

# Form No. MGT-7

## Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in \* are mandatory

Refer instruction kit for filing the form



Form language

English  Hindi

## I REGISTRATION AND OTHER DETAILS

i \*Corporate Identity Number (CIN)

L65100MH2009PLC268160

ii (a) \*Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) \*Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) \*Type of Annual filing

Original

Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	INDOSTAR CAPITAL FINANCE LIMITED	INDOSTAR CAPITAL FINANCE LIMITED
Registered office address	OFF NO - 301, WING A, CTS NO 477,,SILVER UTOPIA, CHAKALA ROAD, OPP PROCTOR AND GAMBLE, ANDHERI (E),Sahargaon,Mumbai,Mumbai,Maharashtra,India,400099	OFF NO - 301, WING A, CTS NO 477,,SILVER UTOPIA, CHAKALA ROAD, OPP PROCTOR AND GAMBLE, ANDHERI (E),Sahargaon,Mumbai,Mumbai,Maharashtra,India,400099
Latitude details	19.10085	19.10085
Longitude details	72.87631	72.87631

(a) \*Photograph of the registered office of the Company showing external building and name prominently visible

Photograph\_.pdf

(b) \*Permanent Account Number (PAN) of the company

AA\*\*\*\*\*7Q

(c) \*e-mail ID of the company

\*\*\*\*\*egal@indostarcapital.com

(d) \*Telephone number with STD code

91\*\*\*\*\*00

(e) Website	www.indostarcapital.com									
iv *Date of Incorporation (DD/MM/YYYY)	21/07/2009									
v (a) *Class of Company (as on the financial year end date) <i>(Private company/Public Company/One Person Company)</i>	Public company									
(b) *Category of the Company (as on the financial year end date) <i>(Company limited by shares/Company limited by guarantee/Unlimited company)</i>	Company limited by shares									
(c) *Sub-category of the Company (as on the financial year end date) <i>(Indian Non-Government company/Union Government Company/State Government Company/Guarantee and association company/Subsidiary of Foreign Company)</i>	Indian Non-Government company									
vi *Whether company is having share capital (as on the financial year end date)	<input checked="" type="radio"/> Yes <input type="radio"/> No									
vii (a) Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes <input type="radio"/> No									
(b) Details of stock exchanges where shares are listed										
<table border="1"> <thead> <tr> <th>S. No.</th> <th>Stock Exchange Name</th> <th>Code</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Bombay Stock Exchange (BSE)</td> <td>A1 - Bombay Stock Exchange (BSE)</td> </tr> <tr> <td>2</td> <td>National Stock Exchange (NSE)</td> <td>A1024 - National Stock Exchange (NSE)</td> </tr> </tbody> </table>		S. No.	Stock Exchange Name	Code	1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)	2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)
S. No.	Stock Exchange Name	Code								
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)								
2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)								
viii Number of Registrar and Transfer Agent	1									
<table border="1"> <thead> <tr> <th>CIN of the Registrar and Transfer Agent</th> <th>Name of the Registrar and Transfer Agent</th> <th>Registered office address of the Registrar and Transfer Agents</th> <th>SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td>U67190MH1999PTC118368</td> <td>MUFG INTIME INDIA PRIVATE LIMITED</td> <td>C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),,,Mumbai,Mumbai City,Maharashtra,India,400083</td> <td>INR000004058</td> </tr> </tbody> </table>		CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent	U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),,,Mumbai,Mumbai City,Maharashtra,India,400083	INR000004058	
CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent							
U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),,,Mumbai,Mumbai City,Maharashtra,India,400083	INR000004058							
ix * (a) Whether Annual General Meeting (AGM) held	<input checked="" type="radio"/> Yes <input type="radio"/> No									
(b) If yes, date of AGM (DD/MM/YYYY)	25/09/2025									
(c) Due date of AGM (DD/MM/YYYY)	30/09/2025									
(d) Whether any extension for AGM granted	<input type="radio"/> Yes <input checked="" type="radio"/> No									

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

## II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i \*Number of business activities

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance activities	66	Other financial activities	100

