

INDOSTAR

INDOSTAR CAPITAL FINANCE LIMITED

(CIN: L65100MH2009PLC268160)

(the "Company" or the "Issuer") was incorporated under the Companies Act, 1956

Registered & Corporate Office: One Indiabulls Center, 20th Floor, Tower 2A, Jupiter Mills Compound,
Senapati Bapat Marg, Mumbai – 400 013

Tel: +91 22 43157000; Fax: +91 22 43157010

Website: www.indostarcapital.com; Email: investor.relations@indostarcapital.com

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SHELF DISCLOSURE DOCUMENT UNDER SCHEDULE I OF SEBI (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 AS AMENDED BY SEBI (ISSUE AND LISTING OF DEBT SECURITIES) (AMENDMENT) REGULATIONS, 2012 FOR THE ISSUE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT

SHELF DISCLOSURE DOCUMENT FOR PRIVATE PLACEMENT OF UPTO 8000 SERIES XXX SECURED/UNSECURED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES ("DEBENTURES" OR "NCDS") OF THE FACE VALUE OF INR 10,00,000/- (RUPEES TEN LAKH ONLY) EACH, FOR CASH, AGGREGATING UPTO INR 800 CRORE TO BE ISSUED IN ONE OR MORE TRANCHES ("THE ISSUE").

NEITHER THE ISSUER NOR ITS PROMOTER OR DIRECTORS ARE CATEGORIZED AS WILFUL DEFAULTER BY ANY BANK OR FINANCIAL INSTITUTION OR CONSORTIUM THEREOF.

General Risk

Investment in debt instruments involves a degree of risk and investors should invest funds in the Issue only after reading this Shelf Disclosure Document carefully. For taking investment decision, investors must rely on their own examination of IndoStar Capital Finance Limited ("Issuer"), this Shelf Disclosure Document including any Addendum to this Shelf Disclosure Document issued in pursuance thereof and the Issue including the risk involved. The Issue has not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of the information contained herein.

Issuer's Absolute Responsibility

The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this Shelf Disclosure Document contains all the information with regards to the Issuer. Further, the information contained in this Shelf Disclosure Document is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Shelf Disclosure Document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

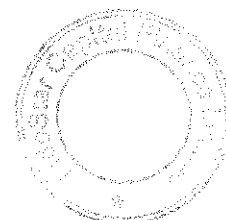
Credit Rating

CARE Ratings Limited has assigned a rating of 'CARE AA-' and CARE PP-MLD AA-; Stable (market linked debentures) and India Ratings & Research Private Limited has assigned 'IND AA-/Stable' to the issue of Debentures. Instruments with this rating are considered to offer high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

The above rating is not a recommendation to buy, sell or hold Debentures and investors should take their own decisions. The rating may be subject to suspension or revision or withdrawal at any time by the assigning rating agency on the basis of new information being made available. Each rating should be evaluated independent of any other rating.

Listing

Debentures offered through this Shelf Disclosure Document are proposed to be listed on the Wholesale Debt Market Segment of BSE Limited (BSE). The Issuer has obtained an in-principle approval from BSE for listing of the Debentures vide letter ref. DCS/COMP/AA/IP-PPDI/72/18-19 dated June 22, 2018.



This Shelf Disclosure Document is dated June 22, 2018.

DEBENTURE TRUSTEE	REGISTRAR AND TRANSFER AGENT
 IDBI Trustee Services Limited Asian Building, Ground Floor, 17, R Kamani Marg, Ballard Estate, Mumbai - 400 001 Tel: +91 22 40807000 Fax: +91 22 66311776 Website: www.idbitrustee.com Contact Person: Ms. Swapnali Hirlekar Email: itsl@idbitrustee.com	 Link Intime India Private Limited C-101, 1 st Floor, 247 Park, Lal Bahadur Shastri Marg Vikhroli, (West), Mumbai - 400 083 Tel: +91 22 49186200 Fax: +91 22 49186195 Website: www.linkintime.co.in Contact Person: Mr. Ganesh Jadhav Email: ganesh.jadhav@linkintime.co.in SEBI Registration No. : INR000004058

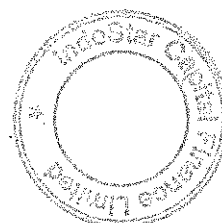
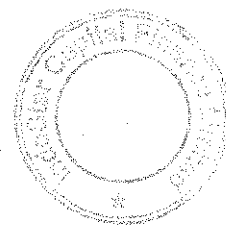


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SECTION I

IMPORTANT NOTICE AND DISCLAIMERS

This Shelf Disclosure Document for the issue of Debentures on Private Placement basis (the "Document" or the "Shelf Document") will be provided to potential Investors in relation to the issue of the Debentures by the Company.

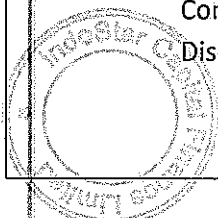
This Shelf Disclosure Document is neither a "Prospectus" nor a "Statement in Lieu of Prospectus" and is prepared in accordance with the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, Companies Act, 2013 read with the Rules framed thereunder and other applicable laws, rules, regulations and guidelines. This Shelf Disclosure Document has not been submitted with SEBI for its approval. This Shelf Disclosure Document is intended for private use and should not be construed to be a prospectus and/or an invitation to the public or a section of the public for subscription to the Debentures under any Law for the time being in force. This requirement is for the exclusive use to whom it is delivered and it should not be circulated or distributed to any third party(ies).

Apart from this Shelf Disclosure Document, no other offer document or prospectus has been prepared in connection with the offering of this Issue nor is such a prospectus required to be registered under applicable laws. Accordingly, this Shelf Disclosure Document has neither been delivered for registration nor is it intended to be registered under the applicable laws.

All the information contained in this Shelf Disclosure Document has been supplied by or on behalf of the Company and the Company confirms that the Company has taken reasonable care to ensure that the information is true and accurate in all material respects as at the date of this Shelf Disclosure Document and does not contain any untrue statement of a material fact or omits to state any material fact necessary to make the statements herein that would be in the light of circumstances under which they are made, and are not misleading. No person has been authorized to give any information or to make any representation not contained or incorporated by reference in this Shelf Disclosure Document or in any material made available by the Company to any potential Investor pursuant hereto and, if given or made, such information or representation must not be relied upon as having been authorized by the Company.

The contents of this Shelf Disclosure Document are intended to be used only by those potential Investors to whom it is issued. It is not intended for distribution to any other person and should not be distributed or reproduced by any such potential Investor.

No invitation is being made to any persons other than those to whom Application Forms along with this Shelf Disclosure Document and relevant Addendum to this Shelf Disclosure Document is being sent. Any application by a person to whom this Shelf Disclosure Document along with the relevant Addendum to this Shelf Disclosure Document and/ or the Application Form has not been sent by the Company shall be rejected without assigning any reason. The person in receipt of this Shelf Disclosure Document along with the relevant Addendum to this Shelf Disclosure Document shall



maintain utmost confidentiality regarding the contents therein and shall not reproduce or distribute in whole or in part or make any announcement in public or to any third party regarding its contents, without the prior written consent of the Issuer.

The purpose of this Shelf Disclosure Document is to provide general information about the Company and to assist recipients, who are willing and eligible to invest in the Debentures. This Shelf Disclosure Document does not purport to contain all the information that any potential Investor may require. This Shelf Disclosure Document is not intended to provide the basis of any credit decision or other evaluation and should not be regarded; firstly as a recommendation to any recipient to participate in the Debentures and secondly any recipient of this Shelf Disclosure Document should not consider such receipt a recommendation to purchase any Debentures. Each potential investor should perform his / its own independent investigation of the financial condition and affairs of the Company, and his / its own appraisal of the creditworthiness of the Company. Potential investors should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations arising from an investment in the Debentures and such potential investors should possess the appropriate resources to analyse such investment and the suitability of such investment to their respective particular circumstances based upon whatever investigations it deems necessary. This Shelf Disclosure Document shall not be considered as a recommendation to purchase the Debentures and the recipients are urged to determine, investigate and evaluate for themselves the authenticity, origin, validity, accuracy, completeness, adequacy or otherwise the relevance of the information contained in this Shelf Disclosure Document. It is the responsibility of the investors / potential Investors to also ensure that they will sell these Debentures in strict accordance with this Shelf Disclosure Document and other applicable Laws, so that the sale does not constitute an offer to the public within the meaning of the Companies Act, 2013 and other applicable law.

This Shelf Disclosure Document is confidential and is made available only to the potential Investors of the Debentures on the understanding that it is confidential. Recipients are not entitled to use any of the information contained in this Shelf Disclosure Document for any purpose other than in assisting to decide whether or not to participate in the Issue.

Each person receiving this Shelf Disclosure Document acknowledges that:

- such person has been accorded an opportunity to request and to review and has received all additional information considered by a person to be necessary to verify the accuracy of or to supplement the information herein; and
- such person has not relied on the Arranger and / or its affiliates that may be associated with the Debentures in connection with its investigation of the accuracy of such information or its investment decision.

This Shelf Disclosure Document does not constitute, nor may it be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation. No action is being taken to permit an offering of the Debentures or the distribution of this Shelf Disclosure Document

in any jurisdiction where such action is required. The distribution of this Shelf Disclosure Document in certain jurisdictions may be restricted by Law. Recipients of this Shelf Disclosure Document are required by the Company to inform themselves about and to observe any such restrictions. No liability to any person is accepted by the Company and/or its affiliates in relation to the distribution of this Shelf Disclosure Document in any jurisdiction.

This Shelf Disclosure Document is made available to the potential investors to the Issue on the strict understanding that it is confidential. All Investors and potential Investors are required to comply with the relevant regulations/ guidelines applicable to them. This Shelf Disclosure Document is not intended for distribution to any other person and should not be reproduced by the recipient.

The Issuer and its Directors have not been prohibited from accessing the capital market under any order or directions passed by SEBI.

DISCLAIMER CLAUSE OF SEBI AND THE STOCK EXCHANGE

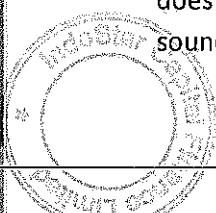
A copy of this Shelf Disclosure Document has not been filed with or submitted to SEBI for their approval. It is distinctly understood that this Shelf Disclosure Document should not in any way be deemed or construed to have been approved or vetted by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company or for the correctness of the statements made or opinions expressed in this Shelf Disclosure Document.

As required, a copy of this Shelf Disclosure Document for the issue of Debentures on private placement basis has been filed with the Wholesale Debt Market Segment of BSE in terms of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and SEBI (Issue and Listing of Debt Securities) (Amendment) Regulations, 2012, amended from time to time, ("**SEBI Debt Listing Regulations**") and all other provisions of applicable law.

It is to be distinctly understood that submission of this Shelf Disclosure Document to the BSE should not in any way be deemed or construed to mean that the Document has been cleared or approved by BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Shelf Disclosure Document, nor does it warrant that the Debentures will be listed or will continue to be listed on the BSE; nor does it take any responsibility for the financial or other soundness of the Issuer, its promoters, its management or any scheme or project of the Issuer.

DISCLAIMER CLAUSE OF RBI

The Issuer is having a valid Certificate of Registration dated January 20, 2016 issued by the Reserve Bank of India ("**RBI**") under section 45IA of the Reserve Bank of India Act, 1934. However, the RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the Company or for the correctness of any of the statements or representations made



or opinions expressed by the Company and for discharge of liabilities by the Company. Neither is there any provision in law to keep, nor does the Company keep any part of the deposits with the RBI and by issuing the Certificate of Registration to the Company, the RBI neither accepts any responsibility nor guarantee for the payment of the deposit amount to any depositor.

DISCLAIMER IN RESPECT TO JURISDICTION

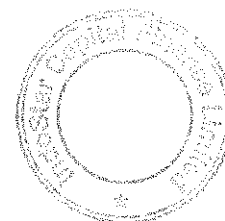
The Issue is made in India to investors who shall be specifically approached by the Issuer. This Shelf Disclosure Document does not constitute an offer to sell or an invitation to subscribe to Debentures offered hereby to any person to whom it is not specifically addressed. Any disputes arising out of this Issue will be subject to the exclusive jurisdiction of the courts and tribunals in Mumbai. This Shelf Disclosure Document does not constitute an offer to sell or an invitation to subscribe to the Debentures herein, in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction.

DISCLAIMER OF THE ARRANGER

It is advised that the Issuer has exercised self due-diligence to ensure complete compliance of prescribed disclosure norms in this Shelf Disclosure Document. The role of the Arranger, if any, in the assignment will be confined to marketing and placement of the Debentures on the basis of this Shelf Disclosure Document as prepared by the Issuer. The Arranger has neither scrutinized / vetted nor has it done any due-diligence for verification of the contents of this Shelf Disclosure Document. The Arranger shall use this document for the purpose of soliciting subscription to eligible investors in the Debentures to be issued by the Issuer on private placement basis. It is to be distinctly understood that the aforesaid use of this document by the Arranger should not in any way be deemed or construed that the document has been prepared, cleared, approved or vetted by the Arranger; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this document; nor does it take responsibility for the financial or other soundness of the Issuer, its promoters, its management or any scheme or project of the Issuer. The Arranger or any of its directors, employees, affiliates or representatives does not accept any responsibility and/or liability for any loss or damage arising of whatever nature and extent in connection with the use of any of the information contained in this document.

DEBENTURE DOCUMENTS

Notwithstanding any provision or statement to the contrary but subject to the disclosures made in the Debenture Documents, no statement, provision, information or fact contained in this Shelf Disclosure Document shall result in any defence, disclaimer or waiver or excuse of any obligation or liability of the Issuer or any of the obligors under the Debenture Documents.



CAUTIONARY NOTE

No person including any employee of the Issuer has been authorized to give any information or to make any representation not contained in this Shelf Disclosure Document. Any information or representation not contained herein must not be relied upon as having being authorized by or on behalf of the Issuer. Neither the delivery of this Shelf Disclosure Document at any time nor any statement made in connection with the offering of the Debentures shall under the circumstances imply that any information/ representation contained herein is correct at any time subsequent to the date of this Shelf Disclosure Document. The distribution of this Shelf Disclosure Document or the Application Forms and the offer, sale, pledge or disposal of the Debentures may be restricted by law in certain jurisdictions.



SECTION II

RISK FACTORS AND ASSUMPTIONS

A. RISK FACTORS

The Issuer believes that the following risk factors may affect its ability to fulfil its obligations in respect of the Debentures issued under this Shelf Disclosure Document. All of these factors are contingencies which may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring.

The Issuer believes that the factors described below represent the principal risks inherent in investing in Debentures issued under this Shelf Disclosure Document, but the inability of the Issuer, as the case may be, to pay coupon, principal or other amounts on or in connection with any Debentures may occur for other reasons and the Issuer does not represent that the statements below regarding the risks of holding any Debentures are exhaustive.

Investors should consider the following risk factors carefully for evaluating the Issuer and its business before making any investment decision. Unless the context requires otherwise, the risk factors described below apply to the Issuer only.

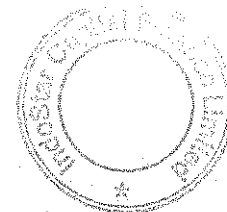
INTERNAL RISKS

1. Repayment of principal or coupon is subject to the credit risk of the Company

Investors should be aware that receipt of the principal amount, coupon amount and any other amounts that may be due in respect of the Debentures is subject to the credit risk of the Company and the potential investors assume the risk that the Issuer may not be able to satisfy their obligations under the Debentures. In the event that bankruptcy proceedings or composition, scheme of arrangement or similar proceedings to avert bankruptcy are instituted by or against the Company, the payment of sums due on the Debentures may be substantially reduced or delayed.

2. The secondary market for the Debentures may be illiquid

The Debentures may be very illiquid and no secondary market may develop in respect thereof. Even if there is a secondary market for the Debentures, it is not likely to provide significant liquidity. Any such Debenture so purchased may be required to be held or resold or surrendered for cancellation, to the extent that an issue of Debentures becomes illiquid. An Investor may have to hold the Debenture until redemption to realize value.



3. No debenture redemption reserve

No debenture redemption reserve is being created for the present Issue. Pursuant to the Rule 18(7)(b)(ii) of the Companies (Share Capital and Debentures) Rules, 2014, companies which are registered as NBFCs with the RBI are not required to create a debenture redemption reserve for any private placement of debentures.

4. Tax Considerations and Legal Considerations

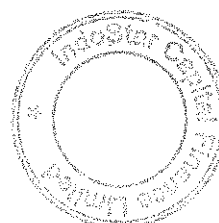
Special tax, accounting and legal considerations may apply to certain types of Investors. Prospective Investors are urged to consult with their own tax and legal advisors to determine any tax and legal implications of this investment.

5. We are affected by volatility in interest rates for both our lending and treasury operations, which could cause our net interest income to vary and consequently affect our profitability.

Our results of operations depend substantially on the level of our net interest income, which is the difference between our interest and other income charges, and interest expense and other borrowing costs. Any change in interest rates would affect our interest expense on our floating interest-bearing liabilities as well as our net interest income and net interest margins. Any increase in our cost of funds may lead to a reduction in our net interest margin, or require us to increase interest rates on loans disbursed to customers in the future to maintain our net interest margin.

Our interest income is affected by any volatility in interest rates in our lending operations. Interest rates are highly sensitive to many factors beyond our control, including the monetary policies of the RBI, deregulation of the financial sector in India, domestic and international economic and political conditions and other factors, which have historically generated a relatively high degree of volatility in interest rates in India. Moreover, if there is an increase in the interest rates we pay on our borrowings that we are unable to pass to our customers, we may find it difficult to compete with our competitors, who may have access to low-cost funds or lower cost deposits. Further, to the extent our borrowings are linked to market interest rates, we may have to pay interest at a higher rate than lenders that borrow only at fixed interest rates. In a declining interest rate environment, if our cost of funds does not decline simultaneously or to the same extent as the yield on our interest-earning assets, it could lead to a reduction in our net interest income and net interest margin.

Fluctuations in interest rates may also adversely affect our treasury operations. In a rising interest rate environment, especially if the rise is sudden or sharp, we could be adversely affected by the decline in the market value of our securities portfolio and other fixed income securities. In addition, we currently do not enter into any interest rate hedging instruments to protect against interest rate volatility. Our inability to effectively and efficiently manage interest rate variations and our failure to pass on increased interest rates on our borrowings may cause our net interest income to decline, which would decrease our return on assets and could adversely affect our business, future financial performance and result of operations.



6. *We have expanded into new lines of business and if we are unable to successfully run the new businesses profitably, our results of operations and financial condition may be affected.*

As part of our growth strategy, we have also added additional products to our portfolio such as vehicle finance. We have limited or no experience in some of the recently launched products and business verticals which are partly targeted at a slightly different borrower segment. Our current strategy is to gain market share in strategically-selected target businesses, customer segments and geographies, however, there can be no assurance that we will be able to continue to successfully implement our strategy. If we grow our Total Credit Exposure too rapidly or fail to make proper assessments of credit risks associated with new borrowers, a higher percentage of our loans may become non-performing, which would have an adverse effect on the quality of our assets and our financial condition.

Factors such as competition, customer requirements, regulatory regimes, business practices and customs in these new markets may differ from those in our existing markets, and our experience in our existing markets may not be applicable to these new markets. In addition, as we enter new markets and geographical regions, we are likely to compete with not only other banks and financial institutions but also the local unorganized or semi-organized private financiers, who are more familiar with local regulations, business practices and customs, and may have stronger relationships with target customers. For instance, a number of states in India have enacted laws to regulate money lending transactions. These laws establish a maximum rate of interest that can be charged. There is ambiguity on whether NBFCs are required to comply with provisions of these state money lending laws. There are severe civil and criminal penalties for non-compliance with the relevant money lending statutes. If it is judicially determined or clarified by relevant authorities that such statutes apply to NBFCs, our expansion in such states could be hindered.

As we expand our geographic footprint, our business may be exposed to additional challenges, including obtaining necessary governmental approvals, identifying and collaborating with local business partners with whom we may have no existing relationship; successfully marketing our products in markets in which we have no familiarity; attracting customers in a market in which we do not have significant experience or visibility; being subject to additional local taxes; attracting and retaining new employees; expanding our technological infrastructure; maintaining standardized systems and procedures; and adapting our marketing strategy and operations to new markets in India in which different languages are spoken. To address these challenges, we may have to make significant investments that may not yield desired results or incur costs that we may not be able to recover. Our inability to expand our current operations may adversely affect our business, financial condition and results of operations.

7. *We have experienced significant growth in recent years and we may not be able to sustain our growth or manage it effectively.*

We have experienced significant growth in recent years. Sustained growth puts pressure on our ability to effectively manage and control historical and emerging risks. Our inability to effectively manage any of these issues may adversely affect our business growth and, as a result, impact our businesses, prospects, financial condition and results of operations.

We also intend to continue to increase and diversify our customer base and delivery channels. With the launch of new businesses, particularly vehicle finance businesses, we have significantly increased the scope of our branch network and we intend to continue to add new branches over

the next few years. While historically most of our operations were focused in Western India, we intend to further increase our penetration in the western and northern states of India as well as certain regions in India where we historically had limited operations, such as the central part of India. Our recently launched vehicle finance business will focus on southern India as its primary target market.

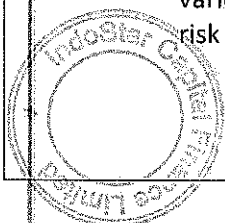
Such further expansion will increase the size of our business and the scope and complexity of our operations and will involve significant start-up costs to establish such branches. We may not be able to effectively manage this growth or achieve the desired profitability in the expected timeframe or at all and may not be able to reflect improvement in other indicators of financial performance from the expansion. In addition, the growth and contribution to our revenue from new branches may be slower or smaller compared to the rest of our business. We may not be able to identify real estate to lease for new branches in a cost effective manner or without delays or relocate branches that do not meet our standards of success, including profitability, to desirable locations. We cannot assure you that we will be successful in achieving our target benchmark level of efficiency and productivity in our new branches and our success will depend on various internal and external factors, some of which are not under our control.

As a consequence of a larger branch network, we may also be exposed to certain additional risks, including:

- difficulties arising from operating a larger and more complex organization;
- the failure to manage a geographically-diverse branch presence and to efficiently and optimally allocate management, technology and other resources across our branch network;
- the failure to manage third-party service providers in relation to any outsourced services;
- difficulties in the integration of new branches with our existing branch network;
- difficulties in supervising local operations from our centralized locations;
- difficulties in hiring skilled personnel in sufficient numbers to operate the new branches locally and management to supervise such operations from centralized locations;
- the failure to compete effectively with competitors in new locations;
- the failure to maintain the level of customer service in the new branches, which may adversely affect our brand and reputation;
- higher technology support services cost and operational risks;
- difficulties arising from coordinating and consolidating corporate and administrative functions, including integration of internal controls and procedures; and
- unforeseen legal, regulatory, property, labour or other issues.

8. Any disruption in our sources of funding could adversely affect our liquidity and financial condition.

The liquidity and profitability of our business depend, in large part, on our timely access to, and the costs associated with, raising funds. Our funding requirements historically have been met from various sources, including bank loans and working capital facilities, non-convertible debentures, commercial paper and equity. Our business depends and will continue to depend on our ability to access a variety of funding sources. Our ability to raise funds at competitive rates depends on various factors including our current and future results of operations and financial condition, our risk management policies, our credit ratings, our brand equity, the regulatory environment and



policy initiatives in India and developments in the international markets affecting the Indian economy.

