increase)/Decrease in other non-financial assets	850	679
Increase/(Decrease) in trade payable	(159)	(529)
Increase/(Decrease) in other financial liabilities	6,047	5,300
Increase/(Decrease) in other non-financial liabilities	(37)	147
Cash (used in)/generated from operating activities	(1,15,233)	1,25,501
Taxes paid	5,188	882
Net cash (used in)/generated operating activities (A)	(1,10,045)	1,26,383
Cash flows from investing activities		
Purchase of property, plant and equipment	(2,226)	(681)
Sale of property, plant and equipment	11	645
Purchase of intangible assets	(1,155)	(243)
Proceeds/(Investment) in bank deposits of maturity greater than 3 months (net)	(15,032)	13,833
(Acquisition)/redemption of investments measured at FVTPL (net)	1,00,108	(99,460)
(Acquisition)/redemption of investments measured at FVOCI (net)	12,673	(12,640)
(Acquisition)/redemption of investments measured at amortised cost (net)	25,273	-
Net cash (used in)/generated from investing activities (B)	1,19,652	(98,546)
Cash Flow from Financing Activities		
Proceeds from issue of equity shares (including securities premium and net off share issue expenses)	639	1,22,213
Proceeds from bank borrowings	1,50,626	82,939
Repayments towards bank borrowings	(1,75,553)	(2,08,267)
Proceeds from issuance of Non-Convertible Debentures	74,590	55,000
Repayments towards Non-Convertible Debentures	(1,04,580)	(78,500)
Proceeds from/(repayments towards) Commercial Papers (net)	32,212	12,312
Payment of lease liabilities	(1,374)	(1,376)
Dividend paid on Compulsorily Convertible Preference Shares	(5,849)	-
Net cash (used in)/generated from financing activities (C)	(29,289)	(15,679)
Net Increase/(decrease) in cash and cash equivalents (A) + (B) + (C)	(19,682)	12,158



STATEMENT OF STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31 MARCH 2022

Particulars	(Rs. in Lakhs)	
	For the year ended 31 March 2022 (Audited)	For the year ended 31 March 2021 (Audited)
Cash and Cash Equivalents at the beginning of the year	26,862	14,704
Cash and Cash Equivalents at the end of the year	7,180	26,862
Reconciliation of cash and cash equivalents		
Cash on hand	390	460
Balances with banks		
- in current accounts	6,786	10,325
Deposits with original maturity of less than three months	4	16,077
Total	7,180	26,862

- 3 The standalone financial results of IndoStar Capital Finance Limited ("ICFL" or "the Company") for the quarter and year ended 31 March 2022 have been reviewed by the Audit Committee and subsequently approved at the meeting of the Board of Directors held on 5 August 2022.
- 4 The Company during the quarter and year ended 31 March 2022 has allotted Nil and 280,000 equity shares of Rs. 10 each fully paid respectively, on exercise of stock options by employees, in accordance with the Company's Employee Stock Option Schemes.
- 5 The Company has provided segmental information as per Ind AS 108 - Operating Segments in the consolidated financial results.
- 6 The Secured Listed Non-Convertible Debentures of the Company as on 31 March 2022 are secured by first pari-passu charge on freehold land owned by the Company and/or standard receivables and / or cash / cash equivalent and / or such other asset as mentioned in the respective offer documents. The total asset cover required for listed non convertible debentures has been maintained as per the terms and conditions stated in the respective offer documents.
- 7 Disclosure pursuant to RBI Notification - RBI/DOR/2021-22/86/DOR.STR.REC.51/21.04.048/2021-22 dated 24 September 2021 on "Transfer of Loan Exposures" are given below:
 - (a) Details of stressed loans transferred during the year ended 31 March 2022

Description	(Rs. in Lakhs)	
	To Asset Reconstruction Companies (ARC)	
	NPA	SMA
Number of accounts	2582	9122
Aggregate principal outstanding of loans transferred	12,547	43,553
Weighted average residual tenor of the loans transferred (in month)	31	37
Net book value of loans transferred (at the time of transfer)	4,910	37,890
Aggregate consideration	11,021	38,279
Additional consideration realized in respect of accounts transferred in earlier years	-	2,196

In addition to above, the Company has transferred loans which were written off amounting to Rs. 11,184 Lakhs in previous years.