## III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i \*No. of Companies for which information is to be given

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1			BCP V Multiple Holdings Pte Ltd	Holding	56.2
2	U65990MH2016PTC271587		INDOSTAR HOME FINANCE PRIVATE LIMITED	Subsidiary	100
3	U67100MH2013PTC240676		INDOSTAR ASSET ADVISORY PRIVATE LIMITED	Subsidiary	100

## IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

### i SHARE CAPITAL

#### (a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	187500000.00	136097447.00	136097447.00	136097447.00
Total amount of equity shares (in rupees)	187500000.00	1360974470.00	1360974470.00	1360974470.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	187500000	136097447	136097447	136097447
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees )	187500000	1360974470	1360974470	1360974470

**(b) Preference share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	12500000.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	125000000.00	0.00	0.00	0.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Preference Shares				
Number of preference shares	12500000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in	125000000	0.00	0	0

rupees )

## (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

## (d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>(i) Equity shares</b>						
<b>At the beginning of the year</b>	0	136079295	136079295.00	1360792950	1360792950	
<b>Increase during the year</b>	0.00	18152.00	18152.00	181520.00	181520.00	29196764625.00
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	18152	18152.00	181520	181520	29196764625
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify						
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iv Others, specify  [Redacted]			0			
<b>At the end of the year</b>	0.00	136097447.00	136097447.00	1360974470.0 0	1360974470.0 0	
<b>(ii) Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0.00	0	0	
<b>Increase during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify  [Redacted]			0			
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify  [Redacted]			0			
<b>At the end of the year</b>	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

[Redacted] INE896L01010

ii Details of stock split/consolidation during the year (for each class of shares)

[Redacted] 0

Class of shares		[Redacted]
Before split / Consolidation	Number of shares	
	Face value per share	

After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

Nil

Number of transfers

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**Attachments:**

1. Details of shares/Debentures Transfers

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iv Debentures (Outstanding as at the end of financial year)

**(a) Non-convertible debentures**

\*Number of classes

2

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Non-convertible debentures-Public	2655854	1000	2655854000.00
Non-convertible debentures-Private Placement	299500	100000	29950000000.00
<b>Total</b>	<b>2955354.00</b>	<b>101000.00</b>	<b>32605854000.00</b>

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures-Private Placement	32480000000	8900000000	11430000000	29950000000.00
Non-convertible debentures-Public	0	2655854000	0	2655854000.00
<b>Total</b>	<b>32480000000.00</b>	<b>11555854000.00</b>	<b>11430000000.00</b>	<b>32605854000.00</b>

**(b) Partly convertible debentures**

\*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(c) Fully convertible debentures**

\*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(d) Summary of Indebtedness**

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	32480000000.00	11555854000.00	11430000000.00	32605854000.00
Partly convertible debentures	0.00	0.00	0.00	0.00

Fully convertible debentures	0.00	0.00	0.00	0.00
<b>Total</b>	32480000000.00	11555854000.00	11430000000.00	32605854000.00

**v Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V Turnover and net worth of the company (as defined in the Companies Act, 2013)**

i \*Turnover

14124155237

ii \* Net worth of the Company

34110119548

**VI SHARE HOLDING PATTERN**

**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00

	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	99745221	73.29	0	0.00
10	Others	0	0.00	0	0.00
	<b>Total</b>	<b>99745221.00</b>	<b>73.29</b>	<b>0.00</b>	<b>0</b>

Total number of shareholders (promoters)

4

#### B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	18185464	13.36	0	0.00
	(ii) Non-resident Indian (NRI)	1006007	0.74	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00

	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	1818778	1.34	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	3646335	2.68	0	0.00
7	Mutual funds	15037	0.01	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	8895150	6.54	0	0.00
10	Others  Includes AIFs	2785455	2.05	0	0.00
<b>Total</b>		36352226.00	26.72	0.00	0

Total number of shareholders (other than promoters)

63839

Total number of shareholders (Promoters + Public/Other than promoters)

63843.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	13693
2	Individual - Male	46998
3	Individual - Transgender	0
4	Other than individuals	3152
	<b>Total</b>	63843.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