Presently, we depend on banks as a primary source of our borrowings. There are restrictions imposed by the RBI through a Master Circular – Bank Finance to Non- Banking Financial Companies dated July 1, 2015, as amended (the "Master Circular"), which may restrict our ability to obtain bank financing for specific activities. Pursuant to the Master Circular, the RBI has imposed certain restrictions on banks providing financing to NBFCs. Under this Master Circular, certain activities by NBFCs are ineligible for financing by banks, including certain types of discounting and rediscounting of bills; current and long term investments in shares, debentures, loans and advances by NBFCs to their subsidiaries and group companies; lending by NBFCs to individuals for subscribing to initial public offerings and purchasing shares from the secondary market; unsecured loans and inter-corporate deposits provided by NBFCs. In addition, the Master Circular prohibits:

- banks from granting bridge loans of any nature, provide interim finance against capital or debenture issues or in the form of loans of a temporary nature pending the raising of long term funds from the market by way of capital, deposits, or other means to any NBFCs;
- banks from accepting shares and debentures as collateral for secured loans granted to NBFCs; and

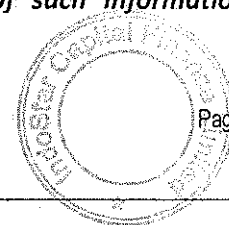
banks from executing guarantees covering inter-company deposits or loans thereby guaranteeing refund of deposits or loans accepted by NBFCs. The restriction covers all types of deposits and loans irrespective of their source, including deposits and loans received by NBFCs from trusts and other institutions. The Master Circular also requires that guarantees should not be issued by banks for the purpose of indirectly enabling the placement of deposits with NBFCs. The Master Circular also provides that the exposure (both lending and investment, including off balance sheet exposures) of a bank to a single NBFC, which is not predominantly engaged in lending against collateral of gold jewelry, should not exceed 10.0%, of the bank's capital funds as per its last audited balance sheet. Banks may, however, assume exposures on such a single NBFC up to 15.0%, of their capital funds, provided that the exposure in excess of 10.0% is on account of funds on-lent by the NBFC to the infrastructure sector.

Changes in economic, regulatory and financial condition or any lack of liquidity in the market could adversely affect our ability to access funds at competitive rates, which could adversely affect our liquidity and financial condition.

9. The quality of our portfolio may be impacted due to higher levels of NPAs and our business may be adversely affected if we are unable to provide for such higher levels of NPAs.

Our Company adheres to provisioning requirements related to Gross Advances pursuant to the Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, as amended ("Master Directions"). Further, our Subsidiary, IndoStar Home Finance, makes provisions for standard assets as well as NPAs in accordance with the prudential norms prescribed by the NHB.

10. We depend on the accuracy and completeness of information about customers and counterparties for certain key elements of our credit assessment and risk management process. Any misrepresentation, errors in or incompleteness of such information could adversely affect our business and financial performance.



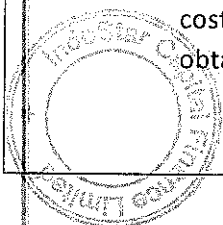
In deciding whether to extend credit or enter into other transactions with customers, for certain key elements of the credit assessment process, we rely on information furnished to us by or on behalf of customers (including in relation to their financial transactions and past credit history). We may also rely on certain representations from our customers as to the accuracy and completeness of that information. For ascertaining the creditworthiness and encumbrances on collateral we may depend on the respective registrars and sub-registrars of assurances, credit information companies or credit bureaus, and on independent valuers in relation to the value of the collateral, and our reliance on any misleading information given may affect our judgement of credit worthiness of potential borrowers, and the value of and title to the collateral, which may affect our business, prospects, results of operations and financial condition. We may receive inaccurate or incomplete information as a result of negligence or fraudulent misrepresentation. Our risk management measures may not be adequate to prevent or deter such activities in all cases, which may adversely affect our business prospects, financial condition and results of operations.

Further, we are increasing our focus on self-employed and middle income individuals and businesses that have limited or no access to formal banking and finance channels. A significant number of such customers maybe first time buyers of financial products and often may not have credit histories supported by tax returns and other documents that would enable us to accurately assess their creditworthiness. We may also not receive updated information regarding any change in the financial condition of our customers or may receive inaccurate or incomplete information as a result of any fraudulent misrepresentation by our customers or employees. Moreover, the availability of accurate and comprehensive credit information on retail customers and small businesses in India is more limited than for larger corporate customers, which reduces our ability to accurately assess the credit risk associated with such lending. Although as part of our credit policy, we are required to conduct credit checks of all our customers, including with credit bureaus, conduct site-visits (wherever relevant) and personal discussions, there can be no assurance that such credit information will be accurate or comprehensive. Difficulties in assessing credit risks associated with our day-to-day lending operations may lead to an increase in the level of our non-performing and restructured assets, which could adversely affect our business prospects, financial condition and results of operations.

11. We have significant exposure to certain sectors and to certain borrowers and if these exposures become non-performing, such exposures could increase the level of non-performing assets in our portfolio and affect our business, future financial performance and results of operations and the quality of our asset portfolio.

Our Company have significant exposure in real estate, financial services, poultry products, infrastructure and digital cable sectors in India and may continue to have significant concentration of loans in these sectors. Further, as we execute our current growth strategy, we will have increased exposure to the transportation sector. Any significant negative trends or financial difficulties in this sector could increase the level of non-performing assets in our portfolio and may adversely affect our business, financial performance and results of operations. We calculate customer exposure as required under the Reserve Bank of India regulations.

Our real estate finance loans typically have higher average loan sizes in comparison to our other loan products. Furthermore, real estate finance loans may be exposed to risks related to time and cost overruns and related increases. Factors such as third party performance risks, delays in obtaining the requisite approvals, environmental risks, changes in market conditions, changes in



government or regulatory policies, permits, licenses or certifications from the relevant authorities as well as shortages of, or material increases in prices of, construction materials, equipment, technical skills and labor, or other unforeseeable problems and circumstances may lead to delays in, or prevent the completion of, real estate development projects and result in costs substantially exceeding those originally budgeted, which may affect real estate developers' ability to repay their loans.

In addition, real estate developers may be impacted by the passing of the Real Estate (Regulation and Development) Act, 2016, as amended (the "Real Estate Act"). The Real Estate Act sets forth a robust reporting, compliance and dispute resolution regime governing real estate projects, including mandating developers to disclose details of registered projects including with respect to the land status, approvals and other such details, and requiring developers to pay interest in case of delays in project completion. Further, the Real Estate Act also makes it mandatory for real estate developers to put 70.0% of the amount collected from buyers for a real estate project into a separate bank account, which amount may only be used for land costs and costs for construction of such real estate projects. The implementation of the Real Estate Act is still ongoing, including by various states in India, and we cannot assure you that the real estate sector in the states in India in which we do business will not be impacted by any further rules or regulations announced by the Government of India or such state Governments.

12. Our corporate lending business, particularly the real estate loan portfolio, is significantly dependent on our operations in the Mumbai Metropolitan Region, and any adverse changes in the conditions affecting these markets can adversely impact our business, financial condition and results of operations.

Our corporate lending business, particularly the real estate loan portfolio, is significantly dependent on the performance of the Mumbai Metropolitan Region ("MMR").

In the event of a regional slowdown in the economic activity in MMR or factors such as a slowdown in sectors such as real estate, we may experience more pronounced effects on our financial condition and results of operations. While we have expanded our operations to other states such as Tamil Nadu, Madhya Pradesh, Karnataka, Rajasthan, our business, financial condition and results of operations have been and will continue to be largely dependent on the performance of, and the prevailing conditions affecting, the economy in MMR. Therefore, any significant social, political or economic disruption, or natural calamities or civil disruptions in this MMR, or changes in the policies in this region could affect our business operations, require us to incur additional expenditure and/or change our business strategies.

13. Our indebtedness has increased significantly over the years and we are subject to certain conditions and restrictions in terms of our financing arrangements, which restrict our ability to conduct our business and operations in the manner we desire.

Our Total Borrowings have increased significantly over the years. Our level of indebtedness has important consequences to us, such as:



- increasing our vulnerability to general adverse economic, industry and competitive conditions;
- limiting our flexibility in planning for, or reacting to, changes in our business and the industry;
- affecting our credit rating;
- limiting our ability to obtain additional financing in the future at competitive terms;
- affecting our capital adequacy requirements; and
- increasing our interest expenditure.

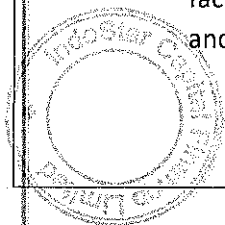
Most of our financing arrangements are secured by our movable and immovable assets. Certain of our financing agreements also include certain conditions and covenants requiring us to maintain stipulated financial ratios and obtain consents from lenders prior to carrying out certain activities and entering into certain transactions.

Any future failure to satisfactorily comply with any condition or covenant under our financing agreements (including technical defaults) or inability to repay our loans as and when due, may lead to a termination of one or more of our credit facilities, acceleration of amounts due under such facilities, and enforcement of events of default as well as cross-defaults under certain of our other financing agreements, any of which may individually or in aggregate, have an adverse effect on our operations, financial position and credit rating. In the event our business suffers or our customers are not able to repay their borrowings, we may be unable to meet our repayment obligations under our financing arrangements. Further, if the lenders of a material amount of the outstanding loans declare an event of default simultaneously, our Company may be unable to pay its debts when they fall due.

14. We may require additional financing for our business operations and the failure to obtain additional financing on terms commercially acceptable to us may adversely affect our ability to grow and our future profitability.

We may require additional capital for our business operations. The actual amount and timing of our future capital requirements may differ from estimates as a result of, among other things, unforeseen delays or cost overruns in developing our products, changes in business plans due to prevailing economic conditions, unanticipated expenses and regulatory changes, including any changes to RBI's monetary policies which are applicable to us. To the extent our planned expenditure requirements exceed our available resources; we will be required to seek additional debt or equity financing. Additional debt financing could increase our interest costs and require us to comply with additional restrictive covenants in our financing agreements. Additional equity financing could dilute our earnings per Equity Share and your interest in our Company, and could adversely impact the trading price of our Equity Shares.

Our ability to obtain additional financing on favourable terms, if at all, will depend on a number of factors, including our future financial condition, results of operations and cash flows, the amount and terms of our existing indebtedness, security, our track record of compliance of the covenants



contained in our financial agreements, general market conditions and market conditions for financing activities and the economic, political and other conditions.

We cannot assure you that we will be able to raise additional financing on acceptable terms in a timely manner or at all. Our failure to renew arrangements for existing funding or to obtain additional financing on acceptable terms and in a timely manner could adversely impact our ability to incur capital expenditure, our business, results of operations and financial condition.

15. Any downgrade in our credit ratings could increase borrowing costs and adversely affect our access to capital and lending markets and could also affect our interest margins, business, results of operations and financial condition.

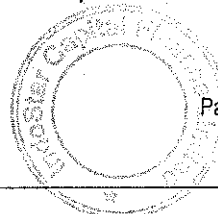
The cost and availability of debt capital depends in part on our short-term and long-term credit ratings.

Credit ratings reflect the opinions of ratings agencies on our financial strength, operating performance, strategic position and ability to meet our obligations. Certain factors that influence our credit ratings may be outside of our control. Our long-term debt is presently rated CARE AA-Stable and CARE PP-MLD AA-; Stable (market linked debentures); and IND AA-/Stable, respectively, by each of CARE Ratings Limited and India Ratings and Research Private Limited, which reflects the credit worthiness of our Company and also increases the confidence of the lender. CARE Ratings Limited, ICRA Limited and CRISIL Limited has each rated our commercial paper debt as CARE A1+, ICRA A1+ and CRISIL A1+, respectively, which is the highest rating for short-term debt instruments.

Any downgrade in our credit ratings could increase borrowing costs and adversely affect our access to capital and debt markets, which could in turn adversely affect our interest margins, our business and results of operations and cash flows. In addition, any downgrade in our credit ratings could increase the probability that our lenders impose additional terms and conditions to any financing or refinancing arrangements we enter into in the future. Further, any downgrade in our credit ratings may also trigger an event of default or acceleration of certain of our current or future borrowings.

16. As an NBFC, non-compliance with the RBI's observations made during its periodic inspections could expose us to penalties and restrictions.

As an NBFC, we are subject to periodic inspection by the RBI under section 45N of the Reserve Bank of India Act, 1934 (the "RBI Act"), pursuant to which the RBI inspects our books of accounts and other records for the purpose of verifying the correctness or completeness of any statement, information or particulars furnished to the RBI. In the event we are unable to resolve the deficiencies raised during inspection to the RBI's satisfaction, we may be restricted in our ability to conduct our business as we currently do. While we seek to comply with all regulatory provisions applicable to us, in the event we are unable to comply with the observations made by the RBI, we could be subject to penalties and restrictions which may be imposed by the RBI. Imposition of any penalty or adverse findings by the RBI during the ongoing or any future inspections may have an adverse effect on our business, results of operations, financial condition and reputation.



17. The regulatory requirement to maintain a stipulated capital adequacy ratio could restrict our future business growth.

As a systemically important non-deposit taking NBFC, our Company is required to maintain a capital adequacy ratio of at least 15.0% of our aggregate risk-weighted assets of our balance sheet (on-balance sheet and of risk adjusted value of off balance sheet items) on an ongoing basis.

If we continue to grow our Total Credit Exposure and asset base, we will be required to raise additional capital in order to continue to meet applicable capital adequacy ratios with respect to our business. There can be no assurance that we will be able to raise adequate additional capital in the future on terms favorable to us or at all, which could result in non-compliance with applicable capital adequacy ratios and may adversely affect the growth of our business.

18. Our risk management measures may not be fully effective in mitigating our risks in all market environments or against all types of risks, which may adversely affect our business and financial performance.

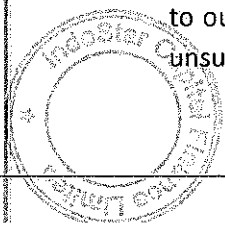
We are exposed to a variety of risks, including liquidity risk, interest rate risk, credit risk, operational risk and legal risk. The effectiveness of our risk management is limited by the quality and timeliness of available data. Our risk management techniques may not be fully effective in mitigating our risks in all market environments or against all types of risk, including risks that are unidentified or unanticipated. Some methods of managing risks are based upon observed historical market behavior. As a result, these methods may not predict future risk exposures, which could be greater than the historical measures indicated.

Other risk management methods depend upon an evaluation of information regarding markets, customers or other matters. This information may not in all cases be accurate, complete, current, or properly evaluated. Management of operational, legal or regulatory risk requires, among other things, policies and procedures to properly record and verify a number of transactions and events.

Although we have established policies and procedures, they may not be fully effective. Our future success will depend, in part, on our ability to respond to new technological advances and evolving NBFCs, standards and practices in the sectors we cater to, on a cost-effective and timely basis. The development and implementation of standards and practices entails significant technical and business risks. There can be no assurance that we will successfully implement new technologies or adapt our transaction-processing systems to customer requirements or evolving market standards.

19. Any failure, inadequacy and security breach in our information technology systems may adversely affect our business.

Our operations depend on our ability to process a large number of transactions on a daily basis across our network of offices, most of which are connected through computer systems and servers to our head office. Our expansion plans will require us to invest more in IT which may prove to be unsuccessful. Our financial, accounting, underwriting or other data processing systems may fail to

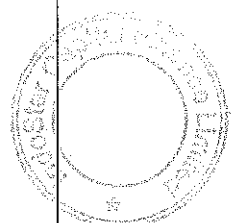


operate adequately or become disabled as a result of events that are beyond our control, including a disruption of electrical or communications services. Our ability to operate and remain competitive will depend in part on our ability to maintain and upgrade our information technology systems on a timely and cost-effective basis. The information available to and received by our management through our existing systems may not be timely and sufficient to manage risks or to plan for and respond to changes in market conditions and other developments in our operations. We may experience difficulties in upgrading, developing and expanding our systems quickly enough to accommodate our growing customer base and range of products. Our operations also rely on the secure processing, storage and transmission of confidential and other information in our computer systems and networks. Our computer systems, servers, software, including software licensed from vendors and networks may be vulnerable to unauthorized access, computer viruses or other malicious code and other events that could compromise data integrity and security and result in identity theft including customer data, customer KYC documents (including identity proofs, income and tax statements and bank account details), employee data and propriety business data, for which we could potentially be liable. Any failure to effectively maintain or improve or upgrade our management information systems in a timely manner could adversely affect our competitiveness, financial position and results of operations. Moreover, if any of these systems do not operate properly or are disabled or if there are other shortcomings or failures in our internal processes or systems, it could affect our operations or result in financial loss, disruption of our businesses, regulatory intervention or damage to our reputation. In addition, our ability to conduct business may be adversely impacted by a disruption in the supporting infrastructure.

20. We may be exposed to potential losses due to a decline in value of assets secured in our favor, and due to delays in the enforcement of such security upon default by our borrowers.

Our Total Credit Exposure, is secured by a mix of movable and immovable assets or other forms of collateral, depending on the nature of the loans. The value of certain types of collaterals may decline due to inherent operational risks, the nature of the asset secured in our favor and adverse market and economic conditions (both global and domestic). For example, the value of the vehicle, is subject to depreciation, deterioration, and/or a reduction in value on account of a number of factors (such as wear and tear), over the course of time. Consequently, the realizable value of the collateral for the loan provided by us, when liquidated, may be lower than the outstanding loan from such customers. Any default in repayment of the outstanding credit obligations by our customers may expose us to losses. Furthermore, in the case of a default, we typically repossess the commercial vehicles financed and sell such vehicles through auctions. The hypothecated vehicles, being movable property, may be difficult to locate or seize in the event of any default by our customers.

In the event of default by our customers, there can be no assurance that we will be able to sell our collateral including property, machinery, stock or vehicles provided as security at all or at prices sufficient to cover the amounts under borrower defaults, or that we would be able to invoke other securities, such as personal guarantees, due to among other things, unforeseen delays in our ability to take immediate action, winding up and foreclosure proceedings, defects in title, defects in perfection of the collateral or documentation relevant to the assets, stock market downturns,



fraudulent transfers by our customers, difficulty in locating movable assets and the necessity of obtaining regulatory approvals and/or court orders for the enforcement of our collateral over those assets. Further, certain ownership documents of the immovable properties that are mortgaged to us may not be duly registered or adequately stamped. Failure to adequately stamp and register a document may render the document inadmissible in evidence. Consequently, should any default arise in relation to the corresponding loans, we may be unable to, or may incur additional expenses to, enforce our rights in relation to such mortgaged properties. Further, if any of our borrowers take recourse of arbitration or litigation against our repayment claims, it may cause a further delay in our recovery process leading to depreciation of the secured asset. A failure or delay in recovering the expected value from sale of collateral could expose us to a potential loss. Any such losses could adversely affect our business prospects, financial condition and results of operations. As a result, if our customers default, we may receive less money from liquidating collateral than is owed under the relevant financing facility, and, in turn, incur losses, even where we successfully repossess and liquidate the collateral, thereby adversely affecting our business, future financial performance and results of operations.

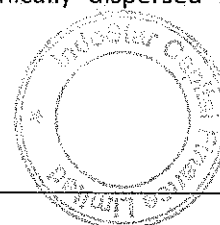
In addition, we may face additional delay and expense in conducting an auction to sell the collateral and may face significant delay in repossessing collateral, as litigation against defaulting customers, even if governed by an arbitration clause, can be slow and expensive in India. In the event a specialized regulatory agency gains jurisdiction over the borrower, creditor actions can be further delayed. In the event of any inability or delay in the repossession and liquidation of the collateral securing loans in default, we may incur losses, which could adversely affect our results of operations and financial condition

21. We may face asset-liability mismatches, which could affect our liquidity and consequently may adversely affect our operations and profitability.

We face potential liquidity risks because our assets and liabilities mature over different periods. As is typical for NBFCs, we meet a portion of our funding requirements through short-term funding sources, such as by issuing commercial papers, short-term loans from banks and non-convertible debentures. The majority of our Total Credit Exposure, however, mature over the medium term. Consequently, our inability to obtain additional credit facilities or renew our existing credit facilities in a timely and cost-effective manner or at all may lead to mismatches between our assets and liabilities, which in turn may adversely affect our operations and profitability.

22. A small portion of our collections from customers is in cash, exposing us to certain operational risks.

A small portion of our collections from our customers is in cash and such cash collections expose us to the risk of theft, fraud, misappropriation or unauthorized transactions by employees responsible for dealing with such cash collections. These risks are exacerbated by the high levels of responsibility we delegate to our employees and the geographically dispersed nature of our network.



As we grow our retail presence, the cash collections are likely to increase. While we have taken insurance policies, including coverage for cash in safes and in transit, and undertaken measures to detect and prevent unauthorized transactions, fraud or misappropriation, this may not be sufficient to prevent or deter such activities in all cases, which may adversely affect our operations and profitability. Further, we may be subject to regulatory or other proceedings in connection with any unauthorized transactions, fraud or misappropriation by our representatives and employees, which could adversely affect our goodwill. We may also be party to criminal proceedings and civil litigation related to our cash collections.

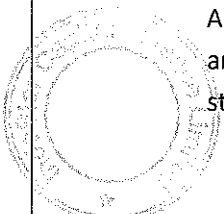
23. We require certain statutory and regulatory approvals for conducting our business and our inability to obtain, retain or renew them in a timely manner, or at all, may adversely affect our operations.

We require certain statutory and regulatory approvals for conducting our business and may also need additional approvals from regulators in connection with other fee-based products to our customers. We are also required to comply with the prescribed requirements including exposure limits, classification of NPAs, KYC requirements and other internal control mechanisms. We also obtain licenses and approvals to operate our various lines of business and in the future, we will be required to maintain such permits and approvals and obtain new permits and approvals for any proposed expansion strategy or diversification into additional business lines or new financial products. We may not be able to obtain such approval in a timely manner or at all.

In addition, our various offices are required to be registered under the relevant shops and establishments laws of the states and also require a trade license in municipal limits of certain states. The shops and establishment laws regulate various employment conditions, including working hours, holidays and leave and overtime compensation. Certain approvals may have lapsed in their normal course and our Company has either made an application to the appropriate authorities for renewal of such registration or is in the process of making such applications. A court, arbitration panel or regulatory authority may in the future find that we have not complied with applicable legal or regulatory requirements. We may also be subject to lawsuits or arbitration claims by customers, employees or other third parties in the different state jurisdictions in India in which we conduct our business. If we fail to obtain or retain any of these approvals or licenses, or renewals thereof, in a timely manner or at all, our business may be adversely affected. If we fail to comply, or a regulator claims we have not complied, with any of these conditions, our certificate of registration may be suspended or cancelled and we shall not be able to carry on such activities. We may also incur substantial costs related to litigation if we are subject to significant regulatory action, which may adversely affect our business, future financial performance and results of operations.

24. All of our offices and branches are located in leased premises and non-renewal of lease agreements or their renewal on terms unfavorable to us could adversely affect our operations.

As of March 31, 2018, all of our offices (including our Registered and Corporate Office) and branches are located in leased premises. Further, as we expand our branch network in line with our growth strategy, we expect the number of leased branches to increase significantly as all of our new



branches are expected to open on leased premises. If any of the owners of these premises do not renew the agreements under which we occupy the premises, or if they seek to renew such agreements on terms and conditions unfavorable to us, or if they terminate the agreement we may suffer a disruption in our operations or increased costs, or both, which may adversely affect our business and results of operations. All or any of the leases may not be renewed on similar terms or at all, or we may be evicted from all or a number of these premises and be required to pay damages to the landlord. This may adversely impact our business and financial condition.

25. We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.

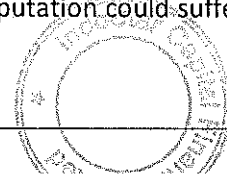
We have entered into various transactions with related parties, including for payment of salaries and wages of key managerial personnel. While we believe that all such transactions have been conducted on an arm's length basis and contain commercially reasonable terms, we cannot assure you that we could not have achieved more favorable terms had such transactions been entered into with unrelated parties. It is likely that we may enter into related party transactions in the future. Although all related party transactions that we may enter into post-listing, will be subject to board or shareholder approval, as necessary under the Companies Act, 2013, as amended and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have achieved more favorable terms if such transactions had not been entered into with related parties.

26. Any non-compliance with mandatory Anti-Money Laundering and Know Your Customer policies could expose us to additional liability and harm our business and reputation.

In accordance with the requirements applicable to us, we are mandated to comply with anti-money laundering ("AML") and know your client ("KYC") regulations in India. These laws and regulations require us, among other things, to adopt and enforce AML and KYC policies and procedures. While we have adopted policies and procedures aimed at collecting and maintaining all AML and KYC related information from our customers in order to detect and prevent the use of our banking networks for illegal money-laundering activities, there may be instances where we may be used by other parties in attempts to engage in money-laundering and other illegal or improper activities.

