

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2018
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. Registration and other Details:

CIN	*L65100MH2009PLC268160
Registration Date	July 21, 2009
Name of the Company	IndoStar Capital Finance Limited
Category / Sub-Category of the Company	Public Company Limited by shares, Non-Government Company
Address of the Registered Office and contact details	One Indiabulls Center, 20 th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400013 Telephone: +91 22 43157000 Fax: +91 22 43157010 Email id: investor.relations@indostarcapital.com
Whether listed company (Yes / No)	Yes (Non-Convertible Debentures listed on the BSE Limited) Equity Shares of the Company were listed on the BSE Limited and the National Stock Exchange of India Limited with effect from May 21, 2018.
Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited C 101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai - 400083 Telephone: +91 22 49186270 Fax: +91 22 49186060 Email id: rnt.helpdesk@linkintime.co.in

**As on March 31, 2018, the CIN of the Company was U65100MH2009PLC268160. However, upon listing of the equity shares of the Company, the CIN was changed to L65100MH2009PLC268160.*

II. Principal Business Activities of the Company

All the business activities contributing 10% or more of the total turnover of the Company are given below:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Non-Banking Financial Company engaged in lending and allied activities	649	100%

III. Particulars of Holding, Subsidiary and Associate Companies

Sr. No	Name and address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1.	Indostar Capital 3 rd Floor, Standard Chartered Tower, Bank Street, 19 Cybercity, Ebene 72201, Mauritius	098649 C1/GBL	Holding Company	90.37%	Section 2(46)
2.	IndoStar Asset Advisory Private Limited One Indiabulls Center, 20 th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai - 400013	U67100MH2013PTC240676	Subsidiary Company	100%	Section 2(87)(ii)
3.	IndoStar Home Finance Private Limited One Indiabulls Center, 20 th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai - 400013	U65990MH2016PTC271587	Subsidiary Company	100%	Section 2(87)(ii)

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters and Promoter Group									
1) Indian									
a) Individual/HUF	--	--	--	--	--	--	--	--	--
b) Central Government	--	--	--	--	--	--	--	--	--
c) State Govt (s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	--	--	--	--	--	--	--	--	--
e) Banks/FI	--	--	--	--	--	--	--	--	--
f) Any Other	--	--	--	--	--	--	--	--	--
Sub-total (A) (1) :-	--	--	--	--	--	--	--	--	--
2) Foreign									
a) NRIs – Individuals	--	--	--	--	--	--	--	--	--
b) Other – Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	7,22,37,635	--	7,22,37,635	92.19	7,22,37,635	--	7,22,37,635	91.81	(0.38)
d) Banks / FI	--	--	--	--	--	--	--	--	--
e) Any Other	--	--	--	--	--	--	--	--	--
Sub-total (A) (2):-	7,22,37,635	--	7,22,37,635	92.19	7,22,37,635	--	7,22,37,635	91.81	(0.38)
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	7,22,37,635	--	7,22,37,635	92.19	7,22,37,635	--	7,22,37,635	91.81	(0.38)
B. Public shareholding									
1. Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--
c) Central Government	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
Sub-total (B)(1):-	--	--	--	--	--	--	--	--	--
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	--	--	--	--	--	--	--	--	--
ii) Overseas	--	22,65,000	22,65,000	2.89	--	22,65,000	22,65,000	2.88	(0.01)
b) Individuals									
i) Individual shareholders holding nominal share capital upto	580	9,070	9,650	0.01	580	9,070	9,650	0.01	--

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
₹ 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	19,33,600	19,15,914	38,49,514	4.91	35,45,671	6,21,303	41,66,974	5.30	0.39
c) Others	--	--	--	--	--	--	--	--	--
Sub-total (B)(2):-	19,34,180	41,89,984	61,24,164	7.81	35,46,251	28,95,373	64,41,624	8.19	0.38
Total Public Shareholding (B)=(B)(1)+(B)(2)	19,34,180	41,89,984	61,24,164	7.81	35,46,251	28,95,373	64,41,624	8.19	0.38
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	7,41,71,815	41,89,984	7,83,61,799	100.00	7,57,83,886	28,95,373	7,86,79,259	100.00	--

ii) Shareholding of Promoters and Promoter Group:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Indostar Capital	7,11,02,635	90.74	0	7,11,02,635	90.37	0	(0.37)
2	Everstone Capital Partners II LLC (Promoter Group)	11,35,000	1.45	0	11,35,000	1.44	0	(0.01)
	Total	7,22,37,635	92.19	0	7,22,37,635	91.81	0	(0.38)

iii) Change in Promoters and Promoter Group's Shareholding:

Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
Indostar Capital	At the beginning of the year	7,11,02,635	90.74	7,11,02,635	90.74
	Date wise Increase / Decrease in Shareholding during the year	No sale or purchase of equity shares during the year			
	At the end of the year	7,11,02,635	90.37 [^]	7,11,02,635	90.37

Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
Everstone Capital Partners II LLC (Promoter Group)	At the beginning of the year	11,35,000	1.45	11,35,000	1.45
	Date wise Increase / Decrease in Shareholding during the year	No sale or purchase of equity shares during the year			
	At the end of the year	11,35,000	1.44 [^]	11,35,000	1.44

[^] Due to issue and allotment of 3,17,460 equity shares during the year under review, the percentage of equity shares held to total equity shares of the Company as at the end of the year under review, will not match with the respective percentage of the equity shares held to total equity shares of the Company at the beginning of the year.

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters, Promoter Group and Holders of GDRs and ADRs):

Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
Mission Street Pte. Limited	At the beginning of the year	22,65,000	2.89	22,65,000	2.89
	Date wise Increase / Decrease in Shareholding during the year	No sale or purchase of equity shares during the year			
	At the end of the year	22,65,000	2.88 [^]	22,65,000	2.88
Ms. Laxmi Shivanand Mankekar, jointly with Mr. Shivanand Shankar Mankekar, jointly with Mr. Kedar Shivanand Mankekar	At the beginning of the year	16,66,600	2.13	16,66,600	2.13
	Date wise Increase / Decrease in Shareholding during the year	No sale or purchase of equity shares during the year			
	At the end of the year	16,66,600	2.12 [^]	16,66,600	2.12
Mr. Sandeep Baid	At the beginning of the year	7,50,000	0.96	7,50,000	0.96
	Date wise Increase / Decrease in Shareholding during the year	No sale or purchase of equity shares during the year			
	At the end of the year	7,50,000	0.95 [^]	7,50,000	0.95
*Mr. Vimal Bhandari	At the beginning of the year	4,31,458	0.55	4,31,458	0.55
	Date wise Increase / Decrease in Shareholding during the year	No sale or purchase of equity shares during the year			
	At the end of the year	4,31,458	0.55 [^]	4,31,458	0.55
Mr. Prashant Joshi	At the beginning of the year	2,70,000	0.34	2,70,000	0.34
	Date wise Increase / Decrease in Shareholding during the year	No sale or purchase of equity shares during the year			
	At the end of the year	2,70,000	0.34 [^]	2,70,000	0.34
®Mr. Shailesh Shirali	At the beginning of the year	2,63,615	0.34	2,63,615	0.34
	Date wise Increase / Decrease in Shareholding during the year	No sale or purchase of equity shares during the year			
	At the end of the year	2,63,615	0.34 [^]	2,63,615	0.34

Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
Mr. Saurabh Agarwal, jointly with Mr. Sandeep Baid	At the beginning of the year	1,40,000	0.18	1,40,000	0.18
	Date wise Increase / Decrease in Shareholding during the year	No sale or purchase of equity shares during the year			
	At the end of the year	1,40,000	0.18 [^]	1,40,000	0.18
Mr. Vivek Agarwall	At the beginning of the year	1,18,741	0.15	1,18,741	0.15
	Date wise Increase / Decrease in Shareholding during the year	No sale or purchase of equity shares during the year			
	At the end of the year	1,18,741	0.15 [^]	1,18,741	0.15
Mr. Manoj Ajmera, jointly with Mr. Bandish Ajmera, jointly with Mr. Sandeep Baid	At the beginning of the year	80,000	0.10	80,000	0.10
	Date wise Increase / Decrease in Shareholding during the year	No sale or purchase of equity shares during the year			
	At the end of the year	80,000	0.10 [^]	80,000	0.10
Mr. Jayant Gunjal	At the beginning of the year	48,257	0.06	48,257	0.06
	Date wise Increase / Decrease in Shareholding during the year	No sale or purchase of equity shares during the year			
	At the end of the year	48,257	0.06 [^]	48,257	0.06
Ms. Suman Gandhi, jointly with Mr. Omprakash Gandhi, jointly with Mr. Sandeep Baid	At the beginning of the year	47,000	0.06	47,000	0.06
	Date wise Increase / Decrease in Shareholding during the year	No sale or purchase of equity shares during the year			
	At the end of the year	47,000	0.06 [^]	47,000	0.06
Mr. Pankaj Thapar	At the beginning of the year	33,843	0.04	33,843	0.04
	Date wise Increase / Decrease in Shareholding during the year	No sale or purchase of equity shares during the year			
	At the end of the year	33,843	0.04 [^]	33,843	0.04

*Mr. Vimal Bhandari resigned as a Non-Executive Director from January 11, 2018.

