



Shareholding Report of IndoStar Capital Finance Limited for the quarter ended 31 December 2021 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: 31(1)(b) as on 31 December 2021
5. Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information: -

Sr. 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?	No
3	Whether the Listed Entity has issued any Warrants?	No
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 Promoter and Promoter Group
6	Whether any shares held by promoters are pledge or otherwise encumbered?	No
7	Whether company has equity shares with differential voting rights?	No
8	Whether the listed entity has any significant beneficial owner?	Yes



**IndoStar Capital Finance Limited**

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CIN : L65100MH2009PLC268160



Table I - Summary Statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of 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. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (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) 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)
								No of Voting Rights			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)	
								Class eg: X	Class eg: Y	Total								
A	Promoter & Promoter Group	4	121398226	0	0	121398226	89.21	121398226	0	121398226	89.21	0	89.21	12068966	9.94	0	0	109329260
B	Public	81705	14681069	0	0	14681069	10.79	14681069	0	14681069	10.79	0	10.79	0	0	0	0	14681069
C	Non Promoter- Non Public	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
C2	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	<b>Total</b>	<b>81709</b>	<b>136079295</b>	<b>0</b>	<b>0</b>	<b>136079295</b>	<b>100</b>	<b>136079295</b>	<b>0</b>	<b>136079295</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>12068966</b>	<b>8.87</b>	<b>0</b>	<b>0</b>	<b>124010329</b>



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

Sr. No	Category & Name of the Shareholders (I)	PAN (II)	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 nos. shares held (VII = IV+V+VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (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)	
									No of Voting Rights					Total as a % of Total Voting rights	No. (a)	As a % of total Shares held (b)	No. (a)		As a % of total shares held (b)
									Class X	Class Y	Total								
1	Indian		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
a	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
b	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
c	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
d	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
	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	1.70	2313005	0	2313005	1.70	0	1.70	0	0.00	0	0.00	2313005
	ECP III FVCI Pte. Ltd.	AAECE0836B	1	2313005	0	0	2313005	1.70	2313005		2313005	1.70	0	1.70	0	0.00	0	0.00	2313005
e	Any Other (specify)		3	119085221	0	0	119085221	87.51	119085221	0	119085221	87.51	0	87.51	12068966	10.13	0	0.00	107016255
	Bodies Corporate		3	119085221	0	0	119085221	87.51	119085221	0	119085221	87.51	0	87.51	12068966	10.13	0	0.00	107016255
	BCP V Multiple Holdings Pte Ltd	AAICB1835H	1	76482638	0	0	76482638	56.20	76482638	0	76482638	56.20	0	56.20	12068966	15.78	0	0.00	64413672*
	Indostar Capital	AACCI5675C	1	41467583	0	0	41467583	30.47	41467583	0	41467583	30.47	0	30.47	0	0	0	0.00	41467583
	Everstone Capital Partners II LIC	AACCE4918N	1	1135000	0	0	1135000	0.83	1135000	0	1135000	0.83	0	0.83	0	0.00	0	0.00	1135000
	Sub-Total (A)(2)		4	121398226	0	0	121398226	89.21	121398226	0	121398226	89.21	0	89.21	12068966	9.94	0	0.00	109329260
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)		4	121398226	0	0	121398226	89.21	121398226	0	121398226	89.21	0	89.21	12068966	9.94	0	0.00	109329260

\*The Board of Directors of the Company vide their Circular Resolution passed on 26 November 2021 had inter alia approved the allotment of 1,20,68,966 Equity Shares of INR 10 each to BCP V Multiple Holdings Pte. Ltd., the Promoter of the Company, pursuant to conversion of Compulsory Convertible Preference Shares.

The Company has applied for listing approval for 1,20,68,966 Equity Shares with BSE Limited and National Stock Exchange of India Limited and the same is on hold due to non-compliance with the requirement of Minimum Public Shareholding as specified in Rule 19 (2) and 19A of the Securities Contract (Regulations) Rules, 1957 read with Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