(b) Details of loans acquired during the year ended 31 March 2022:

Description	(Rs. in Lakhs)	
	From lenders listed in Clause 3	
	NPA	SMA
Aggregate principal outstanding of loans acquired	-	22,953
Aggregate consideration paid	-	22,953
Weighted average residual tenor of the loans acquired (in month)	-	43
* Of above Rs 18,268 lakhs pertains to balance transfer.		

- 8 The Board of Directors of the Company at their meeting held on 17 June 2021 approved payment of dividend to BCP V Multiple Holdings Pte. Ltd. (Holding Company) due on 1,20,68,966 Compulsorily Convertible Preference Shares of face value Rs. 10 each allotted on 27 May 2020 (CCPS), at rate of 10% p.a. calculated on the issue price (Rs. 290 per CCPS) amounting to Rs. 3,888.89 lakhs (dividend - Rs. 3,500.00 lakhs and withholding tax - Rs. 388.89 lakhs) for the period from 27 May 2020 to 26 May 2021, pursuant to terms approved by the Shareholders of the Company and fixed the Record Date for the purpose of determining entitlement of CCPS holders for payment of said dividend as Thursday, 17 June 2021.

The Board of Directors of the Company vide resolution dated 26 November 2021 approved the following:

- i. Payment of dividend due to BCP V Multiple Holdings Pte. Ltd. (Holding Company) on 1,20,68,966 Compulsorily Convertible Preference Shares (CCPS), at rate of 10% p.a. calculated on the issue price of Rs. 290 per CCPS amounting to Rs. 1,960.42 lakhs (dividend - Rs. 1,764.38 lakhs and withholding tax - Rs. 196.04 lakhs), for the period 27 May 2021 to 26 November 2021 (i.e. till the date of conversion), pursuant to the terms approved by the Shareholders of the Company and fixed the Record Date for the purpose of determining entitlement of CCPS holder(s) for payment of said dividend as Friday, 26 November 2021.
- ii. Allotment of 1,20,68,966 Equity Shares of the Company to BCP V Multiple Holdings Pte. Ltd., pursuant to conversion of 1,20,68,966 CCPS into equity shares of the Company in the agreed conversion ratio of 1:1.

- 9 Estimation of uncertainty relating to COVID-19 global health pandemic:

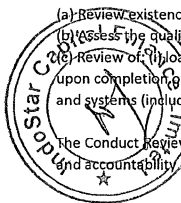
In assessing the recoverability of loans, receivables, goodwill and investments, the Company has considered internal and external sources of information upto the date of approval of these financial statements. The Company has performed stress testing on the assumptions used and based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The Company has developed estimates and applied management overlays for the purpose of determination of the provision for impairment of financial assets.

The financial statements, includes the potential impact of the COVID-19 pandemic on the Company's financial results which are dependent on future developments, which are highly uncertain, including, among other things, any new information concerning the severity of the COVID-19 pandemic and any action to contain its spread or mitigate its impact whether Government mandated or elected by the Company and its subsequent impact on the recoverability's on the Company's assets.

The Company has, based on current available information and based on the policy approved by the Board, determined the provision for impairment of financial assets including the additional overlay for uncertainty over the potential macro-economic impact of the pandemic. Based on the current indicators of future economic conditions, the Company considers this provision to be adequate and expects to recover the carrying amount of these financial assets. Given the uncertainty over the potential macro-economic condition, the impact of the global health pandemic may be different from that estimated as at the date of approval of these financial results and the Company will continue to closely monitor any material changes to future economic conditions.