COHESION MK BEST IDEAS SUBTRUST	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23-25, MAHATMA GANDHI ROAD FORT, MUMBAI	17/06/2020	Cayman Islands	3259247	2.48
DFA AUSTRALIA LIMITED AS RESPONSIBLE ENTITY FOR DIMENSIONAL EMERGING MARKETS VALUE TRUST	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	11/02/2016	Australia	3705	0.01
THE NORTH CAROLINA SUPPLEMENTAL RETIREMENT PLANS GROUP TRUST	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	15/12/2015	United States	105853	0.01
EMERGING MARKETS VALUE FUND OF DIMENSIONAL FUNDS PLC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	09/02/2016	Ireland	10718	0.01
WORLD ALLOCATION 60/40 FUND OF DIMENSIONAL FUNDS PLC	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	17/10/2019	Ireland	3039	0.01
DIMENSIONAL FUNDS PLC - MULTI-FACTOR EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	29/06/2015	United States	6232	0.01
EMERGING MARKETS CORE EQUITY FUND OF DIMENSIONAL FUNDS ICVC	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	15/04/2008	Ireland	13771	0.01
EMERGING MARKETS TARGETED VALUE FUND OF THE DIMENSIONAL FUNDS II PUBLIC LIMITED COMPANY	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI	31/08/2009	United States	9837	0.01
THE STATE TEACHERS RETIREMENT SYSTEM OF OHIO	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	26/04/1999	United States	26160	0.01

EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAIDG)	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	10/02/2016	United States	13205	0.01
GOLD VISION JEWELLERS L.L.C	113447, 28 SIKKA OPPOSITE GOLD SOUG DUBAI	26/03/2021	United Arab Emirates	15400	0.01
CITADEL SECURITIES SINGAPORE PTE. LIMITED	JP Morgan Chase Bank N.A, India Sub Custody 9th Floor, Tower A Block 9, NKP, Western Express Highway,Goregaon E.	19/01/2022	Singapore	1469	0.01
COPTHALL MAURITIUS INVESTMENT LIMITED - ODI ACCOUNT	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway,Goregaon E.	04/01/2017	Mauritius	94	0.01
DOVETAIL GLOBAL FUND PCC REVANTA EMERGING OPPORTUNITIES FUND	6TH FLOOR TWO TRIBECA TRIBECA CENTRAL TRIANON	29/11/2021	Mauritius	10000	0.01
MORGAN STANLEY ASIA (SINGAPORE) PTE. - ODI	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	21/09/2016	Singapore	124	0.01
QUADRATURE CAPITAL VECTOR SP LIMITED	JP Morgan Chase Bank N.A, India Sub Custody 9th Floor, Tower A Block 9, NKP, Western Express Highway,Goregaon E.	14/01/2021	Cayman Islands	499	0.01
DIMENSIONAL EMERGING MARKETS VALUE FUND	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	15/02/2016	United States	11102	0.01
EMERGING MARKETS EX CHINA CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	13/10/2021	United States	3121	0.01

EMERGING MARKETS SOCIAL CORE EQUITY PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	10/02/2016	United States	8296	0.01
EMERGING MARKETS SUSTAINABILITY CORE EQUITY FUND OF DIMENSIONAL FUNDS PLC	CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI	17/11/2021	Ireland	4371	0.01
TEACHERS' RETIREMENT SYSTEM OF THE STATE OF ILLINOIS ACADIAN ASSET MANAGEMENT LLC EM SMALL CAP	2815 WEST WASHINGTON STREET SPRINGFIELD, IL 62702 UNITED STATES	25/05/2021	United States	140092	0.01

#### VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	4	4
Members (other than promoters)	70432	63839
Debenture holders	3387	4292

#### VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

##### A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A Promoter</b>	0	0	0	0	0	0
<b>B Non-Promoter</b>	1	7	2	6	0.00	0.00
i Non-Independent	1	4	2	4	0	0

ii Independent	0	3	0	2	0	0
<b>C Nominee Directors representing</b>	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
<b>Total</b>	1	7	2	6	0.00	0.00