Table III - Statement showing shareholding pattern of the Public shareholder

Sr. No	Category & Name of the Shareholders (I)	PAN (II)	Nos. 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 nos. shares held VII = IV+V+VI	Shareholding % calculate d as per SCRR, 1957 As a % of (A+B+C) VIII	Number of Voting Rights held in each class of securities (IX)			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)	
									No of Voting Rights					Total as a % of Total Voting rights	No. (a)	As a % of total Shares held (b)	No. (Not applicable) (a)		As a % of total shares held (Not applicable) (b)
									Class X	Class Y	Total								
1	Institutions		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0	
a	Mutual Funds/		2	1111385	0	0	1111385	0.82	1111385	0	1111385	0.82	0	0	0	0	0.00	0	
b	Venture Capital Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0	
c	Alternate Investment Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0	
d	Foreign Venture Capital Investors		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0	
e	Foreign Portfolio Investors		11	1593028	0	0	1593028	1.17	1593028	0	1593028	1.17	0	0	0	0	0.00	1593028	
F	Financial Institutions/ Banks		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0	
g	Insurance Companies		2	2062365	0	0	2062365	1.52	2062365	0	2062365	1.52	0	0	0	0	0.00	2062365	
	ICICI Prudential Life Insurance Company Limited	AAACI7351P	1	1851855	0	0	1851855	1.36	1851855	0	1851855	1.36	0	0	0	0	0.00	1851855	
h	Provident Funds/ Pension Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0	
i	Any Other (specify)		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0	
	<b>Sub-Total (B)1</b>		<b>15</b>	<b>4766778</b>	<b>0</b>	<b>0</b>	<b>4766778</b>	<b>3.50</b>	<b>4766778</b>	<b>0</b>	<b>4766778</b>	<b>3.50</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>4766778</b>	
2	Central Government/ State Government(s)/ President of India		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0	
	<b>Sub-Total (B)2</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	
3	Non-institutions		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0	
a	Individuals -		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0	



i	Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	77081	5718974	0	0	5718974	4.20	5718974	0	5718974	4.20	0	4.20	0	0	0	0.00	5718974
ii	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	18	1953672	0	0	1953672	1.44	1953672	0	1953672	1.44	0	1.44	0	0	0	0.00	1953672
b	NBFCs registered with RBI	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0
c	Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0
d	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0
e	Any Other (specify)	4591	2241645	0	0	2241645	1.65	2241645	0	2241645	1.65	0	1.65	0	0	0	0.00	2241645
	Trusts	1	7875	0	0	7875	0.01	7875	0	7875	0.01	0	0.01	0	0	0	0.00	7875
	Foreign Nationals	1	300	0	0	300	0	300	0	300	0	0	0	0	0	0	0.00	300
	HUF	3871	429180	0	0	429180	0.32	429180	0	429180	0.32	0	0.32	0	0	0	0.00	429180
	Non-Resident Indian (NRI)	505	193011	0	0	193011	0.14	193011	0	193011	0.14	0	0.14	0	0	0	0.00	193011
	Clearing Members	44	19521	0	0	19521	0.01	19521	0	19521	0.01	0	0.01	0	0	0	0.00	19521
	LLP	12	44245	0	0	44245	0.03	44245	0	44245	0.03	0	0.03	0	0	0	0.00	44245
	Bodies Corporate	157	1547513	0	0	1547513	1.14	1547513	0	1547513	1.14	0	1.14	0	0	0	0.00	1547513
	Sub-Total (B)(3)	81690	9914291	0	0	9914291	7.29	9914291	0	9914291	7.29	0	7.29	0	0	0	0.00	9914291
	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)</b>	<b>81705</b>	<b>14681069</b>	<b>0</b>	<b>0</b>	<b>14681069</b>	<b>10.79</b>	<b>14681069</b>	<b>0</b>	<b>14681069</b>	<b>10.79</b>	<b>0</b>	<b>10.79</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>14681069</b>

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 Pte. Ltd. ("Brookfield") and statutory and regulatory approvals received, the Company allotted 3,01,72,414 equity shares and 1,22,68,966 compulsorily convertible preference shares ("CCPS") 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 Takeover) Regulations, 2011 (SEBI SAST Regulations). In terms of the SEBI SAST 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. 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.

Further, the Board of Directors of the Company vide their Circular Resolution passed on 26 November 2021 had inter alia approved the allotment of 1,20,68,966 Equity Shares of INR 10 each to Brookfield, pursuant to conversion of CCPS. Post these acquisitions / conversion, the holding of Brookfield in the Company raised upto 56.20% of the equity share capital of the Company.

The public shareholding of the Company has gone below 25% requirement prescribed under the Securities Contract (Regulation) Rules, 1957. Further, in order to comply with the requirement of Securities Contract (Regulation) Rules, 1957 with regard to public shareholding of the Company of 25%, ICM has through offer for sale under the stock exchange sold 61,26,645 equity shares of the Company i.e. 4.95% of the share capital of the Company and is evaluating other proposal for reduction of promoter shareholding.





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

Sr. No	Category & Name of the Shareholders (I)	PAN (II)	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 d as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholdin g, 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)	
									No of Voting Rights					Total as a % of Total Voting rights	No.	As a % of total Shares held	No. (Not appli cable)		As a % of total share s held (Not applic able)
									Class X	Class Y	Total								
1	Custodian/DR Holder		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	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	
	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	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. Aanandjit Sunderaj	United States of America	-	BCP V Multiple Holdings Pte. Ltd.	Singapore	-	0	0	0	Yes	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. Aanandjit 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

*Amitabh*  
Amitabh

SVP - Compliance & Secretarial  
(Membership No. F8937)

