

3 Shareholding Report of IndoStar Capital Finance Limited for the quarter ended 31 December 2020 in terms of Regulation 31 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. Scrip Code/Name of Scrip: INDOSTAR- NSE
541336- BSE
3. Class of Security: Equity Shares
4. Share Holding Pattern Filed under: 31b as on 31 December 2020
5. Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

S. No.	Particulars	Yes/No
1	Whether the Listed Entity has issued any partly paid up shares?	No
2	Whether the Listed Entity has issued any Convertible Securities?	Yes
3	Whether the Listed Entity has issued any Warrants?	Promoter and Promoter Group
4	Whether the Listed Entity has any shares against which depository receipts are issued?	No
5	Whether the Listed Entity has any shares in Locked-in?	Yes
6	Whether any shares held by promoters are pledge or otherwise encumbered?	Promoter and Promoter Group
7	Whether company has equity shares with differential voting rights?	No
8	Whether the listed entity has any significant beneficial owner?	Yes



Table I - Summary Statement holding of specified securities

(i) Category	Category of shareholder (ii)	Nos. of shareholders (iii)	No. of fully paid up equity shares held (iv)		Partly paid-up equity shares held (v)		No. of shares underlying Depository Receipts (vi)	Total nos. shares held (vii) = (iv)+(v)+(vi)	Shareholding as a % of total no. (calculated per SCR, 1957) (viii)	Number of Voting Rights held in each class (ix)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (x)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (xi) = (vii)+(x)			Number of Locked in Shares (xii)		Number of Shares pledged or otherwise encumbered (xiii)		Number of equity shares held in dematerialized form (xiv)
			shares held (iv)	equity shares held (v)	Class eg: X Class equity	Total				Total as a % of (A+B+C)	As a % of (A+B+C2)	Class eg: X Class equity		Total	Total as a % of (A+B+C)	No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)		
A	Promoter & Promoter Group	4	115455905	0	0	0	0	115455905	93.52	11,54,55,905	0	115455905	93.52	12068966	94.10	49106053	42.53	0	0	115455905	
B	Public	86204	8001924	0	0	0	0	8001924	6.48	8001924	0	8001924	6.48	0	5.90	0	0	0	0	8001898	
C	Non Promoter- Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
C1	Shares underlying DRS	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
C2	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
	Total	86208	123457829	0	0	0	0	123457829	100	123457829	0	123457829	100	12068966	100	49106053	39.78	0	0	123457803	



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Sr. No	Category & Name of the Shareholders (I)	No. of shareholder (III)	No. of fully paid up equity share held (IV)	Partly paid-up equity shares held (V)	Nos. of underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			Total as a % of Total Voting rights	No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full Conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) as a % of A+B+C2	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Class X	Class Y	Total				No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total shares held (b)	
1	Indian Individuals/Hindu undivided Family	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
a	Central Government/ State Government(s)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
b	Financial Institutions/ Banks	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
c	Any Other (specify)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
d	Sub-Total (A)(1)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
2	Foreign	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
a	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
b	Government	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
c	Institutions	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
d	Foreign Portfolio Investor	1	2313005	0	0	2313005	1.87	2313005	0	2313005	1.87	0	0.00	0	0.00	0	0.00	2313005
	ECP III FVCI Pre Ltd	1	2313005	0	0	2313005	1.87	2313005	0	2313005	1.87	0	0.00	0	0.00	0	0.00	2313005
E	Any Other (specify)	3	113142900	0	0	113142900	91.64	113142900	0	113142900	91.64	12068966	92.39	49106053	43.40	0	0.00	113142900
	Bodies Corporate	3	113142900	0	0	113142900	91.64	113142900	0	113142900	91.64	12068966	92.39	49106053	43.40	0	0.00	113142900
	BCP V Multiple Holdings Pre Ltd	1	64413672	0	0	64413672	52.17	64413672	0	64413672	52.17	12068966	56.43	30172414	46.84	0	0.00	64413672
	Indostar Capital	1	47594228	0	0	47594228	38.55	47594228	0	47594228	38.55	0	35.12	18933639	39.78	0	0.00	47594228
	Everstone Capital Partners II LLC	1	1135000	0	0	1135000	0.92	1135000	0	1135000	0.92	0	0.84	0	0.00	0	0.00	1135000
	Sub-Total (A)(2)	4	115455905	0	0	115455905	93.52	115455905	0	115455905	93.52	12068966	94.10	49106053	42.53	0	0.00	115455905
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	4	115455905	0	0	115455905	93.52	115455905	0	115455905	93.52	12068966	94.10	49106053	42.53	0	0.00	115455905