In addition, a number of jurisdictions (including India) have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement certain provisions of the U.S. Internal Revenue Code of 1986, commonly known as FATCA. Pursuant to these provisions, as part of our KYC processes, we are required to collect and report certain information regarding US persons having accounts with us.

There can be no assurance that we will be able to fully control instances of any potential or attempted violation by other parties and may accordingly be subject to regulatory actions, including imposition of fines and other penalties by the relevant government agencies to whom we report including the Financial Intelligence Unit - India. Our business and reputation could suffer if any such



parties use or attempt to use us for money-laundering or illegal or improper purposes and such attempts are not detected or reported to the appropriate authorities in compliance with applicable regulatory requirements.

27. We are exposed to significant market risk that could impair the value of our investment portfolio and adversely affect our business, results of operations and financial condition.

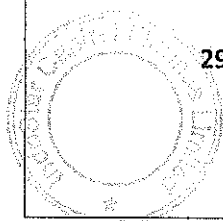
Changes in prevailing interest rates could affect our investment returns, which in turn could affect our investment income, results of operations and prospects. While falling interest rates could result in an increase in the mark-to-market value of our debt portfolio, they also subject us to reinvestment risk, which could result in the portfolio yields falling. Accordingly, declining interest rates could have an adverse effect on our investment income, results of operations, financial condition, cash flows and prospects. On the other hand, an increase in interest rates could also adversely affect our profitability. Even though an increase in interest rates could result in an increase in investment returns on our newly added fixed income assets, it could also result in a reduction in the value of our existing fixed income assets reducing the mark-to-market value of such instruments. Interest rates are highly sensitive to inflation and other factors including, government monetary and tax policies, domestic and international economic and political considerations, regulatory requirements and other factors beyond our control. Any adverse effect on the factors affecting equity markets in India could affect our investment returns, which in turn could affect our results of operations, financial condition, cash flows and prospects.

28. Credit risks related to our investments, loans and advances may expose us to significant losses.

We are exposed to credit risks in relation to our investments. The value of our debt portfolio could be affected by changes in the credit rating of the issuer of the securities as well as by changes in credit spreads in the bond markets. In addition, issuers of the debt securities that we own may default on principal and interest payments. We cannot assure you that we are able to identify and mitigate credit risks successfully. As a result, a probable downgrade in the credit rating of the debt securities owned by us may lead to a reduction in value of our debt portfolio, and have an adverse effect on our financial condition, results of operations and prospects. We also have investments in unsecured debt instruments which may carry an interest rate lower than the market rate.

Further, the counterparties in our investments, including issuers of securities we hold, counterparties of any derivative transactions that we may enter into, banks that hold our deposits and debtors, may default on their obligations to us due to bankruptcy, lack of liquidity, economic downturns, operational failure, fraud or other reasons. We are also subject to the risk that our rights against these counterparties may not be enforceable in all circumstances. In addition, we provide loan and advances to parties, including related parties. If such parties delay or default in repaying such loans and advances, we may incur significant losses.

29. The trading in our NCDs may be limited or sporadic, which may affect our ability to raise debt financing in future.



Our NCDs are listed on the Whole Sale Debt Market segment of the BSE. Trading in our NCDs has been limited and we cannot assure you that the NCDs will be frequently traded on the BSE or that there would be any market for the NCDs. Further, we cannot predict if and to what extent a secondary market may develop for the NCDs or at what price the NCDs will trade in the secondary market or whether such market will be liquid or illiquid.

EXTERNAL RISKS

Risks Relating to India

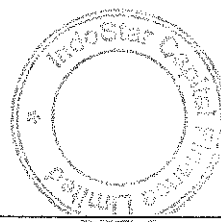
30. Our business is affected by prevailing economic, political and other prevailing conditions in India and the markets we currently serve.

Our Company is incorporated in India, and all of our assets and employees are located in India. As a result, we are dependent on prevailing economic conditions in India and our results of operations are affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- any increase in Indian interest rates or inflation;
- any exchange rate fluctuations;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing of our developments and expansions;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies, like application of GST;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters;
- infectious disease outbreaks or other serious public health concerns;
- prevailing regional or global economic conditions, including in India's principal export markets; and
- other significant regulatory or economic developments in or affecting India or its financial services sectors.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely impact our business, results of operations and financial condition and the price of the Equity Shares. Our performance and the growth of our business depend on the performance of the Indian economy and the economies of the regional markets we currently serve. These economies could be adversely affected by various factors, such as political and regulatory changes including adverse changes in liberalization policies, social disturbances, religious or communal tensions, terrorist attacks and other acts of violence or war, natural calamities, interest rates, commodity and energy prices and various other factors. Any slowdown in these economies could adversely affect the ability of our customers to afford our services, which in turn would adversely impact our business and financial performance and the price of the Equity Shares.

31. Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which may be material to investor's assessments of our financial condition.



Our Company has prepared its annual financial statements under Indian GAAP. Our Company is required to prepare financial statements under Indian Accounting Standards ("Ind-AS") with effect from April 1, 2018 as required under Section 133 of the Companies Act 2013 read with Circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016. We have not attempted to quantify the impact of US GAAP, Ind-AS or IFRS on the financial data included in this Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP, Ind-AS or IFRS. US GAAP, Ind-AS and IFRS differ in significant respects from Indian GAAP since we understand that early adoption of Ind AS for NBFCs is not permitted by RBI. Accordingly, the degree to which the Indian GAAP financial statements, which are restated as per SEBI ICDR Regulations included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited. We urge you to consult your own advisors regarding such differences and their impact on our financial data.

32. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business, prospects and results of operations.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For example, the Government of India implemented a comprehensive national goods and services tax ("GST") regime with effect from July 1, 2017 that combines multiple taxes and levies by the Central and State Governments into a unified tax structure.

Further, the Union Budget presented in the Indian Parliament on February 1, 2018, introduced a number of amendments to the existing direct and indirect tax regime which includes the withdrawal of long term capital gains exemptions on equity shares, long term capital gains applicability in the hands of Foreign Institutional Investors and applicability of dividend distribution tax for certain transactions with shareholders, among others. Prospective investors should consult their own tax advisors in relation to the consequences of investing in the Equity Shares.

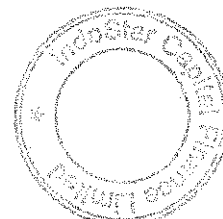
Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.



B. ASSUMPTIONS

The initial subscriber by subscribing to and any subsequent purchaser by purchasing the NCDs shall be deemed to have agreed that and accordingly the Company shall be entitled to presume that each of the initial subscribers and any subsequent purchasers:

1. has reviewed the terms and conditions applicable to the NCDs as contained in the Shelf Disclosure Document and the relevant Addendum and has understood the same, and, on an independent assessment thereof, found the same acceptable for the investment and has also reviewed the risk disclosures contained herein and has understood the risks, and determined that NCDs are a suitable investment and that the Debenture Holder can bear the economic risk of that investment;
2. has received all the information believed by it to be necessary and appropriate or material in connection with, and for, investment in the NCDs;
3. has sufficient knowledge, experience and expertise as an investor, to make the investment in the NCDs;
4. has not relied on either the Company or any of its affiliate, associate, holding, subsidiary or group entities or any person acting in its or their behalf for any information, advice or recommendations of any sort except as regards the accuracy of the specific factual information about the terms of the NCDs set out in this Shelf Disclosure Document and the relevant Addendum;
5. has understood that information contained in this Shelf Disclosure Document and the relevant Addendum is not to be construed as business or investment advice;
6. has made an independent evaluation and judgement of all risks and merits before investing in the NCDs;
7. has understood that the method and manner of computation of returns and calculations on the NCDs shall be solely determined by the Company and the decision of the Company shall be final and binding;
8. has understood that in the event of any discretions to be exercised, in relation to method and manner of any of the above computations including due to any disruptions in any of the financial or other related markets or if for any other reason the calculations cannot be made as the method and manner originally stipulated or referred to or implied, such alternative methods or approach shall be used as deemed fit by the Company and may include the use of estimates and approximations. All such computations shall be valid and binding on the Debenture Holder(s) and no liability thereof will attach to the Company;
9. has understood that in the event that the debenture holder(s) suffers adverse consequences or loss, the debenture holder(s) shall be solely responsible for the same and the Company, its parent, its subsidiaries or affiliates shall not be responsible, in any manner whatsoever, for any adverse consequences or loss suffered by the debenture holder(s) including but not limited to on the basis of any claim that no adequate disclosure regarding the risks involved were made or that the full risks involved were not explained or understood;



10. has the legal ability to invest in the NCDs and the investment does not contravene any provision of any law, regulation or contractual restriction or obligation or undertaking binding on or affecting the Debenture Holder or its assets;
11. where the debenture holder is a mutual fund / provident fund / superannuation fund / gratuity fund (each a "fund"), that:
 - a. investing in the NCDs on the terms and conditions stated herein is within the scope of the fund's investment policy and does not conflict with the provisions of the trust deed / bye laws / regulations currently in force,
 - b. the investment in NCDs is being made by and on behalf of the fund and that the fund is in force and existing and the investment has been ratified by appropriate resolutions, and
 - c. the investment in NCDs has been duly authorised and does not contravene any provisions of the trust deed / bye laws / regulations as currently in force or any law, regulation or contractual restriction or obligation or undertaking binding on or affecting the fund or its assets;
12. where the Debenture Holder is a company, that:
 - a. the Debenture Holder is not precluded under any law, rules, regulations and / or circular(s) issued by any statutory authority (ies) including under the Act from investing in the NCDs;
 - b. all necessary corporate or other necessary action has been taken and that the Debenture Holder has corporate ability and authority, to invest in the NCDs;
 - c. investment in the NCDs does not contravene any provisions of the Memorandum and Articles of Association or any law, regulation or contractual restriction or obligation or undertaking binding on or affecting the Debenture Holder or the Debenture Holder's assets;
 - d. the Debenture Holder is not debarred from accessing the capital market or has been restrained by any regulatory authority from directly or indirectly acquiring the said securities; and
 - e. the Debenture Holder shall pay for subscription of the debentures from his own bank account.



SECTION III

DISCLOSURE AS PER SCHEDULE I OF SEBI DEBT LISTING REGULATIONS AND COMPANIES ACT, 2013

A. Information about the Issuer

a. Name and address of the following:

Sr. No.	Particulars	Details
1.	Name of the Issuer	IndoStar Capital Finance Limited Date of Incorporation: July 21, 2009 CIN: L65100MH2009PLC268160 RBI Registration Number: N – 13.02109
2.	Registered & Corporate Office of the Issuer	One Indiabulls Center, 20 th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013 Tel: +91 22 43157000 Fax: +91 22 43157010 Website: www.indostarcapital.com Email: icf.legal@indostarcapital.com
3.	Compliance Officer of the Issuer	Mr. Jitendra Bhati Company Secretary One Indiabulls Center, 20 th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013 Tel: +91 22 43157000 Fax: +91 22 43157010 Email: jbhati@indostarcapital.com
4.	Chief Financial Officer of the Issuer	Mr. Pankaj Thapar One Indiabulls Center, 20 th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013 Tel: +91 22 4315 7000 Fax: +91 22 4315 7010 Email: contact@indostarcapital.com
5.	Debenture Trustee of the Issue	IDBI Trusteeship Services Limited CIN: U65991MH2001GOI131154 Asian Building, Ground Floor, 17, R Kamani Marg, Ballard Estate, Mumbai - 400 001 Tel: +91 22 4080 7000 Fax: +91 22 66311776 Email: itsl@idbitrustee.com Website: www.idbitrustee.com Contact Person: Ms. Swapnali Hirlekar
6.	Arrangers, if any, of the instrument	As per the Addendum to the Shelf Disclosure Document
7.	Registrar & Transfer Agent of the Issue	Link Intime India Private Limited CIN: U67190MH1999PTC118368

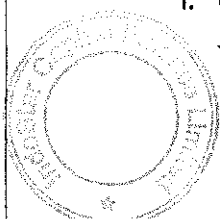
		C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg Vikhroli, (West), Mumbai - 400 083 Tel: +91 22 49186200 Fax: +91 22 49186195 Email: ganesh.jadhav@linkintime.co.in Website: www.linkintime.co.in Contact Person: Mr. Ganesh Jadhav SEBI Registration No.: INR000004058
8.	Credit Rating Agency of the Issue	CARE Ratings Limited <i>(Formerly known as Credit Analysis & Research Limited)</i> CIN: L67190MH1993PLC071691 4th Floor, Godrej Coliseum, Somaia Hospital Road, Off Eastern Express Highway, Sion (East), Mumbai - 400 022 Tel: +91 22 67543456 Fax: +91 22 67543457 Contact Person: Mr. Mehul Pandya Website: www.careratings.com Email: mehul.pandya@careratings.com India Ratings & Research Private Limited CIN: L67100MH1995FTC140049 Wockhardt Tower, Level 4, West Wing, Plot C-2, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 Tel: +91 22 40001700 Fax: +91 22 40001701 Contact Person: Mr. Prakash Agarwal Website: www.indiaratings.co.in Email: prakash.agarwal@indiaratings.co.in
9.	Statutory Auditors of the Issuer	S. R. Batliboi & Co. LLP Chartered Accountants 14th Floor, The Ruby, 29, Senapati Bapat Marg, Dadar (West), Mumbai – 400 028 Tel: +91 22 61920000 Fax: +91 22 61921000 Contact Person: Mr. Jayesh Gandhi Website: www.ey.com/india

Investors can contact the Compliance Officer or the Registrar and Transfer Agent in case of any pre-issue or post-issue related problems.

b. Brief Summary of the Business/ Activities of the Issuer and its line of business.

i. Overview

The Company was incorporated as 'R V Vyapaar Private Limited', a private limited company under the provisions of the Companies Act, 1956 with a certificate of incorporation issued by



Registrar of Companies, West Bengal on July 21, 2009. For the business and commercial reasons, the name of the Company was subsequently changed to 'IndoStar Capital Finance Private Limited' pursuant to a special resolution passed by the shareholders of the Company on November 8, 2010. A fresh certificate of incorporation consequent to name change was issued by the Registrar of Companies, West Bengal on November 15, 2010. Thereafter, the Company was converted into a public limited company under the Companies Act, 2013 pursuant to special resolution by the shareholders of the Company on April 30, 2014. Consequently, the name of our Company was changed to 'IndoStar Capital Finance Limited' and a fresh certificate of incorporation was issued by the Registrar of Companies, West Bengal on May 28, 2014. Further, the registered office of our Company was changed from West Bengal to Maharashtra pursuant to a special resolution passed by the shareholders of the Company on February 16, 2015. Subsequently, an order dated August 25, 2015 was issued by Regional Director (Eastern Region), Ministry of Corporate Affairs, Kolkata confirming the change in the registered office of the Company from the state of West Bengal to the state of Maharashtra and a certificate of registration of the order, dated September 8, 2015 was issued by the Registrar of Companies.

The Company was registered as a non-public deposit taking non-banking financial company pursuant to a certificate of registration (bearing number N-05.06857) dated June 17, 2010, issued by the RBI. Pursuant to a change in name of the Company and conversion from a private company to a public company, a certificate of registration (bearing number N-05.06857) dated January 21, 2015 was issued by the RBI. Pursuant to change in registered office from West Bengal to Maharashtra, a certificate of registration (bearing number N-13.02109) dated January 20, 2016 was issued by the RBI.

The Company is professionally managed and institutionally owned organization which is primarily engaged in providing bespoke Indian Rupee denominated structured term financing solutions to corporates and loans to small and medium enterprise ("SME") borrowers in India. The Company recently expanded its portfolio to vehicle finance and offer housing finance products, through its subsidiary IndoStar Home Finance Private Limited.

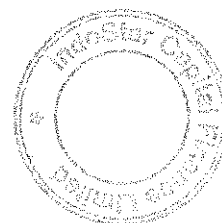
The Company's principal lines of business are corporate lending, SME lending and vehicle financing.

Details of the branches of the Company as on March 31, 2018 is annexed as **Annexure I**

ii. Corporate Structure & Operations

The operational framework of the Company consists of the Board, the various committees and an operating management committee. The Board has set the vision, strategy, direction and the broad operational framework for the Company. The Board has also formed various committees for ensuring adequate supervision and guidance to the Company in its operations.

The management committee comprises of the senior personnel from the Company. The management committee is responsible to implement the direction and framework set out by the Board in achieving the objectives of the Company. The management committee is also responsible for conduct of the operations of the Company and collectively responsible to the Board.



iii. Subsidiary of the Company

The Company has two subsidiaries namely:

- 'IndoStar Asset Advisory Private Limited' (CIN U67100MH2013PTC240676) engaged in the business of advising, managing, providing investment advisory services, financial advisory services, management and facilitation services; and
- 'IndoStar Home Finance Private Limited' (CIN U65990MH2016PTC271587) carries on the business of housing finance institution.

iv. Regulation and Supervision

The Issuer has a valid Certificate of Registration No. N-13.02109 dated January 20, 2016 issued by the RBI under Section 45 IA of the Reserve Bank of India Act, 1934 as a Systemically Important NBFC not accepting / holding public deposits.

In addition to being regulated by the provisions of the Companies Act, 2013, as a Non-Banking Financial Company, the Issuer is subject to regulatory supervision by the Department of Non-Banking Supervision of the RBI. As a part of such surveillance, RBI may carry out inspection of the Issuer. The RBI issues detailed guidelines to NBFCs on Asset Classification, Income Recognition and Provisioning, Capital Adequacy, Asset Liability Management, Resource Raising, etc. from time to time.

v. Key Operational and Financial Parameters(Standalone):

Parameters	FY 2017-18	FY 2016-17	FY 2015-16
Networth	21,45,99,32,046	19,00,41,55,834	15,41,22,12,490
Total Debt			
- Non Current Maturities of Long Term Borrowing	19,91,97,18,704	19,10,61,20,313	17,58,86,58,160
- Short Term Borrowing	18,63,05,78,095	7,86,55,05,788	4,99,41,61,851
- Current Maturities of Long Term Borrowing	9,67,72,84,563	6,76,13,17,678	7,42,57,19,985
Net Fixed Assets	61,55,88,483	8,79,59,957	3,74,30,123
Non-Current Assets (excl. Fixed Assets including deferred tax asset)	50,43,71,47,475	40,21,19,28,486	31,18,02,77,699
Cash and Cash Equivalents	1,22,45,19,796	54,42,34,974	3,49,59,18,478
Current Investments	8,79,23,51,218	1,23,93,71,782	0
Current Assets (excl. cash & cash equivalents)	11,88,98,37,732	12,77,01,50,220	12,20,88,74,091
Current Liabilities (excl. current maturities of LT Borrowings)	2,91,15,30,427	1,77,46,94,400	1,19,59,23,506
Assets Under Management - Loan Assets	59,60,02,88,427	51,44,95,80,733	42,65,08,71,432
Off Balance Sheet Assets			
Income from operations	8,18,54,11,628	7,14,80,17,778	6,41,32,45,001

Parameters	FY 2017-18	FY 2016-17	FY 2015-16
Interest Expense	3,24,42,86,270	3,11,84,94,881	2,89,25,90,633
Provisioning & Write-offs – Std. assets	8,78,88,853	12,32,80,817	3,38,18,664
PAT	2,35,57,76,312	2,09,03,78,141	1,91,01,55,539
Gross NPA to Total assets (%)	1.3%	1.4%	0.21
Net NPA to Total Assets (%)	1.1%	1.2%	0.17
Tier I Capital Adequacy Ratio (%)	28.00	33.40	33.82
Tier II Capital Adequacy Ratio (%)	0.31	0.40	0.38

Gross Debt: Equity Ratio of the Company*

Before the issue of NCDs#	1.71
After the issue of NCDs#	1.99

* As per Un-Audited Financial Statements as on 31 May 2018

Assuming issue of NCDs of INR 800 crore

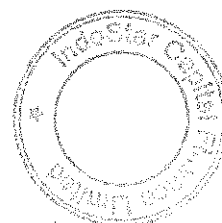
- c. Brief history and capital structure of the issuer since its incorporation including any reorganization, reconstruction or amalgamation.

i. Details of Share Capital

Share capital of the Company as on June 18, 2018 is set forth below:

Particulars	Amount (INR)
Authorised Share Capital	
110,000,000 equity shares of INR 10/- each	1,100,000,000
Total	1,100,000,000
Issued, Subscribed and Paid-Up Share Capital	
91,138,961 equity shares of INR 10/- each	911,389,610.00
Total	911,389,610.00
Size of the present offer – NCDs	800,00,00,000
Paid-up Capital:	
(a) after the offer	911,389,610.00
(b) after conversion of convertible instruments (if applicable)	911,389,610.00
(c) Share Premium account	
Before the offer	17,25,83,97,200*
After the offer	17,25,83,97,200*

*subject to adjustment of expenses pursuant to IPO



ii. Changes in the Capital Structure since incorporation, as on June 18, 2018:

Date of Change (AGM/EGM)	Amount in INR	Particulars
September 3, 2010	20,000,000	The authorised share capital of the Company was increased from INR 2,500,000 divided into 250,000 Equity Shares of INR 10 each to INR 20,000,000 divided into 2,000,000 Equity Shares of INR 10 each.
November 9, 2010	300,000,000	The authorised share capital of the Company was further increased from INR 20,000,000 divided into 2,000,000 Equity Shares of INR 10 each to INR 300,000,000 divided into 30,000,000 Equity Shares of INR 10 each.
March 15, 2011	750,000,000	The authorised share capital of the Company was further increased from INR 300,000,000 divided into 30,000,000 Equity Shares of INR 10 each to INR 750,000,000 divided into 75,000,000 Equity Shares of INR 10 each.
July 25, 2011	800,000,000	The authorised share capital of the Company was further increased from INR 750,000,000 divided into 75,000,000 Equity Shares of INR 10 each to INR 800,000,000 divided into 80,000,000 Equity Shares of INR 10 each.
October 17, 2016	900,000,000	The authorised share capital of the Company was further increased from INR 800,000,000 divided into 80,000,000 Equity Shares of INR 10 each to INR 900,000,000 divided into 90,000,000 Equity Shares of INR 10 each.
February 7, 2018	1100,000,000	The authorised share capital of the Company was further increased from INR 900,000,000 divided into 90,000,000 Equity Shares of INR 10 each to INR 1100,000,000 divided into 110,000,000 Equity Shares of INR 10 each.