®Mr. Shailesh Shirali resigned as a Whole-Time Director from January 29, 2018.

[^]Due to issue and allotment of 3,17,460 equity shares during the year under review the percentage of equity shares held to total equity shares of the Company as at the end of the year under review, will not match with the respective percentage of the equity shares held to total equity shares of the Company at the beginning of the year.

v) Shareholding of Directors and Key Managerial Personnel:

Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
Mr. R. Sridhar (Executive Vice - Chairman & CEO)	At the beginning of the year	0	-	0	-
	Purchase during the year - May 8, 2017	3,17,460	0.40	3,17,460	0.40
	At the end of the year	3,17,460	0.40	3,17,460	0.40

Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
*Mr. Sailesh Shirali (Whole-Time Director)	At the beginning of the year	2,63,615	0.34	2,63,615	0.34
	Date wise Increase / Decrease in Shareholding during the year	No sale or purchase of equity shares during the year			
	At the end of the year	2,63,615	0.34 [^]	2,63,615	0.34
@Mr. Vimal Bhandari (Non-Executive Director)	At the beginning of the year	4,31,458	0.55	4,31,458	0.55
	Date wise Increase / Decrease in Shareholding during the year	No sale or purchase of equity shares during the year			
	At the end of the year	4,31,458	0.55 [^]	4,31,458	0.55
Mr. Pankaj Thapar (Chief Financial Officer)	At the beginning of the year	33,843	0.04	33,843	0.04
	Date wise Increase / Decrease in Shareholding during the year	No sale or purchase of equity shares during the year			
	At the end of the year	33,843	0.04 [^]	33,843	0.04
Mr. Jitendra Bhati (Company Secretary)	At the beginning of the year	10	0.00	10	0.00
	Date wise Increase / Decrease in Shareholding during the year	No sale or purchase of equity shares during the year			
	At the end of the year	10	0.00 [^]	10	0.00

*Mr. Sailesh Shirali resigned as a Whole-Time Director from January 29, 2018.

@Mr. Vimal Bhandari resigned as Non-Executive Director from January 11, 2018.

Note:

(i) Mr. Dhanpal Jhaveri, Mr. Sameer Sain, Mr. Alok Oberoi and Mr. Bobby Parikh, Directors of the Company, did not hold any shares at the beginning and at the end of the year under review.

(ii) Mr. L. Brooks Entwistle, Mr. Deepak Shahdadpuri, Ms. Shweta Bhatia, Mr. Ravi Narain, Mr. D. Sivanandhan and Mr. Eric Stuart Schwartz, Directors of the Company who resigned during the year under review, did not hold any shares at the beginning of the year under review and at their respective date of resignation.

(iii) Mr. Dinesh Kumar Mehrotra, Mr. Hemant Kaul and Ms. Naina Krishna Murthy, appointed as Directors of the Company from February 5, 2018, did not hold any shares at the time of their appointment and at the end of the year under review.

V. Indebtedness

Indebtedness of the Company including interest outstanding / accrued but not due for payment

(₹ in lacs)

	Secured Loans excluding Deposits	*Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	2,68,149.11	70,500.00	0	338,649.11
(ii) Interest due but not paid	0	0	0	0
(iii) Interest accrued but not due	7,615.03	0	0	7,615.03
Total (i+ii+iii)	2,75,764.14	70,500.00	0	3,46,264.14
Change in Indebtedness during the financial year				
• Addition	1,83,018.93	1,02,838.36	0	2,85,857.29
• Reduction	(1,05,250.98)	(36,000.00)	0	(1,41,250.98)
Net Change	77,767.96	66,838.36	0	1,44,606.32

Indebtedness at the end of the financial year				
(i) Principal Amount	3,47,464.37	1,37,338.36	0	4,84,802.73
(ii) Interest due but not paid	0	0	0	0
(iii) Interest accrued but not due	6,067.73	0	0	6,067.73
Total (i+ii+iii)	3,53,532.10	1,37,338.36	0	4,90,870.46