Table III - Statement showing shareholding pattern of the Public shareholder

Sr. No	Category & Name of the Shareholders (i)	Nos. of shares held (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	Nos. of shares underlying Depository Receipts (vi)	Total nos. shares held VII = IV+V+VI	Shareholding % as per SCRR, 1957 (A+B+C2) VIII	Number of Voting Rights held in each class of securities (ix)			Total as a % of Total Voting rights	No. of Shares Underlying Outstanding convertible securities (including Warrants) (x)	Total shareholding, assuming full conversion of convertible securities (as a percentage of diluted share capital) (xi)	Number of Locked in shares (xii)		Number of shares pledged or otherwise encumbered (xiii)		Number of equity shares held in dematerialized form (xiv)
								Class X	Class Y	Total				No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total shares held (b)	
1	Institutions	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
a	Mutual Funds/	2	648950	0	0	648950	0.53	0	0	648950	0.53	0	0.48	0	0	0	0	648950
b	Venture Capital Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
c	Alternate Investment Funds	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
d	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
e	Foreign Portfolio Investors	4	29899	0	0	29899	0.02	0	0	29899	0.02	0	0.02	0	0	0	0	29899
f	Financial Institutions/Banks	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
g	Insurance Companies	2	2621113	0	0	2621113	2.12	0	0	2621113	2.12	0	1.93	0	0	0	0	2621113
	ICICI Prudential Life Insurance Company Limited	1	1851855	0	0	1851855	1.50	0	0	1851855.00	1.50	0	1.37	0	0	0	0	1851855
	Sub-Total (g)(1)	8	3299962	0	0	3299962	2.67	0	0	3299962	2.67	0	2.43	0	0	0	0	3299962
2	Central Government/ State Government(s)/ President of India	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (g)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3	Non-institutions	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
a	Individuals -	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
i	Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	81239	3195692	0	0	3195692	2.59	0	0	3195692	2.59	0	2.36	0	0	0	0	3195666
ii	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	7	734382	0	0	734382	0.59	0	0	734382	0.59	0	0.54	0	0	0	0	734382
b	NBFCs registered with RBI	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
c	Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
d	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
e	Any Other (specify)	4950	771888	0	0	771888	0.63	0	0	771888	0.63	0	0.57	0	0	0	0	771888
HUF		4373	151745	0	0	151745	0.12	0	0	151745	0.12	0	0.11	0	0	0	0	151745



Non-Resident Indian (NRI)	435	93623	0	0	93623	0.08	93623	0	93623	0.08	0	0.07	0	0	0	0.00	93623
Clearing Members	79	47013	0	0	47013	0.04	47013	0	47013	0.04	0	0.03	0	0	0	0.00	47013
Bodies Corporate	63	479507	0	0	479507	0.39	479507	0	479507	0.39	0	0.35	0	0	0	0.00	479507
Sub-Total (B)(3)	86196	4701962	0	0	4701962	3.81	4701962	0	4701962	3.81	0	3.47	0	0	0	0.00	4701936
Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	86204	8001924	0	0	8001924	6.48	8001924	0	8001924	6.48	0	5.90	0	0	0	0.00	8001898

Pursuant to Share Subscription Agreement (SSA) and Shareholders' Agreement (SHA) executed on 31 January 2020 between the Company, Indostar Capital (ICM) and BCP V Multiple Holdings Pre. Ltd. (Brookfield) and statutory and regulatory approvals received, the Company issued 3,01,72,414 equity shares and 1,20,68,966 compulsorily convertible preference shares to Brookfield on 27 May 2020. Post the said preferential allotment the Brookfield acquired 24.60% of the equity share capital of the Company.