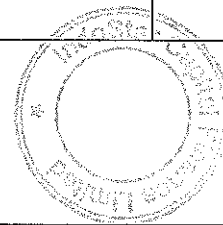
iii. Equity Share Capital History of the Company as on June 18, 2018:

Date of Allotment	No. of Equity Shares Allotted	Face Value (INR)	Issue Price (INR)	Consideration	Nature of Event	Cumulative			Remarks
						No. of Equity Shares	Equity Share Capital (INR)	Equity Share Premium (INR)	
On Incorporation	10,000	10.00	10.00	Cash	Subscriber to Memorandum	10,000	100,000	Nil	
Sept 15, 2009	202,180	10.00	100 (incl. premium of INR 90 each)	Cash	Preferential Allotment	212,180	2,121,800	18,196,200	
March 31, 2011	51,004,569	10.00	130 (incl. premium of INR 120 each)	Cash	Preferential Allotment	51,216,749	512,167,490	6,138,744,480	
March 31,	9,038,250	10.00	130 (incl.	Cash	Preferential	60,254,999	512,257,872.5	6,138,744,480	

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FOR PRIVATE CIRCULATION ONLY**

INDOSTAR

Date of Allotment	No. of Equity Shares Allotted	Face Value (INR)	Issue Price (INR)	Consideration	Nature of Event	Cumulative			Remarks
						No. of Equity Shares	Equity Share Capital (INR)	Equity Share Premium (INR)	
2011			premium of INR 120 each) 0.01 was paid-up at the time of issue		Allotment				
June 13, 2011	8,498,384	10.00	130 (incl. premium of INR 120 each)	Cash	Preferential Allotment	68,753,383	597,241,712.5	7,158,550,560	
July 25, 2011	8,904,814	10.00	130 (incl. premium of INR 120 each)	Cash	Preferential Allotment	77,658,197	686,289,852.5	8,227,128,240	
May – August 2015 (*Please see Note A below)	--	--	--	--	--	73,354,429	733,544,290	8,795,266,080	
May 13, 2016	3,300	10.00	140 (incl. premium of INR 130 each)	Cash	Allotment pursuant to exercise of stock options under ESOP 2012	73,357,729	733,577,290	8,795,695,080	
November 4, 2016	200	10.00	145 (incl. premium of INR 135 each)	Cash	Allotment pursuant to exercise of stock options under ESOP 2012	7,33,57,929	73,35,79,290	8,79,57,22,080	
	100	10.00	140 (incl. premium of INR 130 each)	Cash	Allotment pursuant to exercise of stock options under ESOP 2012	7,33,58,029	73,35,80,290	8,79,57,35,080	
	470	10.00	149.37 (incl. premium of INR 139.37 each)	Cash	Allotment pursuant to exercise of stock options under ESOP 2012	7,33,58,499	73,35,84,990	8,79,58,00,583.9	
March 23, 2017	5,003,300	10.00	300 (incl. premium of INR 290 each)	Cash	Preferential Allotment	78,361,799	783,617,990	10,246,757,583.9	
May 8, 2017	317,460	10.00	315 (incl. premium of INR 305 each)	Cash	Preferential Allotment	78,679,259	786,792,590	10,343,582,883.9	



**SHELF DISCLOSURE DOCUMENT
FOR PRIVATE CIRCULATION ONLY**

INDOSTAR

Date of Allotment	No. of Equity Shares Allotted	Face Value (INR)	Issue Price (INR)	Consideration	Nature of Event	Cumulative			Remarks
						No. of Equity Shares	Equity Share Capital (INR)	Equity Share Premium (INR)	
April 9, 2018	26,100	10.00	140 (incl. premium of INR 130)	Cash	Allotment pursuant to Exercise of Stock Option granted under ESOP 2012	78,705,359	787,053,590	10,346,975,883.9	
April 9, 2018	99,800	10.00	145 (incl. premium of INR 135)	Cash	Allotment pursuant to Exercise of Stock Option granted under ESOP 2012	78,805,159	788,051,590	10,360,448,883.9	
April 9, 2018	31,040	10.00	149.37 (incl. premium of INR 139.37)	Cash	Allotment pursuant to Exercise of Stock Option granted under ESOP 2012	78,836,199	788,361,990	10,364,774,928.7	
April 9, 2018	12,500	10.00	225 (incl. premium of INR 215)	Cash	Allotment pursuant to Exercise of Stock Option granted under ESOP 2016	78,848,699	788,486,990	10,367,462,428.7	
April 9, 2018	42,500	10.00	255 (incl. premium of INR 245)	Cash	Allotment pursuant to Exercise of Stock Option granted under ESOP 2016-II	78,891,199	788,911,990	10,377,874,928.7	
April 9, 2018	10,000	10.00	300 (incl. premium of INR 290)	Cash	Allotment pursuant to Exercise of Stock Option granted under ESOP 2016-II	78,901,199	789,011,990	10,380,774,928.7	
May 17, 2018	12,237,762	10.00	572 (incl. premium of INR 562)	Cash	Initial Public Offering of Equity Shares	91,138,961	91,13,89,610	17,25,83,97,200	

***Note A –**

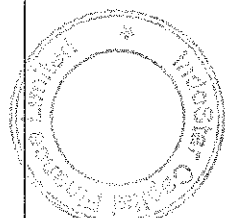
The Company in FY 2015-16 made the first and final call of INR 129.99 on 9,038,250 partly paid-up equity shares. Out of 9,038,250 partly paid-up equity shares, the Company received call money on 4,734,482 partly paid-up shares and the remaining 4,303,768 partly paid-up equity shares were forfeited due to non-payment of call and cancelled from the equity share capital of the Company.

iv. Details of any allotment of equity shares in the immediately preceding Financial Year made for consideration other than cash and the details of the consideration in each such case:

Nil

v. Details of Acquisition, Amalgamation, Reorganisation or Reconstruction in the last one year

The Company has not effected any acquisition, amalgamation, re-organisation or re-construction as of the date of this Shelf Disclosure Document



d. Details of the Shareholding of the Company, as on June 15, 2018:

i. Shareholding pattern

Category Wise Holdings Summary			
Sr. No.	Particulars	Total No. of equity shares	% of total number of equity shares
1	Foreign Promoter Company	52594228	57.7077
2	Foreign Promoter Group Company	1135000	1.2454
3	Clearing Members	106753	0.1171
4	Other Bodies Corporate	6586787	7.2272
5	Financial Institutions	56779	0.0623
6	Foreign Institutional Investor	2265000	2.4852
7	Hindu Undivided Family	202060	0.2217
8	Mutual Funds	8920030	9.7873
9	Non Nationalised Banks	200000	0.2194
10	Non Resident Indians	26677	0.0293
11	Non Resident (Non Repatriable)	8281	0.0091
12	Public	6981398	7.6602
13	Trusts	1265051	1.388
14	Foreign Portfolio Investors (Corporate)	10787116	11.8359
15	Alternate Investment Funds	3801	0.0042
	TOTAL :	91138961	100.0000

No equity shares held by the Promoter are pledged or encumbered

ii. The list of top 10 shareholders of equity shares of the Company as on June 15, 2018

S. No.	Shareholder	Number of Equity Shares held**	Percentage of the total issued shares (%)
1.	Indostar Capital	5,25,94,228	57.71
2.	Everstone Capital Partners II LLC	11,35,000	1.25
3.	SBI Equity Hybrid Fund	52,45,437	5.75
4.	Mission Street Pte. Ltd.	22,65,000	2.48
5.	Lenarco Limited	19,13,707	2.10
6.	Laxmi Shivanand Mankekar jointly with Shivanand Shankar Mankekar jointly with Kedar Shivanand Mankekar	16,66,600	1.83
7.	ICICI Prudential Life Insurance Company Limited	15,92,752	1.75
8.	BNP Paribas Arbitrage	15,06,445	1.65
9.	HDFC Trustee Company Ltd. A/C HDFC Capital Builder Value Fund	14,26,185	1.56

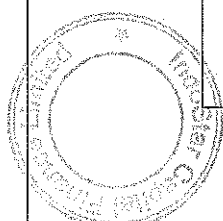
S. No.	Shareholder	Number of Equity Shares held**	Percentage of the total issued shares (%)
10.	Fidelity Investment Trust Fidelity Series Emerging Markets Fund	14,18,812	1.56
	Total	7,07,64,166	77.64

e. Details of Directors of the Company

The composition of Board as of the Company is as follows:

i. The Issuer currently has 8 directors, details as under:

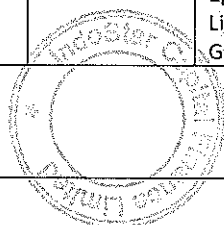
Sr. No.	Name, Designation and DIN	Age	Address	Director of the Company since	Details of other directorship
1.	Mr. Dhanpal Jhaveri <i>Chairman and Non-Executive Director</i> DIN:02018124 Professional	49 years	2 Sumangal, 13, Ridge Road, Malbar Hill, Mumbai- 400 006, Maharashtra	September 2, 2010	<u>Indian companies:</u> Teesta Urja Limited; Baroda Pioneer Asset Management Company Limited; Everstone Capital Advisors Private Limited; EverSource Advisors Private Limited; PAN India Food Solutions Private Limited; IndoStar Asset Advisory Private Limited; Everock Real Estate Private Limited; Everock Realty Private Limited; Amulya Corporation Private Limited; Interarch Building Products Private Limited; Kissandhan Agri Financial Services Private Limited; North End Foods Marketing Private Limited; Sohan Lal Commodity Management Private Limited; Tikona Infinet Private Limited; and Avasara Leadership Institute. <u>Foreign companies:</u> Asian Genco Pte. Ltd.
2.	Mr. Sameer Sain <i>Non-Executive Director</i> DIN:01164185 Entrepreneur	47 years	341, Bukit Timah Road, 07-02 Honolulu Tower, Singapore 259719	April 28, 2011	<u>Indian companies:</u> VLCC Health Care Limited; and Essay Commercial Resources Private Limited. <u>Foreign companies:</u> Everstone Capital Asia Pte. Ltd.; Everstone Capital Management; Indivision Capital Management; QSR Asia Pte. Ltd.; Everstone Holdings Limited; Everstone Capital Limited; Evergroup Limited;



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Sr. No.	Name, Designation and DIN	Age	Address	Director of the Company since	Details of other directorship
					Eversay Limited; Essay Global Pte. Ltd.; Indospace Capital Management (Cayman) Limited; and Indospace Capital Asia Pte. Ltd.
3.	Alok Oberoi <i>Non-Executive Director</i> DIN: 01779655 Entrepreneur	54 years	21 Blomfield Road, London, W91AD, United Kingdom	April 28, 2011	<u>Foreign companies:</u> ACPI Investments Group Ltd.; ACPI Wealth Management Limited; ACP Partners Limited; Innopoint Limited; Indivision Capital Management; Onegan Ltd.; Indostar Capital; Hartwood Residential Limited; Cinnamon GP2 Limited; Cinnamon GP1 Limited; Burton Waters Care Home Limited; Cinnamon GP Limited; Blomfield Amenity Limited; and Crestyl Savarin Limited.
4.	R. Sridhar Executive Vice-Chairman and Chief Executive Officer DIN: 00136697 Service	60 years	Flat No. 1200, 12th Floor, Supreme Epitome, Opposite Cubic Mall, Dr. C. G. Road, Chembur, Mumbai – 400074	April 18, 2017	<u>Indian companies:</u> JR Capital Services Private Limited; and Shriram Properties Private Limited.
5.	Dinesh Kumar Mehrotra Non-Executive Independent Director DIN: 00142711 Professional	65 years	Flat 6-A, Harmony Building, Dr. E. Moses Road, Worli Naka, Mumbai – 400 018	February 5, 2018	<u>Indian companies:</u> V L S Finance Limited; West End Housing Finance Limited; UTI Asset Management Company Limited; Metropolitan Stock Exchange of India Limited; Tata AIA Life Insurance Company Limited; CAMS Insurance Repository Services Limited; Indian Energy Exchange Limited; and Computer Age Management Services Private Limited.
6.	Hemant Kaul Non-Executive Independent Director DIN: 00551588 Management consultant	62 years	A-105, Atray Path, Near Classic Hotel, Shyam Nagar, Jaipur – 302019	February 5, 2018	<u>Indian companies:</u> Transcorp International Limited; Lakshmi Vilas Bank Limited; Ashiana Housing Limited; Aspire Home Finance Corporation Limited; Ashish Securities Private Limited; Social Worth Technologies Private Limited; Medinfi Healthcare Private Limited; Egis Healthcare Services Private Limited; and Gravita India Limited.



Sr. No.	Name, Designation and DIN	Age	Address	Director of the Company since	Details of other directorship
7.	Bobby Parikh Non-Executive Independent Director DIN: 00019437 Professional	54 years	4th Floor, Seven on the Hill, Pali Hill, Auxilium Convent Road, Bandra (West), Mumbai – 400050	March 5, 2015	<u>Indian companies:</u> Aviva Life Insurance Company India Limited; HDFC Bank Limited; Sembcorp Green Infra Limited; Sembcorp Energy India Limited; Aditya Birla Sun Life AMC Limited; Taxand Advisors Private Limited; BMR Global Services Private Limited; and BMR Business Solutions Private Limited.
8.	Naina Krishna Murthy Non-Executive Independent Director DIN: 01216114 Professional	46 years	No. 288, 14th Cross, 5th Main Dollar Colony, Bangalore - 560094	February 5, 2018	<u>Indian companies:</u> NSDL Payments Bank Limited.

Note - None of the Directors of the Company appear in the RBI defaulter list and/or ECGC default list.

ii. Details of change in directors since incorporation:

Sr. No.	Name, Designation and DIN	Date of Appointment / Resignation	Director of the Company since (in case of resignation)	Remarks
1.	Mr. Vishal Agarwal Director DIN:01141237	September 3, 2010	Since Incorporation	Due to change of management & control
2.	Mr. Rohit Choudhary Director DIN:02697612	September 3, 2010	Since Incorporation	Due to change of management & control
3.	Mr. Pankaj Thapar Director DIN:01225255	April 28, 2011	September 2, 2010	Due to personal reason
4.	Mr. Dhanpal Jhaveri Chairman and Non-Executive Director* DIN:02018124	September 2, 2010	--	--
5.	Mr. Vimal Bhandari Managing Director & CEO DIN:00001318	April 18, 2017	April 28, 2011	Change in designation from Managing Director and Chief Executive Officer to Whole-Time Director
6.	Mr. Vimal Bhandari Whole-Time Director DIN:00001318	May 1, 2017	April 18, 2017	Change in designation from Whole-Time Director to Non-Executive Director
7.	Mr. Vimal Bhandari Non-Executive Director	January 11, 2018	May 1, 2017	Due to Personal Reason

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Sr. No.	Name, Designation and DIN	Date of Appointment / Resignation	Director of the Company since (in case of resignation)	Remarks
	DIN:00001318			
8.	Mr. Sandeep Baid <i>Whole Time Director</i> DIN:03493868	March 14, 2013	April 28, 2011	Due to change of role
9.	Mr. Sanjay G. Hinduja <i>Whole Time Director</i> DIN:00388123	July 08, 2013	April 28, 2011	Due to personal reason
10.	Mr. Sameer Sain <i>Non-Executive Director</i> DIN:01164185	April 28, 2011	--	--
11.	Mr. Atul Kapur <i>Non-Executive Director</i> DIN:01778935	April 22, 2015	April 28, 2011	Due to personal reason
12.	Mr. Deepak I. Shahdarpuri <i>Non-Executive Director</i> DIN:00444270	January 29, 2018	April 28, 2011	Due to personal reason
13.	Ms. Shweta Bhatia <i>Non-Executive Director</i> DIN:03164394	February 5, 2018	April 28, 2011	Due to personal reason
14.	Mr. John-Michael Lind <i>Non-Executive Director</i> DIN:01516635	June 26, 2012	April 28, 2011	Due to personal reason
15.	Mr. Alok Oberoi <i>Non-Executive Director</i> DIN:01779655	April 28, 2011	--	--
16.	Mr. Eric Stuart Schwartz <i>Non-Executive Independent Director</i> DIN:03510540	February 5, 2018	April 28, 2011	Due to personal reason
17.	Mr. Bobby K. Parikh <i>Non-Executive Independent Director</i> DIN:00019437	August 1, 2011	--	--
18.	Mr. Rajesh Mehta <i>Non-Executive Director</i> DIN:02564583	March 5, 2015	August 20, 2012	Due to personal reason
19.	Mr. Shailesh Shirali <i>Whole-Time Director</i> DIN : 06525626	January 29, 2018	March 15, 2013	Due to personal reason
20.	Mr. Ravi Narain <i>Non-Executive Independent Director</i> DIN : 00062596	January 10, 2018	May 17, 2013	Due to personal reason
21.	Mr. D Sivanandhan	February 5, 2018	March 17, 2015	Due to personal reason

Sr. No.	Name, Designation and DIN	Date of Appointment / Resignation	Director of the Company since (in case of resignation)	Remarks
	<i>Non-Executive Director</i> DIN: 03607203			
22	Mr. Brooks Lorraine Entwistle <i>Non-Executive Director</i> DIN: 00561480	January 29, 2018	April 23, 2015	Due to personal reason
23	Mr. R. Sridhar <i>Executive Vice-Chairman and Chief Executive Officer</i> DIN: 00136697	April 18, 2017	--	--
24	Mr. Dinesh Kumar Mehrotra <i>Non-Executive Independent Director</i> DIN: 00142711	February 5, 2018	--	--
25	Mr. Hemant Kaul <i>Non-Executive Independent Director</i> DIN: 00551588	February 5, 2018	--	--
26	Ms. Naina Krishna Murthy <i>Non-Executive Independent Director</i> DIN: 01216114	February 5, 2018	--	--

**Mr. Dhanpal Jhaveri was appointed as a Chairman with effect from 23 June 2017*

iii. Details of the nature of family relationship between any of the directors of the Company:
Nil

iv. Details of any financial or other material interest of the directors or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons

As per Addendum to the Shelf Disclosure Document

v. Contribution being made by the Directors either as part of the offer or separately in furtherance of such objects

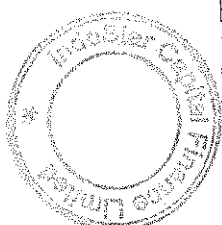
The Directors shall not subscribe to Debentures proposed to be allotted under the Issue.

vi. Remuneration of director during the current Financial Year and the immediately preceding 3 (three) Financial Years

Particulars	FY 2018-19	FY 2017-18	FY 2016-17
Remuneration of Managing Director and Whole-Time Director	3,00,00,000*	5,54,59,491#	8,56,03,024
Remuneration of Non-Executive Independent Directors	7,25,000**	9,30,000#	56,15,000^

**Includes commission paid to Independent Directors for FY 2016-17 in FY 2017-18*

#Remuneration details of Directors on the Board as on 31 March 2018; Does not include commission for the FY 2017-18



**Excludes Bonus for the FY 2018-19 to be paid in FY 2019-20*

***Sitting Fees paid still 31 May 2018*

f. Details regarding the Auditors of the Company

i. Details of the Auditor of the Company

Name	Address	Auditor Since
S. R. Batliboi & Co. LLP	14 th Floor, The Ruby, 29, Senapati Bapat Marg, Dadar (West), Mumbai – 400 028	March 21, 2011

ii. Details of change in auditor since incorporation

Name	Address	Date of Appointment / Resignation	Auditor of the Company since (in case of resignation)	Remarks
D.K. Tekriwal & Co.	E-12/6, Indralok Estate, Paik Para, Kolkata - 700002	March 16, 2011	Since Incorporation	--
S R Batliboi & Co. LLP	14 th Floor, The Ruby, 29, Senapati Bapat Marg, Dadar (West), Mumbai – 400 028	March 21, 2011	--	--

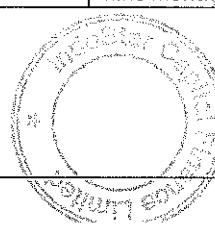
iii. Summary or reservation or qualifications or adverse remarks of auditors in the immediately preceding 5 (five) Financial Years and their impact on the financial statements and financial position of the Company and the corrective steps taken and proposed to be taken by the Company for each of the said reservation or qualifications or adverse remark, if any:

Nil

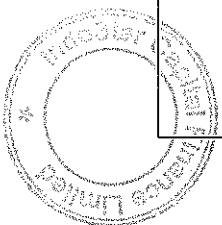
g. Details of Borrowings of the Company

i. Details of Secured Loan Facilities as of March 31, 2018

Sr. No.	Lender's Name	Type of Facility	Amount Sanctioned	Principal Amount outstanding 31.03.2018	Repayment Date / Schedule	Security
			(Amt in INR Crore)	(Amt in INR Crore)		
1	State Bank of India	Term Loan - II	200.00	99.99	1st equated quarterly Installment of INR 11.13 Crores and 17 equated quarterly installments of INR 11.11 Crores each after an initial moratorium of nine months	See Note (1)



Sr. No.	Lender's Name	Type of Facility	Amount Sanctioned	Principal Amount outstanding 31.03.2018	Repayment Date / Schedule	Security
			(Amt in INR Crore)	(Amt in INR Crore)		
2	State Bank of Mysore	Term Loan - II	75.00	24.99	Nine equated semi-annual installments of INR 8.33 Crores each with moratorium period of six months from the date of first draw down	See Note (1)
		Term Loan - III	50.00	33.32	Five equated half yearly installments of INR 5.56 Crores and four equated half yearly installments of INR 5.55 Crores after a moratorium period of six months from the date of first draw down	
3	Punjab National Bank	Term Loan - II	55.00	34.38	Sixteen equated quarterly installments commencing after moratorium period of six months from the respective disbursement	See Note (1)
4	Axis Bank Limited	Cash Credit	40.00	39.87	Max 1 Year	See Note (1)
		Term Loan	50.00	43.75	Sixteen equated quarterly instalments commencing after moratorium period of three months from the respective disbursement	
5	Kotak Mahindra Bank Limited	Cash Credit	25.00	-	Max 1 year	See Note (1)
		Term Loan - III	100.00	18.75	12 equated quarterly installments following the month of disbursement made	
		Term Loan - IV	100.00	56.25	16 equated quarterly installments	

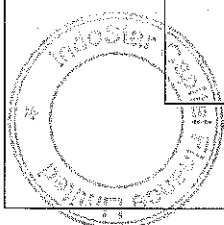


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Sr. No.	Lender's Name	Type of Facility	Amount Sanctioned	Principal Amount outstanding 31.03.2018	Repayment Date / Schedule	Security
			(Amt in INR Crore)	(Amt in INR Crore)		
					following the month of initial disbursement made.	
		Term Loan ~ V	50.00	43.75	16 equated quarterly instalments after moratorium period of 3 months	
		Term Loan - VI	100.00	100.00	12 equated quarterly instalments	
		WCDL	50.00	50.00	Max 1 Year	
	ING Vysya Bank Limited now merged with Kotak Mahindra Bank	Term Loan - III	100.00	37.50	20 equated quarterly instalments	
6	IndusInd Bank Limited	Cash Credit/WCDL	135.00	103.63	Max 1 Year	See Note (1)
		Term Loan	150.00	75.00	12 equated quarterly instalments	
7	Canara Bank	Term loan II	100.00	87.50	8 Half yearly instalments, of Rs. 12.50 Crores after moratorium period of 1 year	See Note (1)
8	Bank of Baroda	Term Loan - II	100.00	30.00	20 equated quarterly instalments	See Note (1)
		Bank Overdraft	50.00	48.99	Max 1 Year	
9	The Federal Bank Limited	Term Loan	80.00	33.33	12 equated quarterly instalments	See Note (1)
		Cash Credit Facility	50.00	50.00	Max 1 year	
10	Corporation Bank	Term Loan - II	30.00	13.33	9 equated half year instalments after a moratorium period of 6 months	See Note (1)
11	Bank of India	Term loan	150.00	150.00	3 equated half yearly instalments of after initial moratorium period of 12 months	See Note (1)
12	South Indian Bank	Term Loan - I	25.00	11.11	18 equated quarterly instalments after a	See Note (1)

Sr. No.	Lender's Name	Type of Facility	Amount Sanctioned	Principal Amount outstanding 31.03.2018	Repayment Date / Schedule	Security
			(Amt in INR Crore)	(Amt in INR Crore)		
					moratorium of six months	
		Term Loan - II	25.00	17.19	16 equated quarterly installment of INR 1.56 Crores after a one year moratorium	
		Term Loan - III	25.00	25.00	16 equated Quarterly instalments after moratorium period of 12 months	
13	IDBI Bank	Term Loan - II	50.00	43.75	16 equated quarterly instalments after a moratorium of 12 months	See Note (1)
14	Indian Overseas Bank	Term Loan	100.00	22.22	18 equated quarterly instalments after moratorium period of 6 months	See Note (1)
15	Dena Bank	Term Loan	100.00	81.25	8 equated half yearly repayment after moratorium period of 12 months.	See Note (1)
		Cash Credit Facility	50.00	49.99	Max 1 year	
16	Small Industrial Development Bank of India	Term Loan	150.00	120.00	20 quarterly instalments of INR 7.50 Crores each after moratorium period of 6 months.	See Note (1)
		Term Loan	200.00	177.50	8 equated Quarterly instalments of after initial moratorium period of 12 months from the date of first disbursement	
17	Indian Bank	Term Loan	25.00	25.00	8 equated half yearly repayment after moratorium period of 12 months.	See Note (1)