* includes Commercial Paper

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director and Whole-time Director:

(₹ in lacs)

Sr. No.	Particulars of Remuneration	Name of MD / WTD			Total Amount
		Mr. R. Sridhar (Executive Vice-Chairman & CEO)	@Mr. Shailesh Shirali (WTD)	*Mr. Vimal Bhandari (MD and CEO)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	326.43	471.76	35.31	833.50
	(b) Value of perquisites under section 17(2) of the Income-tax Act, 1961	0.17	--	--	0.17
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	--	--	--	--
2	Stock Option	--	--	--	--
3	Sweat Equity	--	--	--	--
4	Commission - as % of profit - others, specify	--	--	--	--
5	Others (Reimbursements)	2.83	--	0.01	2.84
	Total (A)	329.43	471.76	35.32	836.51
	Ceiling as per the Companies Act, 2013	₹ 3,608.99 lacs as on financial year ended March 31, 2018 (Being 10% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013)			

@Mr. Shailesh Shirali resigned as Whole-Time Director from January 29, 2018.

*Mr. Vimal Bhandari resigned as Managing Director & CEO from April 18, 2017.

B. Remuneration to other Directors:
Independent Directors

(₹ in lacs)

Particulars of Remuneration	Name of Directors							Total Amount
	Mr. Bobby Parikh	*Mr. Ravi Narain	*Mr. Eric Stuart Schwartz	*Mr. D. Sivanandhan	*Mr. Dinesh Kumar Mehrotra	*Mr. Hemant Kaul	*Ms. Naina Krishna Murthy	
Fee for attending board/committee meetings	@6.55	6.05	1.00	4.55	1.00	1.00	1.00	21.15
#Commission	10.00	7.50	7.50	7.50	2.50	2.50	2.50	40.00
Others, please specify	--	--	--	--	--	--	--	--
Total (1)	16.55	13.55	8.50	12.05	3.50	3.50	3.50	61.15

*Note:
Mr. Ravi Narain resigned as Non-Executive Independent Director from January 10, 2018.
Mr. Eric Stuart Schwartz and Mr. D. Sivanandhan resigned as Non-Executive Independent Director(s) from February 5, 2018, respectively.
Mr. Dinesh Kumar Mehrotra, Mr. Hemant Kaul and Ms. Naina Krishna Murthy were appointed as Non-Executive Independent Director(s) from February 5, 2018, respectively.

@Sitting Fee of ₹ 0.25 lacs for the meeting attended in financial year 2017-18 was paid in financial year 2018-19.

#Commission for the financial year 2017-18 paid during the financial year 2018-19.

Other Non-Executive Directors

(₹ in lacs)

Particulars of Remuneration	Name of Directors						Total Amount
	Mr. Dhanpal Jhaveri	Mr. Sameer Sain	Mr. Alok Oberoi	*Mr. L. Brooks Entwistle	*Mr. Deepak Shahdadpuri	*Ms. Shweta Bhatia	
Fee for attending board /committee meetings	--	--	--	--	--	--	--
Commission	--	--	--	--	--	--	--
Others, please specify	--	--	--	--	--	--	--
Total (2)	--	--	--	--	--	--	--
Total (B)=(1+2)							61.15
Ceiling as per the Act	₹ 360.90 lacs as on financial year ended March 31, 2018 (Being 1% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013)						
Total Managerial Remuneration (A+B)							897.66
Overall Ceiling as per the Companies Act, 2013	₹ 3,969.89 lacs as on financial year ended March 31, 2018 (Being 11% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013)						

*Note:
Mr. L. Brooks Entwistle and Mr. Deepak Shahdadpuri resigned as Non-Executive Director(s) from January 29, 2018, respectively.
Ms. Shweta Bhatia resigned as Non-Executive Director from February 5, 2018.

C. Remuneration to Key Managerial Personnel other than MD / WTD

(₹ in lacs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Pankaj Thapar (CFO)	Jitendra Bhati (CS)	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites under section 17(2) of the Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	264.10	98.46	362.56
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission - as % of profit - others, specify	--	--	--
5	Others (Reimbursements)	0.47	0.46	0.93
	Total Amount	264.57	98.92	363.49

VII. Penalties / Punishment / Compounding of Offences:

Type	Section of the Companies Act, 2013	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD / NCLT / COURT)	Appeal made, if any
A. COMPANY					
Penalty			Nil		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			Nil		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			Nil		
Punishment					
Compounding					