

Shareholding Report of IndoStar Capital Finance Limited for the quarter ended 31 March 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: 31b as on 31 March 2021
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 Promoter and Promoter Group
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



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 (IV)	No. of Partly paid-up shares (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. (calculated per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlyi 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	115455905	0	0	115455905	93.31	115455905	0	115455905	93.31	12068966	93.91	49106053	42.53	0	0	115455905
B	Public	82653	8274424	0	0	8274424	6.69	8274424	0	8274424	6.69	0	6.09	0	0	0	0	8274398
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
C2	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0			0
	Total	82657	123730329	0	0	123730329	100	123730329	0	123730329	100	12068966	100	49106053	39.69	0	0	123730303



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 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 % 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 (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 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	1.87	2313005	0	2313005	1.87	0	1.70	0	0.00	0	0.00	2313005
	ECP III FVCI Pte Ltd	1	2313005	0	0	2313005	1.87	2313005		2313005	1.87	0	1.70	0	0.00	0	0.00	2313005
E	Any Other (specify)	3	113142900	0	0	113142900	91.44	113142900	0	113142900	91.44	12068966	92.39	49106053	43.40	0	0.00	113142900
	Bodies Corporate	3	113142900	0	0	113142900	91.44	113142900	0	113142900	91.64	12068966	92.39	49106053	43.40	0	0.00	113142900
	BCP V Multiple Holdings Pte Ltd	1	64413672	0	0	64413672	52.06	64413672	0	64413672	52.06	12068966	56.32	30172414	46.84	0	0.00	64413672
	Indostar Capital	1	47594228	0	0	47594228	38.47	47594228	0	47594228	38.47	0	35.05	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	93.31	115455905	0	115455905	93.31	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	93.31	115455905	0	115455905	93.31	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 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+C2) 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	704418	0	0	704418	0.57	704418	0	704418	0.57	0	0.52	0	0	0	0.00	704418
b	Venture Capital Funds	0	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	0.00	0
d	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0
e	Foreign Portfolio Investors	10	56007	0	0	56007	0.05	56007	0	56007	0.05	0	0.04	0	0	0	0.00	56007
f	Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0
g	Insurance Companies	2	2621113	0	0	2621113	2.12	2621113	0	2621113	2.12	0	2.12	0	0	0	0.00	2621113
	ICICI Prudential Life Insurance Company Limited	1	1851855	0	0	1851855	1.50	1851855	0	1851855.00	1.50	0	1.50	0	0	0	0.00	1851855
	Sub-Total (B)(1)	14	3381538	0	0	3381538	2.73	3381538	0	3381538	2.73	0	2.49	0	0	0	0.00	3381538
2	Central Government/ State Government(s)/ President of India	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0
	Sub-Total (B)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0
3	Non-institutions	0	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	0.00	0
i	Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	77852	3338836	0	0	3338836	2.70	3338836	0	3338836	2.70	0	2.46	0	0	0	0.00	3338810



ii	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	6	710788	0	0	710788	0.57	710788	0	710788	0.57	0	0.52	0	0	0	0.00	710788
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)	4781	843262	0	0	843262	0.68	843262	0	843262	0.68	0	0.63	0	0	0	0.00	843262
	HUF	4166	183955	0	0	183955	0.15	183955	0	183955	0.15	0	0.14	0	0	0	0.00	183955
	Non-Resident Indian (NRI)	478	129487	0	0	129487	0.10	129487	0	129487	0.10	0	0.10	0	0	0	0.00	129487
	Clearing Members	72	35837	0	0	35837	0.03	35837	0	35837	0.03	0	0.03	0	0	0	0.00	35837
	Bodies Corporate	64	493533	0	0	493533	0.40	493533	0	493533	0.40	0	0.36	0	0	0	0.00	493533
	Foreign Nationals	1	450	0	0	450	0.00	450	0	450	0.00	0	0.00	0	0	0	0.00	450
	Sub-Total (B)(3)	82639	4892886	0	0	4892886	3.95	4892886.00	0	4892886	3.95	0	3.60	0	0	0	0.00	4892860
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	82653	8274424	0	0	8274424	6.69	8274424.00	0	8274424.00	6.69	0	6.09	0	0	0	0.00	8274398

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 1,20,68,966 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 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. Post these acquisitions, Brookfield acquired 52.30% 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 % 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 (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)	
								No of Voting Rights					Total as a % of Total Voting rights	No.	As a % of total Shares held	No. (Not applicable)		As a % of total shares held (Not applicable)
								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	0.00	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)= (C)(1)+(C)(2)	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. 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. Aanadjit 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)