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Sr. No.	Lender's Name	Type of Facility	Amount Sanctioned	Principal Amount outstanding 31.03.2018	Repayment Date / Schedule	Security
			(Amt in INR Crore)	(Amt in INR Crore)		
18	DCB	WCDL	25.00	25.00	Max 1 year	See Note (1)
		Term Loan	50.00	50.00	17 equated Quarterly instalments	
19	Catholic Syrian Bank	Term Loan	50.00	50.00	8 equated half yearly instalments of after initial moratorium period of 12 months from the date of first disbursement	See Note (1)
20	Allahabad Bank	Term Loan	50.00	50.00	8 equated half yearly instalments of after initial moratorium period of 3 months from the date of first disbursement	See Note (1)
21	Karnataka Bank	Term Loan	50.00	50.00	equated Quarterly instalments of after initial moratorium period of 12 months from the date of first disbursement	See Note (1)
22	Vijaya Bank	Term Loan	100.0	100.00	8 equated Quarterly instalments of after initial moratorium period of 6 months from the date of first disbursement	See Note (1)
23	Doha Bank	Term Loan	30.00	30.00	5 equated Half yearly instalments of after initial moratorium period of 6 months from the date of first disbursement	See Note (1)
24	Abu Dhabi Commercial Bank (Documentation under process)	Term Loan	35.00	35.00	Term facility to repaid in instalments as per agreed terms in 2 instalments over 27 months	See Note (1)

Sr. No.	Lender's Name	Type of Facility	Amount Sanctioned	Principal Amount outstanding 31.03.2018	Repayment Date / Schedule	Security
			(Amt in INR Crore)	(Amt in INR Crore)		
			2,980.00	2,137.34		

Note 1 – Facilities are secured by First Pari-Passu charge on standard asset portfolio of receivables of the Company.

ii. Details of Secured Repo Borrowings as of March 31, 2018

Lender's Name	Type of Facility	Principal Amount Outstanding	Repayment date/ Schedule	Security
Kotak Mahindra Mutual Fund	Repo Bond	48,80,82,934.93	April 6, 2018	HDFC Bank Limited SR-1 8.85 BD Perpetual FVRS10LAC
		48,80,82,934.93	April 13, 2018	HDFC Bank Limited SR-1 8.85 BD Perpetual FVRS10LAC
		49,80,97,797.95	April 20, 2018	ICICI Bank Limited SR-DMR17AT 9.2 BD Perpetual FVRS10LAC
Total		1,47,42,63,667.81		

iii. Details of Unsecured Loan Facilities as on March 31, 2018:

Lender's Name	Type of Facility	Principal Amount Outstanding	Repayment date/ Schedule
Better Value Leasing & Finance Ltd	Inter Corporate Deposit	38,80,00,000	June 14, 2018
Satin Creditcare Network Limited – PTC	Inter Corporate Deposit	14,62,35,747	February 28, 2019
Prakash Industries Limited	Inter Corporate Deposit	8,60,00,000	February 25, 2019
Thakur Prasad and Sons Pvt Ltd	Inter Corporate Deposit	26,36,00,000	February 28, 2020
Total		88,38,35,747	

iv. Details of Non-Convertible Debentures as of June 15, 2018

Debenture Series	Tenor/ Period of Maturity	Coupon (per annum)	Amount	Date of Allotment	Redemption Date / Schedule	Credit Rating	Secured / Unsecured	Security
Tranche V Series II	120 mths	11.40%	INR 15 crs	06 June 2013	06 June 2023	CARE AA-	Secured	See Note (1)
Tranche VIII	59 mths 9	0%	INR 10	18 March	27 February	CARE AA-	Secured	See Note

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Debt Series	Tenor/ Period of Maturity	Coupon (per annum)	Amount	Date of Allotment	Redemption Date / Schedule	Credit Rating	Secured / Unsecured	Security
	days		crs	2014	2019			(1)
Series XII Tranche B	37 mths	9.90%	INR 100 crs	13 August 2015	14 September 2018	CARE AA-	Secured	See Note (1)
Series XIII Tranche A	60 mths	10.05%	INR 50 crs	8 January 2016	8 January 2021	CARE AA- IND AA-/ Stable	Secured	See Note (1)
Series XIII Tranche B	59 mths	10.05%	INR 50 crs	8 January 2016	8 December 2020	CARE AA- IND AA-/ Stable	Secured	See Note (1)
Series XIV Tranche B	36 mths	9.75%	INR 25 crs	23 March 2016	22 March 2019	CARE AA-	Secured	See Note (1)
Series XV Tranche B	36 mnths 26 days	9.95%	INR 50 crs	10 May 2016	5 June 2019	CARE AA- IND AA-/ Stable	Secured	See Note (1)
Series XV Tranche C	36 mths	10%	INR 50 crs	10 May 2016	10 May 2019	CARE AA- IND AA-/ Stable	Secured	See Note (1)
Series XV Tranche D	34 mnths 29 days	10%	INR 25 crs	10 May 2016	4 April 2019	CARE AA- IND AA-/ Stable	Secured	See Note (1)
Series XV Tranche E	35 mths 26 days	10%	INR 25 crs	10 May 2016	2 May 2019	CARE AA- IND AA-/ Stable	Secured	See Note (1)
Series XVI	36 mnths 4 days	0.00%	INR 20 crs	12 May 2016	12 April 2019	CARE AA- IND AA-/ Stable	Secured	See Note (1)
Series XVII Tranche B	28 mnths 17 days	9.85%	INR 2.5 crs	19 May 2016	3 October 2018	CARE AA-	Secured	See Note (1)
Series XVIII	35 mnths 29 days	10%	INR 50 crs	30 June 2016	28 June 2019	CARE AA-	Secured	See Note (1)
Series XIX	60 mnths	9.25%	INR 50 crs	8 February 2017	8 February 2022	CARE AA- IND AA-/ Stable	Secured	See Note (1)
Series XX Tranche A	12 mnths 48 days	8.9085%	INR 35 crs	15 February 2018	4 April 2019	CARE AA-	Secured	See Note (1)
Series XX Tranche B	36 mnths 59 days	9.1899%	INR 11 crs	15 February 2018	15 April 2021	CARE AA-	Secured	See Note (1)
Series XXI Tranche A	1305 days	9.4500%	INR 30 crs	27 February 2018	24 September 2021	CARE AA-	Secured	See Note (1)
Series XXI Tranche B	729 days	9.2500%	INR 25 crs	27 February 2018	26 February 2020	CARE AA-	Secured	See Note (1)
Series XXI Tranche C	542 days	9.1833%	INR 25 crs	27 February 2018	23 August 2019	CARE AA-	Secured	See Note (1)
Series XXI Tranche D	Original Tenor:115 5 days Residual Tenor: 1143 days	9.1899%	INR 8 crs (at discount)	27 February 2018	15 April 2021	CARE AA-	Secured	See Note (1)
Series XXII- 2023-Tranche A	1826 days	Benchma rk Rate	INR 100 crs*	15 March 2018	15 March 2023	CARE AA-	Secured	See Note (1)

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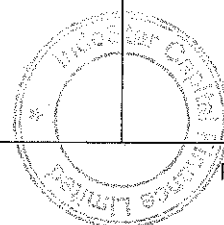
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Debenture Series	Tenor/ Period of Maturity	Coupon (per annum)	Amount	Date of Allotment	Redemption Date / Schedule	Credit Rating	Secured / Unsecured	Security
Series XXII-2021-Tranche B	1096 days	plus 0.60% p.a. basis points (bps), reset semi-annually and payable annually	INR 150 crs	15 March 2018	15 March 2021	CARE AA-	Secured	See Note (1)
Series XXII-2021-Tranche C	1096 days	Benchmark rate is "K-MCLR 1Y" which is 1 Yr MCLR rate of Kotak Mahindra Bank.	INR 25 crs	15 March 2018	15 March 2021	CARE AA-	Secured	See Note (1)
Series XXII-2021-Tranche D	1277 days	9.4500% p.a.	INR 50 crs	15 March 2018	12 September 2021	CARE AA-	Secured	See Note (1)
Series XXII-2021-Tranche E	Original Tenor: 1155 days Residual Tenor: 1127 days	9.1899% p.a.	INR 13 crs	15 March 2018	12 September 2021	CARE AA-	Secured	See Note (1)
Series XXIII-2021-Tranche A	1096 days	9.1899% p.a.	INR 10 crs	27 March 2018	27 March 2021	CARE AA-	Secured	See Note (1)
Series XXIII-2021-Tranche B	Original Tenor: 1155 days Residual Tenor: 1115 days	9.1899% p.a.	INR 5 crs	27 March 2018	15 April 2021	CARE AA-	Secured	See Note (1)
Series XXIV -- 2021 -- Tranche A	Original Tenor: 1155 days Residual Tenor: 1098 days	9.1899% p.a.	INR 44 crs	13 April 2018	15 April 2021	CARE AA-	Secured	See Note (1)
Series XXIV -- 2021 -- Tranche B	Original Tenor: 1155 days Residual	9.1899% p.a.	INR 50 crs (at discount)	13 April 2018	15 April 2021	CARE AA-	Secured	See Note (1)

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Debenture Series	Tenor/ Period of Maturity	Coupon (per annum)	Amount	Date of Allotment	Redemption Date / Schedule	Credit Rating	Secured / Unsecured	Security
	Tenor: 1098 days							
Series XXIV – 2021 – Tranche C	1132 days	9.1880% p.a.	INR 40 crs	13 April 2018	19 May 2021	CARE AA-	Secured	See Note (1)
Series XXIV – 2019 – Tranche D	523 days	8.9000% p.a.	INR 50 crs	13 April 2018	18 September 2019	CARE AA-	Secured	See Note (1)
Series XXV – 2023	1826 days	Benchma rk Rate plus Spread 0.95%(9 5 basis points) payable monthly Benchma rk rate is "1 Year SBI MCLR" which is 1 Yr MCLR rate of State Bank of India.	INR 500 crs	02 May 2018	02 May 2023	CARE AA-	Secured	See Note (1)
Series XXVI – 24 June 2019	395 days	9.17 %	INR 50 crs	25 May 2018	24 June 2019	CARE AA-	Unsecured	See Note (1)
Series XXVII – 28 Aug 2019	457 days	9.2337%	INR 50 crs	28 May 2018	28 August 2019	CARE AA-	Secured	See Note (1)
Series XXVIII – 15 June 2021	1107 days	9.2000%	INR 100 crs	04 June 2018	15 June 2021	CARE AA-	Secured	See Note (1)
Series XXIX - 4 June 2018	1093 days	Benchma rk Rate plus Spread 1.10%(1 10 basis points) payable monthly Benchma rk rate is "1 Year SBI MCLR" which is 1 Yr MCLR rate of State Bank of	INR 75 crs	07 June 2018	04 June 2021	CARE AA-	Secured	See Note (1)



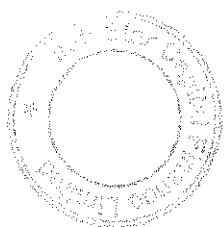
Note 1: NCDs are secured by (i) first pari-passu charge on by way of hypothecation on the standard asset portfolio of receivables of the Company; and (ii) first pari-passu charge on immovable property situated at village Maharajpura of Kadi taluka, Mehsana district, Gujarat

v. List of Top 10 Debenture Holders as on June 15, 2018

**INR 5 crore was received at the time of application and balance INR 95 crore will be received by way of final call amount on 29 June 2018.*

The Company has issued Corporate Guarantee of INR 722,990,160 as on 31 May 2018 on behalf of Talwalkars Better Value Fitness Limited to IndusInd Bank Limited.

Maturity Date	Amount Outstanding (in INR)
20 Jun 18	100,00,00,000
16 Nov 18	100,00,00,000
20 Jun 18	25,00,00,000



21 May 18	25,00,00,000
28 May 18	25,00,00,000
4 May 18	25,00,00,000
23 Apr 18	110,00,00,000
25 May 18	50,00,00,000
27 Apr 18	100,00,00,000
4 May 18	100,00,00,000
7 May 18	50,00,00,000
7 May 18	100,00,00,000
6 Jun 18	75,00,00,000
8 Jun 18	125,00,00,000
24 Aug 18	50,00,00,000
13 Aug 18	50,00,00,000
24 Aug 18	50,00,00,000
15 Mar 19	50,00,00,000
14 Sep 18	50,00,00,000
28 Aug 18	25,00,00,000
TOTAL	1285,00,00,000

viii. Details of rest of the Borrowing(s) (if any including hybrid debt like FCCB, Optionally Convertible Debentures/ Preference Shares) as of the date of filing of this Shelf Disclosure Document – NIL

ix. Details of all default/s if any, including therein the amount involved, duration of default and present status in repayment of statutory dues and including details of delay in payment of interest and principal of any kind of term loans, debt securities and other financial indebtedness including corporate guarantee issued by the Company, in the past 5 years

The Issuer is regular in servicing the statutory dues, interest on all term loans and debentures outstanding as of the date of this Shelf Disclosure Document. The Issuer has paid all amounts due under all outstanding term loans and debentures and has not defaulted on any such payments.

x. Details of any outstanding borrowings taken/ debt securities issued where taken/ issued (i) for consideration other than cash, whether in whole or part, (ii) at premium or discount, or (iii) in pursuance of any option

- (a) The Issuer has not issued any debt securities nor taken any borrowings for consideration other than cash, whether in whole or part.
- (b) The Issuer has not issued any debt securities at a premium. Further, the Issuer had issued 8 Secured, Rated, Listed, Redeemable Non-Convertible Debentures under Series XXI Tranche D of face value of INR 1 crore per debenture and 50 Secured, Rated, Listed, Redeemable Non-Convertible Debentures under Series XXIV tranche B of face value of INR 1 crore per debenture, at discount.

- (c) The Issuer has not issued any debt securities nor taken any borrowings in pursuance of an option.

h. Details of Promoters of the Company

i. Details of Promoter Holding in the Company as of June 18, 2018:

Sr. No.	Name of the Shareholders	Total No. of Equity Shares	No. of Shares in demat form	Total shareholding as % of total no. of equity shares	No. of shares pledged	% of shares pledged with respect to shares owned
1.	Indostar Capital, Mauritius	5,25,94,228	5,25,94,228	57.71%	Nil	N.A.

- ii. Details of any litigation or legal actions pending or taken by any Ministry or Department of the Government or a statutory authority against Holding Company during the 3 (three) immediately preceding Financial Years and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action.

The Company has been given to understand that the Holding Company does not have any litigation or legal action pending or taken by any Ministry or Department of the Government or any statutory authority during the 3 (three) preceding Financial Years or any directions issued by such Ministry or Department of the Government.

- iii. Contribution being made by the Holding Company either as part of the offer or separately in furtherance of such objects

The Holding Company shall not subscribe to the Debentures proposed to be allotted under the Issue.

- i. Abridged version of Audited Standalone Financial Information (like Balance Sheet, Profit and Loss Statement and Cash Flow Statement) for last three years

i. Balance Sheet:

Particulars	FY 2017-18	FY 2016-17	FY 2015-16
I. Equity and liabilities			
(1) Shareholders' funds			
(a) Share capital	78,67,92,590	78,36,17,990	73,35,44,290
(b) Reserves and surplus	20,67,31,39,456	18,22,05,37,844	14,67,86,68,200
(c) Money received against share warrants	-	-	-
(2) Share application money pending allotment	-	-	-
	21,45,99,32,046	19,00,41,55,834	15,41,22,12,490
(2) Non-current liabilities			
(a) Long-term borrowings	19,91,97,18,704	19,10,61,20,313	17,58,86,58,160
(b) Deferred tax liabilities (Net)			-
(a) Other Long term liabilities	3,22,20,665	7,23,70,201	10,24,64,760

(b) Long term provisions	32,81,80,204	26,94,81,205	14,61,39,655
	20,28,01,19,573	19,44,79,71,719	17,83,72,62,575
(3) Current liabilities			
(a) Short-term borrowings	18,63,05,78,095	7,86,55,05,788	4,99,41,61,851
(b) Trade payables	8,97,05,707	4,22,68,246	3,05,68,778
(c) Other current liabilities	12,35,38,22,774	8,33,62,84,653	8,59,10,74,713
(d) Short-term provisions	14,52,86,509	15,74,59,179	5,72,19,983
	31,21,93,93,085	16,40,15,17,866	13,67,30,25,325
Total	72,95,94,44,704	54,85,36,45,419	46,92,25,00,390
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	50,23,84,215	6,91,67,569	3,01,28,421
(ii) Intangible assets	3,01,90,962	1,87,92,388	28,75,903
(iii) Capital work-in-progress	8,30,13,306	-	44,25,799
(iv) Intangible assets under development	-	-	-
(b) Non-current investments	1,69,86,81,862	73,04,11,205	10,01,00,000
(b) Deferred tax assets (net)	16,49,44,089	16,36,54,547	10,30,24,270
(c) Long term loans and advances	48,57,35,21,524	39,31,78,62,734	30,97,71,53,429
(e) Other non-current assets			-
	51,05,27,35,958	40,29,98,88,443	31,21,77,07,822
(2) Current assets			
(a) Current investments	8,79,23,51,218	1,23,93,71,782	0
(b) Cash and bank balances	1,22,45,19,796	54,42,34,974	3,49,59,18,478
(c) Short-term loans and advances	11,30,87,37,144	12,26,23,54,541	11,85,31,09,700
(d) Other current assets	58,11,00,588	50,77,95,679	35,57,64,390
	21,90,67,08,746	14,55,37,56,976	15,70,47,92,568
Total	72,95,94,44,704	54,85,36,45,419	46,92,25,00,390

ii. Profit & Loss Accounts:

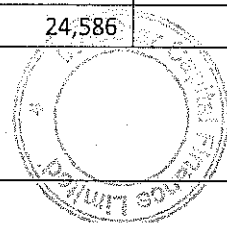
Particulars	FY 2017-18	FY 2016-17	FY 2015-16
Income			
Revenue from operations	8,18,54,11,628	7,14,80,17,778	6,41,32,45,001
Other income	11,92,85,850	74,02,030	5,39,128
Total	8,30,46,97,478	7,15,54,19,808	6,41,37,84,129
Expenditure			
Employee expenses	72,30,57,491	47,78,86,682	39,45,01,996
Finance cost	3,24,42,86,270	3,11,84,94,881	2,89,25,90,633
Depreciation and amortization	4,47,71,565	1,87,43,305	51,16,291
Other operating expenses	59,57,04,284	21,27,64,090	16,47,51,080

Provisions	8,78,88,853	12,32,80,817	3,38,18,664
Total	4,69,57,08,463	3,95,11,69,775	3,49,07,78,664
Profit before taxation	3,60,89,89,015	3,20,42,50,033	2,92,30,05,465
Provision for taxation			
Current tax	1,25,45,02,245	1,17,45,02,169	1,03,07,02,387
Deferred tax Liability / (Asset)	-12,89,542	-6,06,30,277	-1,78,52,461
Income tax of earlier years			
Total tax expense / (income)	1,25,32,12,703	1,11,38,71,892	1,01,28,49,926
Profit after tax from continuing operations	2,35,57,76,312	2,09,03,78,141	1,91,01,55,538
Prior period items	-	-	-
Net profit after taxes	2,35,57,76,312	2,09,03,78,141	1,91,01,55,538

iii. Cash Flow Statement

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31, 2016
A. Cash flow from operating activities			
Profit before taxes	3,60,89,89,015	3,20,42,50,033	2,92,30,05,465
Depreciation and amortisation	4,47,71,565	1,87,43,305	51,16,291
Loss / (profit) on sale of fixed assets (net)	93,97,182	85,501	21,409
Profit on sale of current investments	-9,87,13,445	-36,96,979	-
Profit on sale of non-current investments	-1,99,87,625	-	-
Issue expenses for equity shares	-	-	-
Provisions for non-performing assets	2,04,25,869	8,78,24,670	6,15,025
Provisions for standard assets	2,98,23,357	3,54,56,147	3,32,03,639
Provision for gratuity	47,88,786	21,29,200	8,40,733
Provision for leave encashment	32,48,290	11,25,008	7,52,547
Operating profit before working capital changes	3,60,27,42,994	3,34,59,16,885	2,96,35,55,109
Movements in working capital:			
Increase / (decrease) in trade payables	4,74,37,461	39,84,521	1,12,69,654
Increase / (decrease) in other liabilities	3,97,73,90,781	-27,74,03,078	1,40,36,35,538
Decrease / (increase) in loans and advances	-8,30,20,41,393	-8,74,99,39,017	-8,90,93,21,327
Decrease / (increase) in other assets	-7,33,04,909	-15,18,17,362	14,37,91,272
Cash generated from operations	-74,77,75,066	-5,82,92,58,051	-4,38,70,69,754
Direct taxes paid (net of refunds)	-1,26,62,62,218	-1,07,74,56,444	-1,04,01,72,522
Net cash flow from / used in operating activities (A)	-2,01,40,37,284	-6,90,67,14,495	-5,42,72,42,276
B. Cash flows from investing activities			
Purchase of fixed including intangible assets	-49,89,86,163	-6,94,24,823	-3,38,58,552

Payments for capital work in progress	-8,30,13,306	-	-
Proceeds from sale of fixed assets	2,00,000	70,529	2,359
Proceeds from sale / (investment) in Preference Shares	5,99,62,875	-3,99,75,250	-
Investment in pass through certificates	-1,05,14,24,638	-90,90,91,390	-
Investment in subsidiary	-50,00,00,000	-	-10,00,00,000
Investment in mutual fund units	-1,58,33,54,560	-91,69,19,368	-
Repayments from fixed income debt instruments	-	-	54,60,00,000
Proceeds from maturity of Bank deposits	8,00,00,000	-	-
Investment in Bonds (net)	-5,32,77,32,700	-	-
Purchase of debt mutual fund units & fixed income debt instruments	-	-	-
Sale of debt mutual fund units & fixed income debt instruments	-	-	-
Bank deposits (having original maturity of more than three months)(net)	-	-	2,65,50,00,000
Net cash used in investing activities (B)	-8,90,43,48,492	-1,93,53,40,302	3,06,71,43,807
C. Cash Flows from financing activities			
Proceeds from issuance of equity share capital	31,74,600	5,00,73,700	-
Securities premium on issue of equity capital	9,68,25,300	1,45,14,91,503	-
Call made on partly paid shares	-	-	64,93,46,738
Forfeiture of Equity Shares	-	-	43,038
Amount received from issue of commercial papers	10,76,50,72,307	2,87,13,43,937	1,55,49,46,026
Term loans from banks	2,29,34,17,803	21,84,42,472	2,34,41,979
Amount received on issue of NCDs	-1,47,98,19,412	1,29,90,19,681	1,42,68,58,584
Issue expenses for equity shares paid	-	-	-
Net cash from financing activities (C)	11,67,86,70,598	5,89,03,71,293	3,65,46,36,365
Net increase / (decrease) in cash and cash equivalents (A + B + C)	76,02,84,822	-2,95,16,83,504	1,29,45,37,896
Cash and Cash Equivalents at the beginning of the year	46,42,34,974	3,41,59,18,478	2,12,13,80,582
Cash and Cash Equivalents at the end of the year	1,22,45,19,796	46,42,34,974	3,41,59,18,478
Components of Cash and Cash Equivalents	Year Ended March 31, 2018	Year Ended March 31, 2017	For Year Ended March 31, 2016
Cash and Cash Equivalents at the end of the year			
i) Cash on hand	340	24,586	50,540



ii) Remittances in transit			-
iii) Cheques on hand			4,16,569
ii) Balances with scheduled banks in:			
Current accounts	1,22,45,19,456	46,42,10,388	93,99,51,369
Deposits with original maturity of less than three months	-		2,47,55,00,000
Total cash and cash equivalents	1,22,45,19,796	46,42,34,974	3,41,59,18,478

- iv. Any material events / developments or change having implications on the financials / credit quality (e.g. any material regulatory proceedings against the Issuer / Promoters; tax litigations resulting in material liabilities, corporate restructuring event, etc.) at the time of issue which may affect the Issue or the investor(s) decision to invest or continue to invest in the debt securities

In the opinion of the Issuer, there are no material events or developments as on the date of this Shelf Disclosure Document which would materially and adversely affect, or would be likely to affect, the potential investors' decision to invest in the Issue.