\*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

**B (i) Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
NAINA KRISHNA MURTHY	01216114	Director	0	
ADITYA HEMANT JOSHI	08684627	Director	0	
HEMANT KAUL	00551588	Director	0	
DHANPAL ARVIND JHAVERI	02018124	Director	0	28/08/2025
BOBBY KANUBHAI PARIKH	00019437	Additional Director	0	
RANDHIR SINGH	05353131	Whole-time director	0	
DEVDUKT VINAYAK MARATHE	10294876	Director	0	
KARTHIKEYAN SRINIVASAN	10056556	Whole-time director	100	11/05/2025
JAYESH JAIN	ADIPJ7605D	CFO	0	
SHIKHA JAIN	ATSPJ9538R	Company Secretary	1	

**B (ii) \*Particulars of change in director(s) and Key managerial personnel during the year**

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
RANDHIR SINGH	05353131	Whole-time director	22/07/2024	Appointment
VIBHOR KUMAR TALREJA	08768297	Director	03/03/2025	Cessation
JAYESH JAIN	ADIPJ7605D	CFO	03/03/2025	Appointment
VINODKUMAR MADHAVAN PANICKER	AIGPP2263C	CFO	03/03/2025	Cessation
BOBBY KANUBHAI PARIKH	00019437	Director	04/03/2025	Cessation
BOBBY KANUBHAI PARIKH	00019437	Additional Director	05/03/2025	Appointment

#### IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

##### A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

\*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	30/09/2024	66672	40	72.97

##### B BOARD MEETINGS

\*Number of meetings held

15

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/04/2024	8	8	100
2	13/05/2024	8	7	87.5

3	31/07/2024	9	7	77.78
4	21/08/2024	9	6	66.67
5	29/08/2024	9	7	77.78
6	19/09/2024	9	9	100
7	18/10/2024	9	9	100
8	29/11/2024	9	6	66.67
9	04/12/2024	9	6	66.67
10	10/12/2024	9	6	66.67
11	26/12/2024	9	4	44.44
12	20/01/2025	9	8	88.89
13	03/03/2025	9	7	77.78
14	27/03/2025	8	6	75
15	28/03/2025	8	7	87.5

#### C COMMITTEE MEETINGS

Number of meetings held

23

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	29/04/2024	4	4	100
2	Audit Committee	31/07/2024	4	4	100
3	Audit Committee	29/08/2024	4	3	75
4	Audit Committee	11/09/2024	4	4	100
5	Audit Committee	18/10/2024	4	4	100
6	Audit Committee	20/01/2025	4	4	100
7	Audit Committee	03/03/2025	4	4	100

8	Nomination and Remuneration Committee	29/04/2024	3	3	100
9	Nomination and Remuneration Committee	13/05/2024	3	3	100
10	Nomination and Remuneration Committee	31/07/2024	3	3	100
11	Nomination and Remuneration Committee	19/09/2024	3	3	100
12	Nomination and Remuneration Committee	18/10/2024	3	3	100
13	Nomination and Remuneration Committee	20/01/2025	3	3	100
14	Nomination and Remuneration Committee	26/02/2025	3	3	100
15	Nomination and Remuneration Committee	03/03/2025	3	3	100
16	Risk Management Committee	12/04/2024	6	5	83.33
17	Risk Management Committee	25/04/2024	6	5	83.33
18	Risk Management Committee	25/07/2024	6	5	83.33
19	Risk Management Committee	16/10/2024	6	5	83.33
20	Risk Management Committee	04/12/2024	6	6	100
21	Risk Management Committee	16/01/2025	6	6	100
22	Corporate Social Responsibility committee	31/07/2024	5	4	80
23	Stakeholders Relationship Committee	18/10/2024	5	5	100

#### D ATTENDANCE OF DIRECTORS

S. N o	Name of the Director	Board Meetings	Committee Meetings	Whether attended AGM held on

		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	25/09/2025 (Y/N/NA)
1	ADITYA HEMANT JOSHI	15	13	86	12	12	100	Yes
2	NAINA KRISHNA MURTHY	15	11	73	7	6	85	Yes
3	HEMANT KAUL	15	14	93	21	19	90	Yes
4	DHANPAL ARVIND JHAVERI	15	4	26	2	1	50	No
5	BOBBY KANUBHAI PARIKH	15	14	93	17	17	100	Yes
6	RANDHIR SINGH	13	12	92	4	4	100	Yes
7	DEVDUKT VINAYAK MARATHE	15	15	100	11	11	100	Yes
8	KARTHIKEYAN SRINIVASAN	15	15	100	7	7	100	No