Execution of the SSA and SHA had also triggered an obligation on Brookfield to make an open offer to the public shareholders of the Company in terms of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations"). In terms of the SEBI Regulations, Brookfield along with Person Acting in Concert, made an open offer to public shareholders of the Company to acquire up to 26% of the expanded voting share capital of the Company ("Open Offer"). 2,92,41,258 equity shares were acquired by Brookfield under the Open Offer and consideration was paid on 8 July 2020. Brookfield and ICM had also executed a Share Purchase Agreement pursuant to which, Brookfield acquired 50,00,000 equity shares of the Company from ICM on 9 July 2020. Post these acquisitions, Brookfield acquired 30% of the equity share capital of the Company and in terms of the SHA and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Brookfield was classified as Promoter of the Company with effect from 9 July 2020. ICM continues to be the Promoter of the Company.

Accordingly, the public shareholding of the Company has gone below 25% requirement prescribed under the Securities Contract (Regulation) Rules, 1957.

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Sr. NO	Category & Name of the Shareholders (i)	No. of shareholder (iii)	No. of fully paid up equity shares held (iv)	Partly paid-up equity shares held (v)	Nos. of shares underlying Depository Receipts (vi)	Total no. shares held (vii) = IV+V+VI)	Shareholding % calculate as per SCRR, 1957 (A+B+C2) (viii)	Number of Voting Rights held in each class of securities (ix)			Total as a % of Total Voting rights	No. of Shares Underlying Outstanding convertible securities (including Warrants) (x)	Total shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (xi)	Number of Locked in shares (xii)		Number of Shares pledged or otherwise encumbered (xiii)		Number of equity shares held in dematerialized form (xiv) (Not Applicable)
								Class X	Class Y	Total				No.	As a % of total Shares held	No. (Not applicable)	As a % of total share held (Not applicable)	
1	Custodian/DR Holder	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
2	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total Non-Promoter- Non Public Shareholding (C)= (C1)+(C12)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0



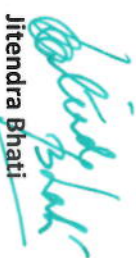
Table V - Statement showing shareholding pattern of the Significant Beneficiary Owner (SBO)

Sr.No	Details of the SBO			Details of the registered owner			Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect*				Date of creation / acquisition of significant beneficial interest	
	Name	Nationality	Nationality (Applicable in case of Any other is selected)	Name	Nationality	Nationality (Applicable in case of Any other is selected)	Shares	Voting rights	Rights on distributable dividend or any other distribution	Exercise of control		Exercise of significant influence
1.	Mr. Aanaadit Sunderaj	United States of America	-	BCP V Multiple Holdings Pte. Ltd.	Singapore	-	0	0	0	No	Yes	27-05-2020

Notes to Significant Beneficial Owner Declaration:

In terms of Form BEN-1 under Section 90(1) of the Companies Act, 2013 read with rules made thereunder, received from Mr. Aanaadit Sunderaj, the significant beneficial owner (SBO) of shares held by BCP V Multiple Holdings Pte. Ltd. in the Company, the Company has been informed that 'Nature of indirect holding or exercise of right in the reporting company' is 'by virtue of exercise of significant influence'. However, since it is mandatory to populate fields of 'Shares', 'Voting rights' and 'Rights on distributable dividend or any other distribution' under the head of 'Details of holding / exercise of right of the SBO in the reporting company, whether direct or indirect', the Company has entered the values '0' in the said fields.

For IndoStar Capital Finance Limited


Jitendra Bhati

SVP - Compliance & Secretarial
(Membership No. F8937)