- v. Details of change in the accounting policies of the Company during the immediately preceding 3 (three) Financial Years and their effect on the profits and the reserves of the Company

Nil

- j. Related party transactions entered by the Company during the immediately preceding 3 (three) Financial Years including with regard to loans made or, guarantee given or securities provided

Name of related party & nature of relationship	Particulars	Year ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31, 2016
Key managerial personnel				
R. Sridhar	Investment in share capital	31,74,600	-	-
	Securities premium	9,68,25,300	-	-
	Remuneration paid	2,62,92,991	-	-
	Expenses reimbursed	4,10,918	-	-
Vimal Bhandari	Investment in share capital	-	-	68,55,138
	Securities premium	-	-	8,23,44,000
	Remuneration paid	36,02,195	3,43,63,652	4,84,87,993
	Expenses reimbursed	76,431	6,91,660	6,59,267
Sanjay Hinduja	Remuneration paid	-	-	-

Name of related party & nature of relationship	Particulars	Year ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31, 2016
	Expenses reimbursed	-	-	-
Shailesh Shirali	Investment in share capital	-	-	2,30,53,843
	Securities premium	-	-	27,69,23,040
	Remuneration paid	2,02,94,988	5,21,39,372	4,89,97,036
Subsidiary Company				
IndoStar Asset Advisory Private Limited	Investment in subsidiary	-	-	-
	Reimbursement of preliminary expenses	47,91,928	56,64,378	90,33,390
	Loans and Advances (Net)	21,00,000	2,11,17,767	1,17,03,477
IndoStar Home Finance Private Limited	Investment in subsidiary	50,00,00,000	-	10,00,00,000
	Reimbursement of preliminary expenses	59,70,308	-	-
	Loans and Advances (Net)	8,55,034	-	10,00,00,000

- k. Details of any inquiry, inspections or investigation conducted against the Company under the Companies Act or any previous company law in the immediately preceding 3 (three) Financial Years in case of company and all its subsidiaries. Also if there were any prosecution filed (whether pending or not) details of fines imposed, compounding of offences in the previous 3 (three) Financial Years and if so, section wise details thereof for the company and all of its subsidiaries

Nil

- l. Details of acts of material frauds committed against the Company in the immediately preceding 3 (three) Financial Years, if any, and if so, the action taken by the Company

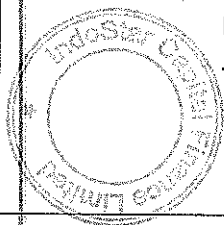
Nil

- m. Details of Dividend declared by the Company in the immediately preceding 3 (three) Financial Years, interest coverage ratio in the immediately preceding 3 (three) Financial Years (Cash profit after tax plus interest paid/interest paid)

Particulars	FY 2017-18	FY 2016-17	FY 2015-16
Interest Coverage Ratio	2.15	2.06	1.69
Dividend Declared	-	-	-

- n. Confirmation of Debenture Trustees' consent for appointment under Regulation 4 (4) of SEBI Debt Regulations

The Company has appointed IDBI Trusteeship Services Limited (ITSL) as Debenture Trustee. The



address and contact details of ITSL are as under:

IDBI Trusteeship Services Limited

CIN: U65991MH2001GOI131154

Asian Building, Ground Floor,
17, R Kamani Marg, Ballard Estate,
Mumbai - 400 001

Tel: +91 22 4080 7000

Fax: +91 22 66311776

Email: itsl@idbitrustee.com

Website: www.idbitrustee.com

Contact Person: Ms. Swapnali Hirlekar

ITSL has given its consent to act as Debenture Trustee to the Debenture Holders vide letter ref 2753/ITSL/OPR/2018-19/CL/DEB/1027 dated June 18, 2018 appended as **Annexure II**. This will be mentioned in all subsequent periodical communications sent to the holders of Debentures. The Issue will enter into a Debenture Trustee Agreement / Debenture Trust Deed, *inter alia*, specifying the powers, authorities and obligations of the Issuer and the Debenture Trustee in respect of the Debentures.

The Debenture Holders shall, without any further act or deed, be deemed to have irrevocably given their consent to the appointment of the Debenture Trustee by the Company. The Debenture Holders shall, without further act or deed, also be deemed to have already given their consent to and to have authorised the Debenture Trustee, or any of their agents or authorised officials to do all such acts, deeds, matters and things in respect of or relating to the Debentures as the Debenture Trustee may in its absolute discretion deem necessary or required to be done in the interest of the Debenture Holders or otherwise provided for and/ or referred to in this Shelf Disclosure Document. All rights and remedies under the Debenture Trust Deed shall vest in and be exercised by the Debenture Trustee only and unless, otherwise expressly provided for, without having it referred to the Debenture Holders.

- o. Details / Copy of guarantee or letter of comfort or any other document / letter with similar intent, if any**

Not Applicable

- p. Stock exchanges where securities are proposed to be listed**

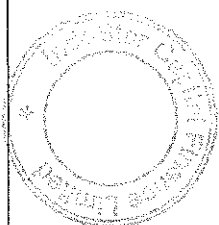
The Debentures are proposed to be listed on the Wholesale Debt Market segment of BSE. For the purpose of the Issue the designated stock exchange shall be BSE.

BSE vide letter reference no. DCS/COMP/AA/IP-PPDI/72/18-19 dated June 22, 2018 had given its in-principle approval for the listing of the Debentures.

- q. Other Details**

- a. DRR creation**

Pursuant to the Rule 18(7)(b)(ii) of the Companies (Share Capital and Debentures) Rules, 2014, companies which are registered as NBFCs with the RBI are not required to create a debenture redemption reserve for any private placement of debentures.



ii. Issue / Instrument specific regulations

The Debentures are governed by and will be construed in accordance with the Indian laws. The Issuer, the Debentures and Issuer's obligations under the Debentures shall, at all times, be subject to the provisions of the Companies Act, 2013, regulations/guidelines/directions of Reserve Bank of India, SEBI and Stock Exchanges and other applicable laws and regulations from time to time. The Debenture-holders, by purchasing the Debentures, agree that the courts in Mumbai shall have exclusive jurisdiction with respect to any matters relating to the Debentures. Further, the said Debentures shall be subject to the terms and conditions as contained in the application form, Disclosure Document, Addendum to Disclosure Document, Debenture Trust Deed, Debenture Trustee Agreement and other Transaction / Security documents

iii. Application Process

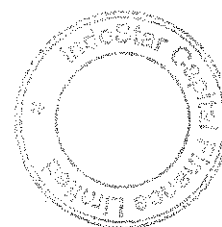
The Application for Debentures may be processed through Electronic Book Mechanism (EBM).

iv. Confirmation of existing lender's consent for creation of pari passu charge in favor of the Debenture Trustee to the Issue

The Company is in process of arranging confirmation from existing lenders for creation of pari-passu charge in favour of the Debenture Trustee to the Issue. Further, the Debenture Holders shall be deemed to have given their consent to Debenture Trustee to provide confirmation to the Company to create pari-passu charge on the borrowings, other than this Issue, to be made by the Company.

v. Further Issue under existing ISIN

- a) Company reserves right to make multiple issuances under the same ISIN with reference to SEBI Circular No. CIR/IMD/DF-1/67/2017 dated 30 June 2017 and SEBI Circular No. CIR/DDHS/P/59/2018 dated 28 March 2018; and
- b) Issue can be made either by way of creation of fresh ISIN or by way of issuance under the existing ISIN at premium /par/discount as the case may be in line with SEBI Circular CIR/IMD/DF-1/67/2017 dated 30 June 2017 and SEBI Circular No. CIR/DDHS/P/59/2018 dated 28 March 2018.



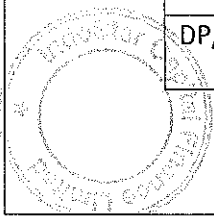
B. Terms and Conditions of the Issue

The Company proposes to issue upto 8000 Secured/Unsecured, Rated, Listed, Redeemable, Non-Convertible Debentures of the face value of INR 10,00,000 (Rupees Ten Lakh only) each for cash aggregating upto INR 800 (Rupees Eight Hundred Crore only) on a private placement basis in one or more Tranches.

The following is a summary of the terms of the Issue to the extent that they are applicable to each Tranche. Since the terms for each Tranche may be different, the specific terms of each Tranche of NCDs to be issued under the Issue shall be specified in the Addendum to the Shelf Disclosure Document to be issued in respect of that Tranche.

DEFINITIONS

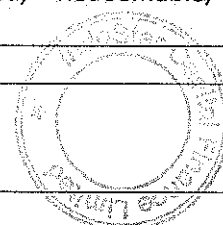
Act	The Companies Act, 2013, read with the rules made there under, including any amendments thereto in force.
Allotment / Allot	The Allotment of NCDs
Application Form	The form used by the recipient of this Shelf Disclosure Document and relevant Addendum to this Shelf Disclosure Document, to apply for subscription to the Debentures.
Applicant	Persons to whom a copy of this Shelf Disclosure Document and relevant Addendum to this Shelf Disclosure Document will be sent, specifically addressed to such persons, with a view to offering the Debentures.
Beneficial Owner	The holder of the Debentures in electronic (dematerialized) form held through a Depository and whose names is so recorded by the Depository in the register maintained by it for this purpose.
BSE	The BSE Limited
Board	Board of Directors of the Issuer.
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer of the Issuer
Company/ Issuer	IndoStar Capital Finance Limited
CARE	CARE Ratings Limited
Fitch Group	India Ratings & Research Private Limited
Debenture Holder	A person whose name appears in the Register of Debenture Holders or in the beneficial ownership record furnished by the Depository.
Debenture Trustee	IDBI Trusteeship Services Limited (ITSL)
Depository(ies)	A depository registered with the SEBI in accordance with the Securities and Exchange Board of India (Depositories and Participant) Regulations, 1996, as amended from time to time, and in this case being NSDL and CDSL.
Depositories Act	Means the Depositories Act, 1996, as amended from time to time.
DP/Depository Participant	Means a depository participant as defined in the Depositories Act.



DP-ID	Depository Participant identification number.
EBM	Electronic Book Mechanism for issuance of debentures on private placement basis, if applicable
Financial Year / FY	Means Financial Year ending March 31 of the relevant financial year, unless specified otherwise.
Governmental Authority	Means any government authority, statutory authority, government department, agency, commission, board, tribunal or court or other Law, rule or regulation making entity having or purporting to have jurisdiction on behalf of the Republic of India or any state or other subdivision thereof or any municipality, district or other subdivision thereof.
INR/Rs./Rupees	The lawful currency of the Republic of India.
Law	Means all applicable laws, bye-laws, rules, regulations, orders, ordinances, protocols, codes, guidelines, policies, notices, directions, judgments, decrees or other requirements or official directive of any Governmental Authority or Person acting under the authority of any Governmental Authority and/ or of any statutory authority in India
Memorandum and Articles of Association	Means the Memorandum of Association and Articles of Association of the Issuer.
NACH	National Automated Clearing House
NEFT	National Electronic Fund Transfer Service
NBFC	Means a non-banking financial company incorporated in accordance with the provisions of the Act, and registered with the RBI in accordance with Section 45-IA of the RBI Act.
NSDL	National Securities Depository Limited.
RTA/ Registrar and Transfer Agent	Link Intime India Private Limited
RTGS	Real Time Gross Settlement System
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time.
ROC	Registrar of Companies, Maharashtra situated at Mumbai
SEBI	Securities and Exchange Board of India
Wilful Defaulter	Means an Issuer who is categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and includes an issuer whose director or promoter is categorised as such.

SUMMARY TERM SHEET

Security Name	As per relevant Addendum to this Document
Series	As per relevant Addendum to this Document
Issuer	IndoStar Capital Finance Limited
Type of Instrument	Secured/Unsecured, Rated, Listed, Redeemable, Non-convertible Debentures
Nature of Instrument	Secured/Unsecured



Seniority	Senior, if secured
Mode of Issuance	Private Placement
Eligible Investors	As provided in Section – Who Can Apply
Listing (including name of Stock Exchange (s) where it will be listed and timeline for listing)	To be listed on the Wholesale Debt Market Segment of BSE Limited within 20 days from the Deemed Date of Allotment. In case of delay in listing of the NCDs beyond 20 days from the Deemed Date of Allotment, the Company will pay penal interest of 1% p.a. over the Coupon Rate from the expiry of 30 days from the Deemed Date of Allotment till the listing of such NCDs to the Debenture Holder.
Rating of the Instrument	As per relevant Addendum to this Document
Issue Size	As per relevant Addendum to this Document
Minimum Subscription Amount	As per relevant Addendum to this Document
Option to retain oversubscription (Amount)	As per relevant Addendum to this Document
Objects of the Issue	As per relevant Addendum to this Document
Details of the utilization of the Proceeds	As per relevant Addendum to this Document
Coupon Rate	As per relevant Addendum to this Document Also Refer Note 1 herein below
Step Up/Step Down Coupon Rate	As per relevant Addendum to this Document
Coupon Amount	As per relevant Addendum to this Document
Coupon Payment Frequency	As per relevant Addendum to this Document
Coupon Payment Date(s)	As per relevant Addendum to this Document
Coupon Type	As per relevant Addendum to this Document
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc).	As per relevant Addendum to this Document
Day Count Basis	Actual / Actual
Interest on Application Money	As per relevant Addendum to this Document Also Refer Note 3 herein below
Default Interest Rate	2% p.a. over the Coupon Rate for the defaulting period
Tenor	As per relevant Addendum to this Document
Redemption Date	As per relevant Addendum to this Document Also refer Note 4 and Note 5
Redemption Amount	As per relevant Addendum to this Document Also refer Note 4 and Note 5 herein below
Redemption Premium /Discount	As per relevant Addendum to this Document Also refer Note 4 and Note 5 herein below
Face Value	INR 10,00,000/- per debenture
Issue Price	As per relevant Addendum to this Document
Discount at which security is issued and the effective yield as a result of such discount.	As per relevant Addendum to this Document
Put Date	As per relevant Addendum to this Document
Put Price	As per relevant Addendum to this Document

Call Date	As per relevant Addendum to this Document
Call Price	As per relevant Addendum to this Document
Put Notification Time	As per relevant Addendum to this Document
Call Notification Time	As per relevant Addendum to this Document
Minimum Application and in multiples of 1 Debt securities thereafter	As per relevant Addendum to this Document
Issue Timing 1. Issue/Bid Opening Date 2. Issue/Bid Closing Date 3. Pay-in Date 4. Deemed Date of Allotment	As per relevant Addendum to this Document Also refer Note 6 herein below
Issuance mode of the Instrument	Dematerialised only Also refer Note 9 herein below
Trading mode of the Instrument	Dematerialised only Also refer Note 9 herein below
Settlement mode of the Instrument	Cheque / Direct Credit / Electronic Clearing Services / RTGS (Electronic mode) / Fund Transfer / NEFT
Depository	NSDL / CDSL
Business Day Convention	Other than the Deemed Date of Allotment and Coupon Payment Date, should any of the other date(s) fall on a Saturday, Sunday and/or on a Public Holiday/s in the city of Mumbai and Delhi, the preceding Business Day shall be considered as the effective Business Day. Should the Deemed Date of Allotment or any Coupon Payment Date fall on a Saturday, Sunday and/or on a Public Holiday/s in the city of Mumbai and Delhi, the immediately succeeding Business Day shall be considered as the effective Business Day however the calculation of the of the said coupon payment would be as per the schedule originally stipulated at the time of issuing the security. Thus, the subsequent coupon schedule would not be disturbed.
Record Date	15 days prior to each Coupon Payment / Redemption Date
Security (where applicable) (Including description, type of security, type of charge, likely date of creation of security, minimum security cover, revaluation, replacement of security).	As per relevant Addendum to this Document Also refer Note 8 herein below
Security Creation	As per relevant Addendum to this Document Also refer Note 8 herein below
Transaction Documents	As per relevant Addendum to this Document
Conditions Precedent to Disbursement	As per relevant Addendum to this Document
Condition Subsequent to Disbursement	As per relevant Addendum to this Document
Other Covenants	As per relevant Addendum to this Document

Events of Default	Events of default as stated in the NCD Documentation, including but not limited to the following: • Failure to pay amounts due under the Issue on the relevant due date by the Issuer; • Insolvency, reorganization, liquidation, suspension of payment of debts, winding up, illegality, cessation of business by the Issuer; • Illegality, cessation of business of the Issuer; • Security in jeopardy; • Bankruptcy, CDR proceedings filed with respect to the Issuer; • Breach of any of the terms of the Transaction Documents by the Issuer; • Breach of any covenants; • Breach of any Representations and Warranties; • Nationalization or expropriation of any of a substantial part of the assets of the Issuer; • Unlawfulness or moratorium
Consequences of Event of Default	The consequences of default will, include but not be limited to the following: • Acceleration of all outstanding dues, cancellation of total Issue and enforcement of Security; • To transfer assets of the Issuer comprised within the Security created in favour of Debenture Trustee or such other person by way of lease, leave and license, sale or otherwise. Any surplus realized from the transfer of assets after fulfilment of all the obligations of the Issuer under the Issue shall be paid to the Issuer; • Enforce its right under the Transaction Documents; • Appropriate any amount in the Accounts and utilize it for payment/repayment of any amount outstanding under the Issue; • Charge Default Interest. It is clarified that the default interest shall be charged from the date of occurrence of event of default irrespective of the same being declared by the Investor(s) till such date the default subsists; • Any cost incurred on any of the above shall be borne by the Issuer.
Provisions related to Cross Default Clause	As per relevant Addendum to this Document
Role and Responsibilities of Debenture Trustee	To oversee and monitor the overall transaction for and on behalf of the Debenture Holders, as per the terms of the Transaction Documents
Governing Law and Jurisdiction	The Debenture Documents shall be governed by the laws of India. The Courts in Mumbai will have exclusive jurisdiction in relation to any dispute that may arise out of or in connection with any of the Debenture Documents.
Taxation	All the taxes as per law excluding Income tax, as and when applicable on the instrument from time to time shall be borne by the Company.

The cash flows concerning the interest payment and redemption of NCDs will be given in each Addendum to this Document on lines similar as in the illustrative format* below for each tranche of NCDs issued under this Document, as applicable.

Manner of payment of Coupon and Redemption proceeds

Manner of payment of Coupon and Redemption proceeds	By RTGS
Company	IndoStar Capital Finance Limited
Face Value (per security)	INR 10,00,000/-
Issue Date/ Date of Allotment	As per relevant Addendum to this Document
Redemption	As per relevant Addendum to this Document
Coupon Rate	As per relevant Addendum to this Document
Frequency of the Interest Payment with specified dates	As per relevant Addendum to this Document
Day Count Convention	Actual / Actual

Cash Flows	Date	No of Days in coupon period/Principal Period	Amount (in Rupees)
As per relevant Addendum to this Document	As per relevant Addendum to this Document	As per relevant Addendum to this Document	As per relevant Addendum to this Document

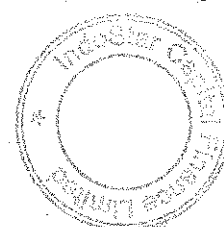
NOTES TO SUMMARY TERM SHEET

NOTE 1: COUPON ON NCDS

The Debentures shall carry a Coupon at the rate mentioned in the relevant Addendum to this Shelf Disclosure Document. The Coupon payable on any Coupon Payment Date will be paid to the Debenture Holder(s) whose names appear in the list of Beneficial Owners given by the Depository to the Company as on the Record Date.

Other than the Deemed Date of Allotment and Coupon Payment Date, should any of the other date(s) fall on a Saturday, Sunday and/or on a Public Holiday/s in the city of Mumbai and Delhi, the preceding Business Day shall be considered as the effective Business Day.

Should the Deemed Date of Allotment or any Coupon Payment Date fall on a Saturday, Sunday and/or on a Public Holiday/s in the city of Mumbai and Delhi, the immediately succeeding Business Day shall be considered as the effective Business Day.



In case the Deemed Date of Allotment is revised (advanced/ postponed) then the Coupon Payment Date may also be revised advanced/ postponed) accordingly by the Company at its sole & absolute discretion

NOTE 2: ZERO COUPON NCDS

Zero coupon NCDs shall carry an implicit yield at the rate mentioned in the respective Addendum to this Shelf Disclosure Document based on which discount at which the NCDs are to be issued or the redemption premium payable by the Company at maturity shall be calculated.

NOTE 3: INTEREST ON APPLICATION MONEY

Interest on application money will be paid to investors at the Interest Rate / implicit yield from the date of realization of subscription money up to one day prior to the Deemed Date of Allotment. This clause will not be applicable where the Deemed Date of Allotment is the same as the Issue Closing Date and Pay-in-Date.

NOTE 4: REDEMPTION

Unless previously redeemed or purchased and cancelled, the NCDs of each tranches shall be redeemed at such price, at the expiry of the tenor and / or at the exercise of put / call option, if any, as mentioned in the relevant Addendum to this Shelf Disclosure Document.

NOTE 5: PAYMENT ON REDEMPTION

The Company shall compute the redemption proceeds to be paid to the Debenture Holder(s) of each tranche based on the relevant Addendum to this Shelf Disclosure Document. The Company's liability to the Debenture Holders of any tranche in respect of all their rights including for payment or otherwise shall cease and stand extinguished after maturity of that Tranche, in all events save and except for the Debenture Holder's right of redemption. Upon dispatching the payment instrument towards payment of the redemption amount in respect of the NCDs of any tranche, the liability of the Company in respect of such tranche shall stand extinguished. On such payment being made, the Issuer will inform the Depository and the accounts of the Debenture Holders will be adjusted accordingly.

NOTE 6: DEEMED DATE OF ALLOTMENT

The Deemed Date of Allotment for each tranche will be mentioned in the respective Addendum issued in respect of such tranche. The actual allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits, including coupon payment, relating to the Debentures will be available to the investors from the Deemed Date of Allotment. The Company reserves the right to keep multiple allotment date(s)/ deemed date(s) of allotment at its sole and absolute discretion without any prior notice and shall have a right to allot the Debentures in tranches which shall form the part of this Issue. In case if the Issue Closing Date is changed (advanced/ postponed), the Deemed Date of Allotment may also be changed (advanced/ postponed) by the Company at its sole and absolute discretion.



NOTE 7: UNDERWRITING

The present Issue of Debentures is on private placement basis and has not been underwritten.

NOTE 8: SECURITY

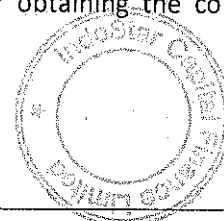
Secured NCDs issued under this Shelf Disclosure Document shall be secured through first pari-passu charge (along with banks & financial institutions which provide credit facilities to the Issuer) by way of hypothecation of standard asset portfolio of receivables of the Issuer or such other property as may be identified by the Company and set out in the relevant Addendum to this Shelf Disclosure Document. The security cover of the NCDs shall be as specified in the relevant Addendum to this Shelf Disclosure Document

The actual form, mode and method of security creation shall be decided in consultation with the Debenture Trustees.

The Company shall be entitled to replace / substitute any of the Moveable Property provided as Security in terms of the Addendum to this Shelf Disclosure Document of the respective tranche with other Moveable Property. The Company shall for such replacement issue a letter to the Debenture Trustee describing both the original Moveable Property being replaced and the Moveable Property with which such original Moveable Property is being replaced, which letter shall be duly acknowledged by the Debenture Trustee ("**Replacement Security Letter**"). The Company shall not be entitled to replace the immovable property, if any, comprising part of the Security. The Debenture Holders upon subscription to the Debentures shall be deemed to have authorized the Debenture Trustee to execute such documents as may be required by the Debenture Trustee to give effect to such replacement / substitution by acknowledging the Replacement Security Letter, without providing notice to or obtaining consent from the Debenture Holders, so long as the Company has not defaulted in relation to any payment due and the Auditor of the Company / independent chartered accountant confirms to the Debenture Trustee in writing that the Security Cover for the NCDs of a particular Tranche as stipulated in the Addendum to this Shelf Disclosure Document for that tranche shall be maintained post such replacement.