- 10 Pursuant to certain observations and control deficiencies identified during the course of the statutory audit of the annual financial statements of the Company, the Audit Committee of the Company had approved the appointment of an independent external agency for conducting a review of the policies, procedures and practices of the Company relating to the sanctioning, disbursement and collection of the commercial vehicle loan portfolio and SME loans along with assessing the adequacy of the expected credit loss allowance ("Loan Portfolio Review"). The above review included:

- (a) Review existence of the borrowers of the CV and SME loans;
 - (b) Assess the quality and risks pertaining to the loan portfolio for CV and SME loans;
 - (c) Review of the loan files for the period January 2022 to March 2022, (ii) operational risk management framework and (iii) internal control framework for the CV and SME loans and upon completion of (a), (b) and (c), the Audit Committee has also additionally initiated a review for undertaking root cause analysis of deviations to policies and gaps in the internal financial control and systems (including of control gap/control override and individuals involved) and has appointed an external law firm along with an external agency in this regard ("Conduct Review").
- The Conduct Review is ongoing and is expected to be completed by September 2022. Upon receipt of findings of the aforementioned Conduct Review, the Company shall take appropriate remedial measures and accountability measures.



INDOSTAR CAPITAL FINANCE LIMITED

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STATEMENT OF STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31 MARCH 2022

- 11 The Company has concluded that it is impracticable to determine the prior period – specific effects, if any, of the impairment allowance, loan assets written off and changes in fair value of financial guarantee contracts recorded during the year in respect of loan assets, investment in security receipts and impairment thereon because significant judgements have been applied in determining the staging of the loan assets and the related impairment allowance for events and conditions which existed as on 31 March 22 and the Company believes it is not practicable to apply the same judgement without hindsight for the prior period(s).
- 12 **Material uncertainty relating to Going Concern:**
The Company has incurred losses during the previous year and continued to incur losses during the current year as a result of impairment allowance recorded on its loan portfolio, due to COVID-19 pandemic and the resultant deterioration and defaults in its loan portfolio. As a result, as at 31 March 2022, the Company exceeded the threshold specified for gross non-performing asset (GNPA) and/or net non-performing asset (NNPA) ratios for certain borrowing arrangements. Additionally certain borrowing arrangements have overriding clause to terminate, reduce, suspend or cancel the facility in future, at the absolute discretion of the lender. Due to this, the total liabilities exceed the total assets maturing within twelve months by Rs. 220,604 lakhs as at 31 March 2022.
- While some of the lenders have option to terminate, reduce, suspend or cancel the facility in future the Management expects that lenders, based on customary business practice, may increase the interest rates relating to these borrowing arrangements which is expected to continue till the time GNPA / NNPA ratio exceed thresholds.
- The Company has an established track record of accessing diversified sources of finance. However, there can be no assurance of success of management's plans to access additional sources of finance to the extent required, on terms acceptable to the Company, and to raise these amounts in a timely manner. This represents a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.
- Management's Plan to address the Going Concern uncertainty: Subsequent to the year-end and till the adoption of these financial results, the Company has raised incremental financing of Rs. 117,000 lakhs from banks and financial institutions based on support from the promoters of the Company. As at 31 March 2022, the Company is in compliance with the required capital adequacy ratios and has cash and cash equivalents aggregating Rs. 7,180 lakhs, liquid investments aggregating Rs. 29,403 lakhs and has pool of loan assets eligible for securitization in the event the lenders recall the borrowing arrangements. As at the date of adoption of these financial results, none of the lenders have recalled their borrowings. Further, after due approvals by the Board of Directors of the Company, Management may also plan to raise additional financing through monetization of a portion of its holding in its 100% subsidiary IndoStar Home Finance Private Limited. Accordingly, the Management considers it appropriate to prepare these financial statements/results on a going concern basis and that the Company will be able to pay its dues as they fall due and realise its assets in the normal course of business.
- 13 Loans outstanding amounting to Rs. 59,410.82 lakhs given to 2 borrowers exceeds the prescribed Single Borrower (1 borrower) and Group Borrower (1 Group) limits computed on the basis of Owned Funds as at 31 March 2022. These loans were sanctioned in the preceding financial years and there was no breach of SBL/GBL at the time of sanction/disbursement.
- 14 The figures for the last quarter of the current year and of the previous year are the balancing figures between audited figures in respect of the full financial year and the published year-to-date unaudited figures upto third quarter of the respective financial years.
- 15 Figures for the previous periods / year have been regrouped, and / or reclassified wherever considered necessary to make them comparable to the current periods / year presentation.

Place: Mumbai
Date: 5 August 2022



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

Deep Jaggi
Deep Jaggi
Chief Executive Officer
DIN: 09412860