

Corporate Governance Report of IndoStar Capital Finance Limited for the Quarter ended 31 December 2022 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 2022

i. Composition of Board of Director

Title (Mr./Mrs.)	Name of the Director	Category (Chairperson /Executive /Non-Executive/ Independent / Nominee)	Whether the Director is disqualified?	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 (Refer Regulation 17A of Listing Regulations)	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 (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Bobby Parikh	C & NE-ID	No	05-Mar-2015	05-Mar-2020	-	94	3	3	7	3
Mr.	Dhanpal Jhaveri	NE-NID	No	02-Sep-2010	-	-	-	1	0	1	1
Mr.	Hemant Kaul	NE-ID	No	05-Feb-2018	05-Feb-2018	-	59	2	2	3	1
Ms.	Naina Krishna Murthy	NE-ID	No	05-Feb-2018	05-Feb-2018	-	59	2	2	3	0
Mr.	Aditya Joshi	NE-NID	No	10-Jul-2020	-	-	-	1	0	1	0
Mr.	Vibhor Kumar Talreja	NE-NID	No	10-Jul-2020	-	-	-	1	0	1	0
Mr.	Munish Dayal	NE-NID	No	04-Feb-2021	-	-	-	1	0	2	0
Mr.	Deep Jaggi	ED & CEO	No	10-Feb-2022	-	-	-	1	0	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. If a Director is Chairman in a Committee the same being included in Membership count also.
3. C & NE-ID means Chairman & Non-Executive Independent Director, ED means Executive Director, NE-ID means Non-Executive Independent Director, NE-NID means Non Executive Non Independent Director, ED & CEO means Executive Director & Chief Executive Officer.

IndoStar Capital Finance Limited

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ii. Composition of Committees

Audit Committee					
Sr. No.	Name of the Member(s)	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Bobby Parikh	NE-ID	Chairperson	05-Mar-2015	-
2	Aditya Joshi	NE-NID	Member	10-Jul-2020	-
3	Naina Krishna Murthy	NE-ID	Member	05-Feb-2018	-
4	Hemant Kaul	NE-ID	Member	05-Feb-2018	-

Nomination and Remuneration Committee					
Sr. No.	Name of the Member(s)	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Hemant Kaul	NE-ID	Chairperson*	05-Feb-2018	-
2	Aditya Joshi	NE-NID	Member	10-Jul-2020	-
3	Bobby Parikh	NE-ID	Member#	05-Mar-2015	-

* Mr. Hemant Kaul was appointed as the Chairman of the Nomination & Remuneration Committee on 10 July 2020.
Mr. Bobby Parikh was appointed as the Chairman of the Nomination & Remuneration Committee on 5 May 2015 and ceased to be the Chairman of Nomination & Remuneration Committee on 10 July 2020.

Stakeholders Relationship Committee					
Sr. No.	Name of the Member(s)	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Dhanpal Jhaveri	NE-NID	Chairperson	05-Feb-2018	-
2	Naina Krishna Murthy	NE-ID	Member	10-Jul-2020	-
3	Bobby Parikh	NE-ID	Member	05-Feb-2018	-
4	Munish Dayal	NE-NID	Member	17-Jun-2021	-
5	Deep Jaggi	ED	Member	11-Feb-2022	-

Risk Management Committee					
Sr. No.	Name of the Member(s)	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Hemant Kaul	NE-ID	Chairperson*	05-Feb-2018	-
2	Deep Jaggi	ED	Member	07-Jan-2022	-
3	Vibhor Kumar Talreja	NE-NID	Member	10-Jul-2020	-
4	Munish Dayal	NE-NID	Member	17-Jun-2021	-
5	Karthikeyan Srinivasan	CRO#	Member&	27-May-2022	-
6	Vinod Kumar Panicker	CFO#	Member [§]	26-Dec-2022	-

* Mr. Hemant Kaul was appointed as the Chairman of the Risk Management Committee on 10 July 2020.
& Mr. Karthikeyan Srinivasan has been appointed as a Member of Risk Management Committee with effect from 27 May 2022.
[§] Mr. Vinod Kumar Panicker has been appointed as a Member of Risk Management Committee with effect from 26 December 2022.
CRO means Chief Risk Officer, CFO means Chief Financial Officer.



Corporate Social Responsibility Committee					
Sr. No.	Name of the Member(s)	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Naina Krishna Murthy	NE-ID	Chairperson*	05-Feb-2018	-
2	Bobby Parikh	NE- ID	Member	10-Jul-2020	-
3	Dhanpal Jhaveri	NE-NID	Member	12-Nov-2014	-
4	Munish Dayal	NE-NID	Member	04-Feb-2021	-
5	Deep Jaggi	ED	Member	11-Feb-2022	-

*Ms. Naina Krishna Murthy was appointed as the Chairman of the Corporate Social Responsibility Committee on 10 July 2020.

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)	Whether requirement of Quorum met (Yes/No)
1	05-Aug-2022	-	-	Yes
2	14-Aug-2022	-	8	Yes
3	26-Sep-2022	-	42	Yes
4	-	08-Nov-2022	42	Yes
5	-	21-Nov-2022	12	Yes
6	-	26-Dec-2022	34	Yes

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	05-Aug-2022	-	-	Yes
		14-Aug-2022	-	8	Yes
		-	08-Nov-2022	85	Yes
		-	21-Nov-2022	12	Yes
		-	12-Dec-2022	20	Yes
		-	26-Dec-2022	13	Yes
2	Nomination and remuneration Committee	05-Aug-2022	-	-	Yes
		14-Aug-2022	-	8	Yes
		-	21-Nov-2022	98	Yes
		-	26-Dec-2022	34	Yes
3	Risk Management Committee	14-Aug-2022	-	-	Yes
		-	21-Nov-2022	98	Yes
4	Stakeholders Relationship Committee	05-Aug-2022	-	-	Yes
5	Corporate Social Responsibility Committee	05-Aug-2022	-	-	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	NA
3	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 1000 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:

***Notes:**

- (1) This report will be submitted before the Board of Directors at the ensuing Board Meeting.
- (2) The report for the previous quarter i.e. 30 September 2022 was placed before the Board of Directors at their meeting held on 8 November 2022.

Name : 
Designation : Company Secretary & Compliance Officer