Further, in the event that the Moveable Property provided as Security by the Company is of a value greater than the Security Cover stipulated in the Addendum for that tranche, the Company shall be entitled to require the Debenture Trustee to release the excess Moveable Property and the same shall cease to form part of the Security on such release. The Company shall, for such release, issue a letter to the Debenture Trustee describing the Moveable Property to be released and the Debenture Trustee shall release the same by duly acknowledging the letter so addressed by the Company. The Debenture Holders upon subscription to the Debentures shall be deemed to have authorized the Debenture Trustee to give effect to such release without providing notice to or obtaining consent from the Debenture Holders, so long as the Company has not defaulted in relation to any payment due and the Auditor of the Company / independent chartered accountant confirms to the Debenture Trustee in writing that the Security Cover for the NCDs of a particular Tranche as stipulated in the Addendum for that tranche shall be maintained post such release.

The Company may provide or cause to be provided (without being obliged to) such further security (including over immovable property) for securing its obligations in respect of the Debentures or any Tranche(s) thereof as may be decided by the Company after obtaining the consent of the Debenture Trustee ("**Further Security Option**").



If the Company in exercise of the Further Security Option has provided or caused to be provided security over immoveable property, the Company (or an affiliate which has created the mortgage over the immoveable property) shall be entitled to offer the immoveable property which is part of the Security in terms of the Debenture Trust Deed as security for any other borrowing of the Company or any of its affiliates (including borrowings raised by issue of debentures) on a pari passu charge basis, as the Company (or an affiliate which has created the mortgage over the immoveable property) may deem fit with the prior written consent from the Debenture Trustee and after following the procedure as stated in the Debenture Trust Deed. The Debenture Holders upon subscription to the Debentures shall be deemed to have consented to the creation of such additional security over the immoveable property, without providing notice to or obtaining consent from the Debenture Holders, so long as the Company has not defaulted in relation to any payment due in respect of Debentures and the Auditor of the Company/ independent chartered accountant confirms to the Debenture Trustee in writing that the Security Cover for the NCDs including further borrowings shall be maintained post such borrowings.

The Security will be created by the Company in favor of the Debenture Trustees on such of the assets for which the Company obtains, the requisite consents and permissions applicable under law or in accordance with conditions of holding of such assets for creating the above mentioned charge.

The Debenture Trustee shall provide consent to create pari-passu charge in future in favour of such other Lender(s) as may be requested by the Company, subject to the maintaining of the security cover. Prior consent of the Debenture Holder will not be required for the same.

Subject to the compliance to the Act, the Issuer shall create the said security in favour of the Trustees within 3 months from the closure of the issue of the first Debentures issued under this Shelf Disclosure Document. In case of delay in execution of Trust Deed and Charge documents, the Company will pay penal interest of 2% p.a. over the Coupon Rate for the delayed period till these conditions are complied with, at the option of the investor.

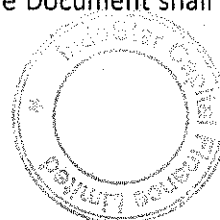
NOTE 9: ISSUE OF DEBENTURES IN DEMATERIALIZED FORM

The Issuer has made depository arrangements with NSDL and CDSL for issue of the Debentures in dematerialised form. The Investors holding the Debentures in dematerialised form will have to hold and deal with the same as per the provisions of the Depositories Act, 1996, the regulations made thereunder and the rules, regulations and bye-laws of NSDL or CDSL, as the case may be.

The Applicants are requested to mention their depository participant's name (along with the relevant identification details) and beneficiary account number in the appropriate place in the Application Form. The Issuer will take necessary steps to credit the depository account of the allottee(s) with the number of Debentures allotted. The initial credit in the depository account will be akin to the Letter of Allotment. On the completion of all statutory formalities, such credit will be substituted with the number of Debentures allotted to each Debenture Holder.

NOTE 10: MODE OF TRANSFER

Transfer of Debentures in dematerialized form would be in accordance with the Depositories Act, 1996, the regulations made thereunder and the rules, regulations and byelaws of NSDL or CDSL as the case may be. The Debenture issued under this Shelf Disclosure Document shall be transferable freely amongst the class of Investors who are eligible to apply.



The Debenture(s) shall be transferred and/ or transmitted in accordance with the applicable provisions of the Act and the Articles of Association of the Company. The provisions relating to the transfer and transmission and other related matters in respect of shares of the Issuer contained in the Articles of Association and the Act shall apply, mutatis mutandis (to the extent applicable to debentures) to the Debentures as well. The Debentures held in dematerialised form shall be transferred subject to and in accordance with the rules/ procedures as prescribed by NSDL/ CDSL/ DP of the transferor/ transferee and any other applicable laws and rules notified in respect thereof. Transfer of Debentures to and from NRIs/ other non-resident entities in case they seek to hold the Debentures and are eligible to do so, will be governed by then prevailing guidelines of the RBI. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, Coupon will be paid/ redemption will be made to the person, whose name appears in the Register of Debenture Holders/ record of the Depository on the record date. In such cases, claims, if any, by the transferee(s) would need to be settled with the transferor(s) and not with the Issuer.

The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of Debentures held in dematerialised form.

NOTE 11: TAX DEDUCTION AT SOURCE

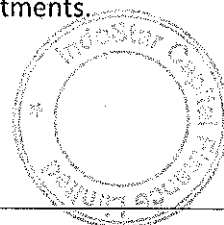
Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source for which a certificate will be issued by the Company.

As per the provisions of the Income Tax Act, 1961, with effect from June 1, 2008, no tax is deductible at source from the amount of interest payable on any listed dematerialised security, held by a person resident in India. Since the NCDs shall be issued in dematerialised mode and shall be listed on the WDM segment of BSE, no tax will be deductible at source at the time of payment/credit of interest/implicit yield on NCDs held by any person resident in India. In the event of rematerialisation of the NCDs, or where the NCDs are held by person resident outside India or there is a change in the applicable law governing the taxation of the NCDs, the following provisions shall apply:

- a. Where the Company is required to make a tax deduction, the Company shall make the tax deduction as required under the applicable law and the Company shall make a payment of such taxes deducted into the Indian Government Treasury as required under the applicable law;
- b. The Company shall issue a Form No 16A (or any other similar evidence of taxes deducted) in the format and within the timeline as prescribed under the applicable law.

Interest on Application Money shall be subject to TDS at the rates prevailing from time to time under the provisions of the Income Tax Act, 1961 or any other statutory modification or re-enactment thereof for which a certificate will be issued by the Company. For seeking TDS exemption / lower rate of TDS, relevant certificate / document must be lodged by the Debenture Holder(s) at the Registered Office of the Company atleast 15 days before the interest payment becoming due. Tax exemption certificate / declaration of non-deduction of tax at source on interest on application money should be submitted along with the application form.

For detailed tax implications of the investment in NCDs, investors should get in touch with their tax consultant. Prospective investors are urged to consult their own tax advisors with respect to their own tax situations and the tax consequences in respect of their investments.



NOTE 12: RIGHT TO ACCEPT OR REJECT APPLICATIONS

The Issuer is entitled at its sole and absolute discretion, to accept or reject any application, in part or in full, without assigning any reason whatsoever.

NOTE 13: POWER OF COMPANY TO EXERCISE RIGHT TO RE-PURCHASE, RE-SELL AND/ OR RE-ISSUE THE DEBENTURES

The Issuer shall have the power, exercisable at its sole and absolute discretion from time to time, to re-purchase, a part or all of its Debentures from the secondary market or otherwise, at any time prior to the maturity, subject to applicable Law (including the Act) and in accordance with the prevailing guidelines/ regulations issued by the RBI, the SEBI and other authorities. In the event of a part or all of its Debentures being re-purchased as aforesaid or redeemed under any circumstances whatsoever, the Company shall have, and shall be deemed always to have had, the power to reissue the Debentures either by reissuing the same Debentures or by issuing other debentures in their place. Further, in respect of such re-purchased/ re-deemed Debentures, the Issuer shall have the power, exercisable either for a part or all of those Debentures, to cancel, keep alive, appoint nominee(s) to hold or reissue at such price and on such terms and conditions as it may deem fit and as permitted by Law.

GENERAL TERMS APPLICABLE TO DEBENTURE HOLDERS

a. Payment of coupon amount

Payment of Coupon amount on the Debenture(s) will be made to those of the Debenture Holders whose name(s) appear in the Debenture Register (or to the first holder in case of joint holders) as on the Record Date fixed by the Issuer for this purpose and/ or as per the list provided by NSDL/ CDSL to the Issuer of the beneficiaries who hold Debentures in demat form on such Record Date, and are eligible to receive Coupon amount. Payment will be made by the Issuer, after verifying the bank details of the allottees, by way of ECS / Direct Credit / RTGS / NEFT and where such facilities are not available the Issuer shall make payment of all such amounts by way of payable at par cheque(s)/ / warrants, which will be dispatched to the Debenture Holder(s) by registered post/ speed post/ courier or hand delivery on or before the Coupon Payment Date.

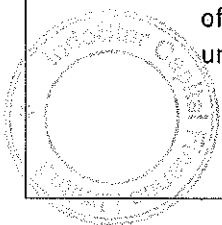
Coupon amount and Redemption Amount would be payable on the relevant Coupon Payment Date / Redemption Date to the Beneficiaries as per the Register of Debenture Holder or beneficiary list provided by the Depository as on the Record Date. The Coupon shall be computed on the basis of actual number of days elapsed in a year, for this purpose a year to comprise of a period of 365 days except in case of a leap year where the year will comprise of 366 days. The day count shall be on an actual/ actual basis.

b. List of Debenture Holders

The Issuer shall request the Depository to provide a list of Debenture Holders as at the end of the Record Date. This shall be the list, which shall be considered for payment of Coupon or repayment of principal amount, as the case may be.

c. Rights of the Debenture Holders

The Debenture Holders will not be entitled to any rights and privileges available to the shareholders of the Issuer and shall not be entitled to any rights and privileges other than those available to them under statutory provisions of the Act, applicable law and the Terms of the Issue. The Debentures



shall not confer upon the Debenture Holders the right to receive notice or to attend and vote at the general meetings of shareholders of the Issuer. The principal amounts and coupon amounts, if any, on the Debentures will be paid to the Debenture Holder whose name appears in the Debenture Register/ list of Beneficial Owners only, or in the case of joint holders, to the one whose name stands first.

If any resolution affecting the rights attached to the Debentures is to be placed before the shareholders, the said resolution will first be placed before the Debenture Holders for their consideration. All administrative and procedural issues will be resolved by the Issuer, without further reference to the Debenture Holders.

The provisions of the Act will apply to any meeting of the Debenture Holders.

The Debenture Holders will be entitled to their Debentures free from any equities and/ or cross claims by the Issuer against the original or any intermediate/ subsequent holders thereof.

d. Modification of rights

The rights, privileges, terms and conditions attached to the Debentures may be varied, modified or abrogated with the consent, of all the Debenture Holders (can be specify 2/3rd), provided that nothing in such consent or resolution shall be operative against the Issuer where such consent or resolution modifies or varies the terms and conditions of the Debentures if the same are not acceptable to the Issuer.

e. Notices

All notices to be given to the Debenture Holder(s) shall be first sent by electronic mail or facsimile transmission to the Debenture Trustee or by registered post or by hand delivery to the Debenture Holder or to such persons at such address as may be notified by the Debenture Holder from time to time.

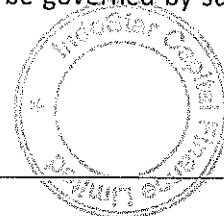
All transfer related documents, tax exemption certificates, intimation for loss of Letter(s) of Allotment / Debenture(s), etc., requests for issue of duplicate debentures, etc. and/or any other notices / correspondence by the Debenture Trustee or the Debenture Holder(s) to the Issuer with regard to this Issue should be first sent by electronic mail or facsimile transmission and thereafter be sent by registered post or by hand delivery to the Company or to such other person(s) at such address(es) as may be notified by the Issuer from time to time.

f. Future Borrowings

Notwithstanding anything contained herein or the Addendum to the Shelf Disclosure Document, the Company shall be entitled to make further issue of debentures and / or such other instruments and / or avail further financial assistance, guarantee facilities from banks, financial institutions and / or any other persons on the security or otherwise without the consent of the Debenture Trustee and / or Debenture Holders.

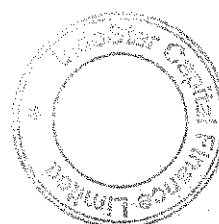
g. Miscellaneous

Loss of coupon cheques should be intimated to the Issuer along with the request for issue of duplicate interest cheque. The issue of duplicate cheque(s) would be governed by such conditions as may be prescribed by the Issuer.



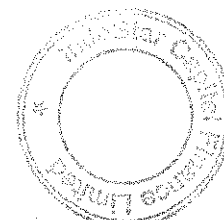
h. Confidentiality

The information and data contained herein is submitted to each recipient of this Shelf Disclosure Document on a strictly private and confidential basis. By accepting a copy of this Shelf Disclosure Document, each recipient agrees that neither it nor any of its employees/ associates or advisors will use the information contained herein for any purpose other than evaluating the specific transactions described herein or will divulge to any other party any such information. This Shelf Disclosure Document must not be photocopied, reproduced, extracted or distributed in full or in part to any person other than the recipient without the prior written consent of the Company. If at any time any such reproduction or disclosure is made and the Company suffers any loss, damage or incurs liability of any kind whatsoever arising out of or in connection with any such reproduction or disclosure, the recipient of this Shelf Disclosure Document breaching the restriction on reproduction or disclosure agrees to hold harmless and indemnify the Company from and against any such loss, damage or liability.



**SECTION IV
MATERIAL DOCUMENTS**

1. Certificate of Incorporation of the Company dated July 21, 2009.
2. Fresh Certificate of Incorporation consequent to the change of name to IndoStar Capital Finance Private Limited dated November 15, 2010.
3. Fresh Certificate of Incorporation consequent to the conversion of the Company from private limited to public limited dated May 28, 2014.
4. NBFC registration certificate issued by the Reserve Bank of India dated January 20, 2016.
5. Certification of Registration of Regional Director order for Change of State dated September 8, 2015
6. Memorandum of Association and Articles of Association of the Company.
7. Special Resolution(s) under Section 180(1) (c) and Section 180 (1) (a) of the Companies Act, 2013, passed on September 7, 2016, respectively.
8. Special Resolution under Section 71 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, passed on September 29, 2017.
9. Board resolution dated June 23, 2017 in relation to the issue of non-convertible debentures upto INR 3,000 crore on private placement basis during the year.
10. Board resolution under Section 179 of the Companies Act, 2013 dated April 6, 2018 in relation with Borrowing Limit of the Company upto INR 8000 crore.
11. Debenture Committee resolution dated June 18, 2018 approving the Issue.
12. Annual reports of the Company for the last five years.
13. Credit rating letter issued by CARE Ratings Limited dated March 9, 2018 and June 4, 2018 and India Ratings & Research Private Limited dated 13 February 2018 is annexed as **Annexure III**
14. Audited Financial Statements along with the Audit Report for the year ended March 31, 2018 is annexed as **Annexure IV**
15. Copy of letter agreement dated August 13, 2012 between the Issuer and the Registrar and Transfer Agent.
16. Copy of the tripartite agreement dated February 3, 2011 between the Issuer, National Securities Depository Limited (NSDL) and Link Intime India Private Limited.
17. Copy of the tripartite agreement dated May 16, 2012 and January 8, 2018 between the Issuer, Central Depository Services (India) Limited (CDSL) and Link Intime India Private Limited.



SECTION V

WHO CAN APPLY

Only the persons who are specifically addressed through a communication by or on behalf of the Company directly are eligible to apply for the Debentures.

This Shelf Disclosure Document and the contents hereof are restricted for only the intended recipient(s) who have been addressed directly through a communication by or on behalf of the Company. The categories of investors eligible to invest in the Debentures, when addressed directly, include banks, financial institutions including development financial institutions, companies and bodies corporate, insurance companies, mutual funds, FPIs registered with SEBI and such other category of investors as expressly authorised to invest in the Debentures under applicable laws. All investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this Issue. An application made by any other person will be deemed as an invalid application and rejected.

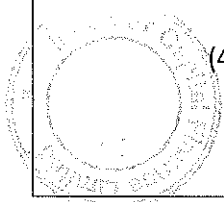
DISCLAIMER: PLEASE NOTE THAT ONLY THOSE PERSONS TO WHOM THIS SHELF DISCLOSURE DOCUMENT AND ADDENDUM TO THE SHELF DISCLOSURE DOCUMENT HAS BEEN SPECIFICALLY ADDRESSED ARE ELIGIBLE TO APPLY. HOWEVER, AN APPLICATION, EVEN IF COMPLETE IN ALL RESPECTS, IS LIABLE TO BE REJECTED WITHOUT ASSIGNING ANY REASON FOR THE SAME. THE COMPANY MAY, BUT IS NOT BOUND TO REVERT TO ANY INVESTOR FOR ANY ADDITIONAL DOCUMENTS/ INFORMATION, AND CAN ACCEPT OR REJECT AN APPLICATION AS IT DEEMS FIT. INVESTMENT BY INVESTORS FALLING IN THE CATEGORIES MENTIONED ABOVE ARE MERELY INDICATIVE AND THE ISSUER DOES NOT WARRANT THAT THEY ARE PERMITTED TO INVEST AS PER EXISTANT LAWS, REGULATIONS, ETC. EACH OF THE ABOVE CATEGORIES OF INVESTORS IS REQUIRED TO CHECK AND COMPLY WITH EXISTANT RULES/ REGULATIONS/ GUIDELINES, ETC. GOVERNING OR REGULATING THEIR INVESTMENTS AS APPLICABLE TO THEM AND THE COMPANY IS NOT, IN ANY WAY, DIRECTLY OR INDIRECTLY, RESPONSIBLE FOR ANY STATUTORY OR REGULATORY BREACHES BY ANY INVESTOR, NEITHER IS THE COMPANY REQUIRED TO CHECK OR CONFIRM THE SAME.

HOW TO APPLY

The Issue will open on the Issue Opening Date and close on the Issue Closing Date (both days inclusive). Investors who wish to invest are requested to submit an application form with all the accompanying documents and the application money at any time starting from the Issue Opening Date and upto the Issue Closing Date.

INSTRUCTIONS FOR APPLICATION

- (1) Application must be completed in BLOCK LETTERS IN ENGLISH. A blank must be left between two or more parts of the name.
- (2) Signatures should be made in English.
- (3) Cheques/ drafts must be made in the favour of IndoStar Capital Finance Limited and crossed "Account Payee only" payable at par in Mumbai. Money orders or postal orders will not be accepted.
- (4) The funds can be credited to the Issuer's current account, the details of which are given below:



Name of Bank	Kotak Mahindra Bank
Branch	5C/II, Ground Floor, Mittal Court, 224, Nariman Point, Mumbai - 400021
IFSC Code	KKBK0000958
Account number	9711744739
Type of Account	Current
Name of beneficiary	IndoStar Capital Finance Limited

- (5) No cash will be accepted.
- (6) The Applicant should mention its permanent account number or the GIR number allotted to it under the Income Tax Act, 1961 and also the relevant Income-tax circle/ ward/ District details.
- (7) The Issuer is entitled at its sole and absolute discretion to accept or reject any application, which is not complete in any respect.

APPLICATIONS UNDER POWER OF ATTORNEY/ RELEVANT AUTHORITY

In case of an application made under a Power of Attorney or resolution or authority to make the application, a certified true copy of such Power of Attorney or resolution or authority to make the application and the memorandum and articles of association of the Investor must be attached to the application form at the time of making the application, failing which, the Company reserves the full, unqualified and absolute right to accept or reject any application in whole or in part and in either case without assigning any reason thereof. Names and specimen signatures of all the authorised signatories must also be lodged along with the submission of the completed application.

The applications should be submitted during normal banking hours at the office mentioned below:

Mumbai: IndoStar Capital Finance Limited.

Address: One Indiabulls Center, 20th Floor, Tower 2A, Jupiter Mills Compound, Senapati Bapat Marg, Mumbai – 400 013

Applicants residing or situated at places other than in Mumbai, may send their application along with cheques or demand drafts to the centre mentioned above. The demand drafts must be payable at par at Mumbai. The demand draft charges will have to be borne by the Applicant.

The Applicant is requested to contact the office of the Company as mentioned above for any clarifications.

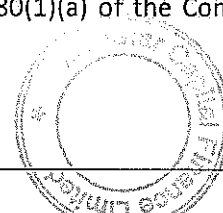
Other Relevant Information

Authority for the issue and details of the resolutions passed for the issue.

The Issue of Debentures is being made pursuant to the following resolutions:

Shareholders Resolutions:

- (i). Special Resolution(s) under Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013, on September 7, 2016, respectively;



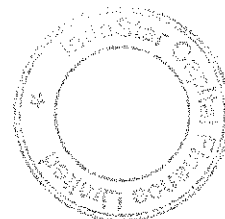
- (ii). Special Resolution under Section 71 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, on September 29, 2017.

Board Resolution:

Under Section 71 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, for issue of non-convertible debentures on private placement basis upto INR 3000 crore, in one or more tranches, on June 23, 2017.

Debenture Committee Resolution:

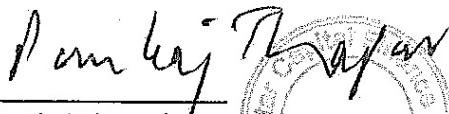
June 18, 2018 for issue of Debentures on private placement basis upto INR 800 crore.



DECLARATION BY THE AUTHORISED SIGNATORY

The Company declares that all the relevant provisions in the Act, regulations/guidelines issued by the SEBI and other applicable laws have been complied with and no statement made in this Shelf Disclosure Document is contrary to the provisions of the regulations/guidelines issued by SEBI and other applicable laws, as the case may be. The information contained in this Shelf Disclosure Document is as applicable to private placed debt securities and subject to information available with the Company. The extent of disclosures made in the Shelf Disclosure Document is consistent with disclosures permitted by regulatory authorities to the issue of securities made by the companies in the past.

I declare that I am authorised by the Board of the Company vide resolution dated June 23, 2017 read with the resolution dated June 18, 2018 passed by Debenture Committee of the Board of Directors to sign this Shelf Disclosure Document. Whatever is stated in this Shelf Disclosure Document and in the annexures 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 promoter(s) subscribing to the Memorandum of Association and Articles of Association. It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this Shelf Disclosure Document.


(Pankaj Thapar)

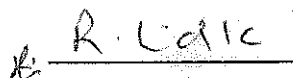
Place: Mumbai

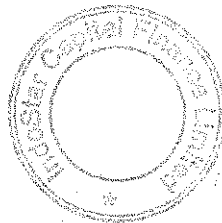
Date: 22 June, 2018

DECLARATION BY THE DIRECTOR(S)

We hereby affirm and declare that the Company has complied with the provisions of the Act and the rules made thereunder. The compliance with the Act and rules does not imply that payment of dividend or interest or repayment of the Debentures is guaranteed by the Central Government. The monies received by the Company under the Issue shall be used only for the purpose as more particularly described under Section III – Terms & Conditions of the Issues of this Shelf Disclosure Document.