#### X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

A \*Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	KARTHIKEYAN SRINIVASAN	Whole-time director	22669308	0	100000	12071844	34841152.00
2	Randhir Singh	Whole-time director	22497539	0	1700000	396856	24594395.00
	<b>Total</b>		45166847.00	0.00	1800000.00	12468700 .00	59435547.00

B \*Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	VINODKUMAR PANICKER	CFO	16323608	0	0	4800000	21123608.00

2	JAYESH JAIN	CFO	1529009	0	0	0	1529009.00
3	SHIKHA JAIN	Company Secretary	1418964	0	0	336000	1754964.00
	<b>Total</b>		19271581.00	0.00	0.00	5136000.00	24407581.00

C \*Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	NAINA KRISHNA MURTHY	Director	0	0	0	1140000	1140000.00
2	HEMANT KAUL	Director	0	0	0	1655000	1655000.00
3	BOBBY KANUBHAI PARIKH	Director	0	0	0	1530000	1530000.00
	<b>Total</b>		0.00	0.00	0.00	4325000.00	4325000.00

#### XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A \*Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

Yes

No

B If No, give reasons/observations

1. As per Secretarial Standard -1, resolutions passed by circulation abstention is not noted in board meeting. 2. The Company failed to comply with Regulation 17(1) (b) and Regulation 19(2) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 w.e.f. March 3 2025 to March 31, 2025.

#### XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A \*DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS

Nil

2

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
INDOSTAR CAPITAL FINANCE LIMITED	BSE LIMITED	30/04/2024	Regulation 57(1) of Listing Regulations 2015	Delay in intimation of payment of Interest on Nonconvertible debentures on Non-convertible Debentures	12000

INDOSTAR CAPITAL FINANCE LIMITED	BSE LIMITED	01/04/2024	Regulation 60 of Listing Regulations 2015	Delay in intimation of record date for the purpose of payment of Interest on Nonconvertible debentures	10000
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**B \*DETAILS OF COMPOUNDING OF OFFENCES**

Nil

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Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

**XIII Details of Shareholder / Debenture holder**

Number of shareholder/ debenture holder

68135

**XIV Attachments**

(a) List of share holders, debenture holders

Details of Shareholder or Debenture holder.xlsm

(b) Optional Attachment(s), if any

List of Debenture holders - March 2025.pdf  
ICF - Form MGT-8 - 2024-25.pdf  
Clarification letter-MGT7.pdf

## XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

### I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of INDOSTAR CAPITAL FINANCE LIMITED as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1 its status under the Act;

2 maintenance of registers/records & making entries therein within the time prescribed therefor;

3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time;

4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

5 closure of Register of Members / Security holders, as the case may be.

6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;

7 contracts/arrangements with related parties as specified in section 188 of the Act;

8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;

9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act

10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;

12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;

14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

15 acceptance/ renewal/ repayment of deposits;

16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the

provisions of section 186 of the Act ;

18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

**To be digitally signed by**

Name

Harnatharam Choudhary

Date (DD/MM/YYYY)

18/11/2025

Place

Mumbai

Whether associate or fellow:

Associate       Fellow

Certificate of practice number

9\*6\*

**XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014**

\*(a) DIN/PAN/Membership number of Designated Person

59686

\*(b) Name of the Designated Person

SHIKHA JAIN

**Declaration**

I am authorised by the Board of Directors of the Company vide resolution number\* 10 dated\*

(DD/MM/YYYY) 29/04/2025 to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.  
2 All the required attachments have been completely and legibly attached to this form.

**\*To be digitally signed by**

\*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

\*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0\*3\*3\*3\*

\*To be digitally signed by

Company Secretary  Company secretary in practice

\*Whether associate or fellow:

Associate  Fellow

Membership number

5\*6\*6

Certificate of practice number

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**Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.**

***For office use only:***

eForm Service request number (SRN)

AB9723570

eForm filing date (DD/MM/YYYY)

22/12/2025

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**