**For and on behalf of the Board of Directors of
IndoStar Capital Finance Limited**


(R. Sridhar)



DIN: 00136697

Place: Mumbai

Date: 22 June, 2018

Annexure I – List of Branches

Branch Offices of the Company as on March 31, 2018

Sr. No.	Branch	Branch Address
1.	ICFL- AHMEDABAD	Office Unit No.308 on 3rd Floor, ABC - 1, Nr. Hotel Nest, Off C.G.Road, Navrangpura, Ahmedabad - 380 009
2.	ICFL - BANGALORE	No. 4, Ground Floor, Aanand Tower, South Wing, Rajaram Mohan Roy Road, Near Richmond Circle, Sammpangirama Nagar, Banglore - 560 025
3.	ICFL - CALICUT - NADAKKAVU	1st Floor, Nazer Square Building, Building No: 6/23C, Kannur Road, West Nadakkavu, Calicut - 673011
4.	ICFL -CHENNAI	2nd Floor, No.35/16, Masilamani Road, Balaji Nagar, Royapettah, Chennai- 600 014
5.	ICFL - CHENNAI - T NAGAR	3rd Floor Sakithyan Annexe Building,22,& 23 Venkatanarayana Road, T.Nagar Chennai Chennai 600017 Tamil Nadu
6.	ICFL -CHENNAI - TAMBRAM	61, GST Road, 1st Floor, Irumbuliyur, Tambram West, Chennai 600045
7.	ICFL - CHENNAI - THIRUVUTTIYUR	DASS INDIA TOWERS, No. 3, 2nd line beach Road, Parrys, Chennai 600001
8.	ICFL - CHENNAI- AMBATTUR	27 Thillai Nagar, Second Main Road, Kolathur, Chennai TN 600099
9.	ICFL - COIMBATORE- POLLACHI	1st floor, Plot No.- Ward No. 4 Pollachi , Palakkad Road, above Asian Paint Showroom Pollachi, Tamil Nadu-642001
10.	ICFL - COIMBATORE- SATHY ROAD	Ground floor, SF NO.117/1, Karpagam Towers,No:63 Sakthy Road, Ganapathy, Coimbatore - 641006
11.	ICFL - NEW DELHI	412-413, D-Mall, Netaji Subhash Place, Pitampura, New Delhi - 110 034
12.	ICFL -DINDIGUL	Aruna Complex, No.21, Thadikombu Road, Dindigul - 624 001
13.	ICFI -ERODE	2nd floor, 96, Perundurai Main Road, Near SBI URC Nagar Branchm China Sengodpalayam Erode-638011
14.	ICFI -ERODE- GOBICHETTIPALAYAM	3 A, Cutcherry Street, Veerapandi Village, Erode main road, Gobichettipalayam, TN 638452
15.	ICFL -HYDERABAD	6-3-927, A & B, 3rd Floor, Shobhan, Rajbhavan Road, Somajiguda, Hyderabad - 500 082
16.	ICFL - INDORE	Dhan Trident, Office No.322 & 323, Block No. B3, PU 4, Near Vijay Nagar Square, Scheme No – 54, Indore - 452010
17.	ICFL -JAIPUR	Unit No. 601, 6th Floor, Kailash Tower, Adjoining Apex Mall, Main Tonk Road, Jaipur – 302 015–

18.	ICFL -MADURAI - THENI	No:3/1/45/5 D.KS Towers, 1st floor Teni - Cumbum Main Road, Palanichettipatti, Theni Dist 625531
19.	ICFL -MADURAI - VASANTH NAGAR	No. 154/3B2, Door No. 7, Old Door No. 3, 2nd Street Vasanth Nagar Bye Pass Road, , Thiruparakundram Taluka, Madakulam Village, Madurai South, District-Madurai Tamilnadu-625005
20.	ICFL -MADURAI- KARAUKUDI	Block No.5, Thekkalai Road, Opp NPTC Shed, Karaikudi, Madurai 630002
21.	ICFL -MADURAI USILAMPATTI	No 273/B2, Peraiyur Road, Opp. Union Office, Usilampatti - 625532 Madurai
22.	ICFL ANDHERI (MUMBAI)	Unit No.305, Corporate Avenue, Wing 2/E, 3rd Floor, Andheri-Ghatkopar Link Road, Chakala, Andheri (East), Mumbai 400 093
23.	ICFL -NAGERCOIL- VETTURNIMADAM	NMC -1/1344-A, Jayajothi Building, Near Pioneer Kumaraswamy College, M.S. Road, Vetturnimadam, Nagercoil - 629003
24.	ICFL -PUNE	201, 2nd Floor, Lunkad Sky Station, Next to HDFC Bank, Near Dutta Mandir Circle, Viman Nagar, Pune - 411 014
25.	ICFL -SALEM - ATTUR	Old Door No 430 & 430 A New No1141/430 A, 1141/1, 1141/2, 1141/3 & 1141/4 , Ward No. 23 Salem-Cuddalore Main Road, Periathambi Street, South Udyarpalayam, Attur- 636102
26.	ICFL -SALEM - METTURDAM	14/1-58D, 1st Floor, Salem Main Road, Pudhusampalli, Mettur Dam (TK), Salem 636005 TN
27.	ICFL -SALEM - SANKARI	171/5, New S. F. No. 171/5B, Ward No.8, Kacherikadu, Tiruchengode Road, Sankari Village and Town Panchayat , Sankari Taluka , Dist- Salem
28.	ICFL - SALEM- DHARAMAPURI	S. F. No. 88 , Ward 26, Block 12 , T. S. No. 123 & 124 Virupatchipuram , Taluka - Dharampuri, Dist - Dharmapuri
29.	ICFL -SALEM- JAGIRAMMAPALAYAM	1512, R.M. Complex , 2nd floor, Omalur Main Road, Jagirammappalayam, Salem -636302
30.	ICFL -SURAT	704, Titanium Square Adajan Surat, Gujarat 395 009
31.	ICFL -TIRUNELVELI - KOVILPATTI	Baba Complex, Door No. 16/K, 1st Floor, Upstairs Corporation Bank, Kadalaiyur Road, Kovilpatti 628501 TN
32.	ICFL -TIRUNELVELI- S N HIGH ROAD	Door No. 24/A2 S N High Road, GKN Complex, Tirunelveli-627001
33.	ICFL -TIRUNEVELI - TENKASI	Thangam Towers, No. 231, First floor, Thaikka Street, Semkottai Main Road, Tenkasi-627811 Tirunelveli District Tamilnadu

34.	ICFL -TIRUNEVELI-TUTICORIN	97H/35, First Floor, VASR Plaza, Palayamkkottai Road, Pudukudi, Tuticorin-625008
35.	ICFL -TRIVANDRUM-VANCHIYOOR	1st Floor, Vignesh Tower, TC 82/1779 92, Vanchiyoor , Truvandrum-695035 Kerala
36.	ICFL -VELLORE - KAGITHAPATRAI	R. R. Towers, Third floor, NO. 1-41/6, M.P. Sarathi Nagar, New Bye Pass Road, Kagithapattarai, Vellore-632012
37.	ICFL - VELLORE - TIRUPATTUR	Old T S No.18/1A, New T S No.1807/2 Part, Ward-1, Block 35, Sivarajpet, Koviloor Road, Tirupattur Taluka, Vellor District 635602
38.	ICFL -VILLUPURAM	No.855 / 306 , 1st floor, East Pondy Road, Villupuram-605602 Tamil Nadu
39.	ICFL -VIRUDHUNAGAR - SIVAKASI	6, Velayutha Nadar Street, Railway Junction Road, Sivakasi-626123
40.	ICFL - MUMBAI - CHEMBUR	Corporate Park Business Premises co-op Soc Ltd. 1st Floor, 12/1, Sion Trombay Road, Chembur-400071.
41.	ICFL - JAIPUR- AREA OFFICE	7-27 Bhragu Nagar, Ajmer Road Jaipur, Rajasthan -302006
42.	ICFL - SURAT- ADAJAN	1st floor, City SqUATE, Above Bank of Baroda, Ajaramar Chowk , Near Rander Road, Adajan Surat-395009 Gujarat
43.	ICFL - TRICHY	G.V.R. Complex, First floor, No. 6-A lawsons Road, cantonment, Tiruchirapallai - 620 001
44.	ICFL - HALDWANI	K.S.Tower, Hari Nagar, Near Hanuman Mandir, RTO Office, Kusumkhera, Haldwani-263139
45.	ICFL - TIRUPUR	KRBS Tower, Second floor, No. 208/650 , P.N.Road, Mettupalayam Stop, Tirupur-641607
46.	ICFL - COIMBATORE_OOTY	No. 122, Sadar Building , Bata upstairs, Commercial Road, Nilgiris-643001
47.	ICFL - KRISHNAGIRI-HOSUR	R. S. Tower No. 72/3, First floor, Bangalore Bye Pass Road, Opp-Traffic Police Station , Hosur-635109
48.	ICFL - CHENNAI-VIRUDHACHALAM	1st Floor,Cuddalore Main Road, Opp-Fire Station , Periyar Nagar South, Virudhachalam-606001
49.	ICFL - MEERUT	Ground floor Shriram Palace DelhiRoad,NearNew Mandi Gate, Meerut 250002 UP West
50.	ICFL - KANNUR	2nd floor, Emerald Compld, Kakkad Road, Kannur, Kerala -670002
51.	ICFL - KANHAGAD	Golden Arcade, 2nd floorm Near Akash Auditorium, North Kottachery Kanangad-671315
52.	ICFL - KANCHIPURAM - T K NAMBI STREET	Block NO. 28, Ward No. 1, Revenue Ward No. 37 Old S. No. 1991, New S. No. 1991/2, North Side of Thirukachi Nambi Street Plot No1 Door No. 23 B KanchiPuram District

53.	ICFL - THRISSUR (TRICHUR)	P. V . Arcade , Second Floor , West Fort Junction, Civil Lane Road Thrissur- PIN- 680004
54.	ICFL - THURAIYUR	No. 99/pm 11, First Floor, Opp Thendal Nagar, Above Magizh Motors, Trichy Main road, Thuraiyur-621010
55.	ICFL - SINGNALLUR	No.2225 Second floor, Front Portion , Tirichy Road, Singnallur, Taluka Uppilipalayam Village, District- Coimbatore – 641005, Tamil Nadu
56.	ICFL - LUDHIANA - AREA OFFICE	B-15-79A/1,Office No.201, Vishvakarma Chowk, MillerGanj, Ludhiana , Punjab 1410003
57.	ICFL - JALANDHAR	Mohindra Chambers, Rajinder Nagar Market, Near DC office, Jalandhar,Punjab 144001
58.	ICFL - HARIDWAR	C/o Rana Marbles, Near Vanpristha Asdharam, Jwalapur, Haridwar-249401, Uttarakhand
59.	ICFL - DEHRADUN	Khasra No. 1DA, 2GA, 2KA, 1KH Mohabewala Industrial Area Saharan Pur Road, Deharadun Uttarakhand- 248001
60.	ICFL - MALLAPURAM - MANJERI	No. 34 , Ward No. 69/7 , 52/44-34, Manjeri, Village Ernad, Taluka Malappuram, Kerala State PIN- 676121
61.	ICFL - BATHINDA - AREA OFFICE	Near Tikoni Adjoining Namdev Gate, Main GT Road, Bathinda-151001 Punjab
62.	ICFL - ALWAR	Plot No. 142 Scheme No.3, Vasant Vihar, Raghu Marg , Vijay Mandir Road, Near Jail, Alwar Rajasthan -301 001
63.	ICFL - PITHORAGARH	Oxygen Complex, Near Mehta Hardware, Dhanora, Post Siltham, Pithorgarh, Uttarakhand-262501
64.	ICFL - ALMORA	First floor, Khatauni Khata No. 422, 131 (Old Khata No, 881, 887, 917 385) Khet No. 2382, 2387 , 2393, 2394, Mauja Khatyari, Sadar Tehsil and District Almora -263 652 Uttarakhand
65.	ICFL - BULANDSAHAR	M. P. Complex, 2nd floor, M.G. Road, Near Telephone Exchange, Nadimpura Bhore, Bulandsahar-203001
66.	ICFL - BAGESWAR	Majekhet Tahsil Road, Bageswar Utarakhand-263642
67.	ICFL - PUDUKKOTTAI	2161/3, 1ST Floor, Kafa Plaza, South Main Street, Pudukottai, Tamilnadu - 622 001,
68.	ICFL - ERODE SATHYAMANGALAM	1st floor, Vijay Lakshmi complex, Door no19/1,venugopalasamy kovil street, Sathyamangalam(TK),Erode-638401.
69.	ICFL - ERNAKULAM	4h floor, Josh Towers, Kakkanad P. O, Ernakulam -682030

70.	ICFL – PALAKKAD	Block NO. 71, Ward No. 5 Old Survey No. 3442, 3443 , Pulicode, Pudupariyaram Amsom and Desom, Muttikulangar P.O. PIN -678 594 Palakkad Taluka, Palakkad Ditric, Kerala State
71.	ICFL - RAJAHMUNDY - AREA OFFICE	House No. 86-26-13 Plot NO. 54, Survey NO. 286,210,283/1P, 213, Rajahmundry, Andhra Pradesh -533101
72.	ICFL – DAUSA	Plot No. F-176, Opp. Chaudhary Petrol Pump, Above Easy Day Store, Dausa Rajasthan -303303
73.	ICFL - MALAPPURAM - TIRUR	AL-Nas Arcade, Bye Pass Road, Central junction irur-Malappuram (Dist) Pin..676101
74.	ICFL - MOGA	SCF No.17, Improvement Trust Building, Ferozpur Road, Moga
75.	ICFL - KARIMNAGAR	House No. 2-3-123, 2-3-124. 2-3-125/E (Old),2-3-135, 2-3-136, 2-3-142 (New) Second floor, Kaman Road Karimnagar, Telangana - 505001
76.	ICFL – KASHIPUR	Khasra No. 1DA, 2GA, 2KA, 1KH Mohabewala Industrial Area Saharan Pur Road, Deharadun Uttarakhand- 248001
77.	ICFL – KAKINADA	Ward No. 14, Block No. 13, Main Roadf, East Godavari District, Kakinad,Andhra Prades-533002
78.	ICFL – SRIKAKULAM	S. NO. 445 , Patruni Valasa Village and Pachyat, Srikakulam Mandal, Srikakulam District, Andhra Pradesh-532001
79.	ICFL – PATIALA	Malwa Cinema Road, Opposite Bhasha Bhawan, Patiala, Punjab
80.	ICFL – NADIAD	Shop No. 201 & No. 202 Central Square . Tika No. 10 , CS No. 521/A/1 Nadian Taluka Nadiad Distrrict Khed, Nadiad Gujarat - 387002
81.	ICFL – SANGRUR	140 Bus Stand Road, Opp Kaula Park, Sangrur, Punjab 148001
82.	ICFL – NALAGONDA	Door No. 6-3-10/A, V.T.Road, Ramagiri, Nalagonda, Telangana- 508001
83.	ICFL - GUNTUR	2nd floor, House No. 6-5-69, Ward No. 6, Block -5, Village-Guntur (U), Survey No. 435, Guntur (U) Guntur , Andhra Pradesjh-522002
84.	ICFL – VIZIANAGARAM	Plot No. 86, S. No. 147, Krishna Rajapuram , Pentapalem Village and Panchyat, Vaizanagaram, 1st bit, Vaizinagaram District, Andhra Pradesh-5350002
85.	ICFL – SRINAGAR	Near Medical College,Above State Bank Of India, Badrinath Road, Srikot ,Srinagar, Pauri Gahrwal, Uttarakhand -246174

Annexure II – Trustee Consent

IDBI Trusteeship Services Ltd

CIN : U65991MH2001GOI131154

Ref. No.: 2753/ITSL/OPR/2018-19/CL/DEB/1027
June 18, 2018



IndoStar Capital Finance Limited
One Indiabulls Center, 20th Floor, Tower 2A,
Jupiter Mills Compound, Senapati Bapat Marg,
Mumbai- 400013

Dear Sir,

Kind Attn: Mr. Pankaj Thapar, Chief Financial Officer

Subject: Consent to act as Debenture Trustee for Listed, Secured / Unsecured, and Rated Non - Convertible Debentures aggregating up to Rs. 800 Crores issued by IndoStar Capital Finance Limited (the company)

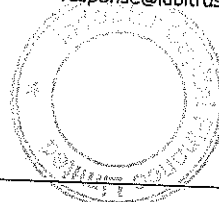
This is with reference to the discussion we had regarding appointment of IDBI Trusteeship Services Limited as Debenture Trustee for issue of for Listed, Secured / Unsecured and Rated Non - Convertible Debentures aggregating upto Rs. 800 Crs. In this connection we confirm our acceptance of the assignment.

We are agreeable for inclusion of our name as trustee in the offer document/disclosure document/ listing application/any other document to be filed with the Stock Exchange(s) or any other authority as required subject to the following conditions:

1. The Company shall enter into Written Debenture Trustee Agreement (DTA) for the said issue before the opening of Subscription list for issue of debentures.
2. The Company agrees and undertakes to create the securities over such of its immovable and moveable properties and on such terms and conditions as agreed by the Debenture holders and disclose in the Information Memorandum or Disclosure Document and execute, the Debenture Trust Deed (DTD) and other necessary security documents for each series of debentures as approved by the Debenture Trustee, within a period as agreed by us in the Information Memorandum or Disclosure Document in any case not exceeding 3 months from the date of closure of the issue.
3. The Company agrees & undertakes to pay to the Debenture Trustees so long as they hold the office of the Debenture Trustee, remuneration as stated above for their services as Debenture Trustee in addition to all legal, traveling and other costs, charges and expenses which the Debenture Trustee or their officers, employees or agents may incur in relation to execution of the Debenture Trust Deed and all other Documents affecting the Security till the monies in respect of the Debentures have been fully paid-off and the requisite formalities for satisfaction of charge in all respects, have been complied with.
4. The Company shall agree & undertake to comply with the provisions of SEBI (Debenture Trustees) Regulations, 1993, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI Circular No. SEBI/IMD/BOND/1/2009/11/05 dated the 11th May, 2009 on Simplified Listing Agreement for Debt Securities read with the SEBI Circular No. SEBI/IMD/DOF-1/BOND/Cir-5/2009 dated the 26th November, 2009, the Companies Act, 1956 as amended from time to time and other applicable provisions and agree to furnish to Trustees such information in terms the same on regular basis.



Regd. Office : Asian Building, Ground Floor, 17, R. Kaman Marg, Ballard Estate, Mumbai - 400 001.
Tel. : 022-4080 7000 • Fax : 022-6631 1776 • Email : itsl@idbitrustee.com • response@idbitrustee.com
Website : www.idbitrustee.com

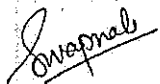


5. Any payment in respect of Debentures required to be made by the Debenture Trustee to a Debenture Holder (who is a FI Entity) at the time of enforcement would, if required by applicable law, be subject to the prior approval of RBI for such remittance through an Authorized Dealer. The Company/Investor shall obtain all such approvals, if required, to ensure prompt and timely payments to the said Debenture Holder. Such remittance shall not exceed total investment (and interest provided for herein) made by the Debenture Holder (who is a FI).
6. The Issuer Company confirms that all necessary disclosures have been made in the Information Memorandum/Disclosure document including but not limited to statutory and other regulatory disclosures. Investors should carefully read and note the contents of the Information Memorandum/Disclosure document. Each prospective investor should make its own independent assessment of the merit of the investment in NCDs and the Issuer Company. Prospective Investor should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations arising from an investment in the NCDs and should possess the appropriate resources to analyze such investment and suitability of such investment to such investor's particular circumstance. Prospective investors are required to make their own independent evaluation and judgment before making the investment and are believed to be experienced in investing in debt markets and are able to bear the economic risk of investing in such instruments.
7. The Trustees, "ipso facto" do not have the obligations of a borrower or a Principal Debtor or a Guarantor as to the monies paid/invested by investors for the debentures/Bonds.

Looking forward to a fruitful association with you and assuring you of our best services at all times.

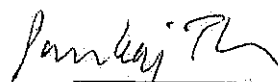
Thanking you,

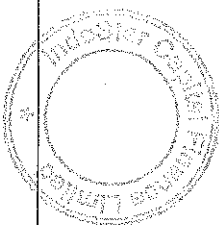
Yours faithfully,
For IDBI Trusteeship Services Limited


(Authorized Signatory)



We accept the above terms
For IndoStar Capital Finance Limited


(Authorized Signatory)



Annexure III - Rating Letter



CARE/HO/RL/2018-19/1765

Mr. Pankaj Thapar

Chief Financial Officer

IndoStar Capital Finance Ltd.

One Indiabulls Center, 17th Floor, Tower 2A,

Jupiter Mills Compound, Senapati Bapat Marg,

Mumbai- 400013.

June 4, 2018

Confidential

Dear Sir,

Credit rating for Long-term Debt Programme

Please refer to our letter dated March 9, 2018 and your request for assigning rating to the Long Term Debt issue of your company, for an enhanced limit of Rs.6,900 crore.

2. The following rating has been reviewed:

Facilities	Amount (Rs. crore)	Rating ¹	Rating Action
Long-term debt programme	6,900 (enhanced from Rs. 4,900) (Rs. Six Thousand Nine Hundred crore only)	CARE AA-; Stable [Double A Minus; Outlook: Stable]	Reaffirmed

3. Refer Annexure 1 for details of rated facilities.

4. CARE reserves the right to undertake a surveillance/review of the rating from time to time, based on circumstances warranting such review, subject to at least one such review/surveillance every year.

5. Please arrange to get the rating revalidated, in case the proposed issue is not made within six months from the date of this letter.

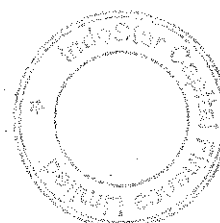
6. Please inform us the below-mentioned details of issue immediately, but not later than 7 days from the date of placing the instrument:

Instrument type	ISIN	Issue Size (Rs cr)	Coupon Rate	Coupon Payment Dates	Terms of Redemption	Redemption date	Name and contact details of Debenture Trustee	Details of top 10 investors
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¹Complete definitions of the ratings assigned are available at www.careratings.com and in other CARE publications.

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Tel.: +91-22- 6754-3456 • Fax: +91-22- 022 6754 3457 • www.careratings.com • CIN: L67190MH1992PLC034104



7. CARE reserves the right to revise/reaffirm/withdraw the rating assigned as also revise the outlook, as a result of periodic review/surveillance, based on any event or information which in the opinion of CARE warrants such an action. In the event of failure on the part of the entity to furnish such information, material or clarifications as may be required by CARE so as to enable it to carry out continuous monitoring of the rating of the debt instruments, CARE shall carry out the review on the basis of best available information throughout the life time of such instruments. In such cases the credit rating symbol shall be accompanied by "ISSUER NOT COOPERATING". CARE shall also be entitled to publicize/disseminate all the afore-mentioned rating actions in any manner considered appropriate by it, without reference to you.

8. CARE ratings do not take into account the sovereign risk, if any, attached to the foreign currency loans, and the ratings are applicable only to the rupee equivalent of these loans.

9. Users of this rating may kindly refer our website www.careratings.com for latest update on the outstanding rating.

10. CARE ratings are not recommendations to buy, sell, or hold any securities.

If you need any clarification, you are welcome to approach us in this regard

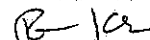
Thanking you,



Shailee Sanghvi
Analyst

Shailee.sanghvi@careratings.com

Yours faithfully,



Ravi Kumar

Assistant General Manager
ravi.kumar@careratings.com

Encl: As above

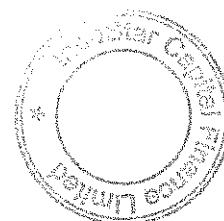
Disclaimer

CARE's ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE has based its ratings/outlooks on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments.

In case of partnership/proprietary concerns, the rating/outlook assigned by CARE is based on the capital deployed by the partners/proprietor and the financial strength of the firm at present. The rating/outlook may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor in addition to the financial performance and other relevant factors.

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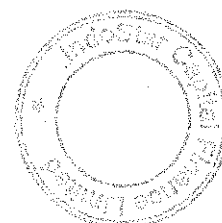
Annexure - I

Bank Name	Term Loan	Cash Credit/WCDL	Total	Outstanding
Abu Dhabi Commercial Bank	35.0	-	35.0	35.0
Allahaba Bank	50.0	-	50.0	50.0
Axis Bank Limited	50.0	40.0	90.0	43.8
Bank of Baroda	200.0	50.0	250.0	67.8
Bank of India	150.0	-	150.0	100.0
Canara Bank	100.0	-	100.0	87.5
Catholic Syrian Bank	50.0	-	50.0	50.0
Corporation Bank	30.0	-	30.0	13.3
Dena Bank	100.0	50.0	150.0	131.2
Development Credit Bank	50.0	25.0	75.0	50.0
Doha Bank	30.0	-	30.0	30.0
Federal Bank	80.0	50.0	130.0	83.3
IDBI Bank	50.0	-	50.0	43.8
Indian Bank	25.0	-	25.0	25.0
Indian Overseas Bank	100.0	-	100.0	22.2
Indusind Bank	150.0	135.0	285.0	75.0
Karnataka Bank	50.0	-	50.0	50.0
Kotak Mahindra Bank	425.0	75.0	500.0	234.8
Punjab National Bank	55.0	-	55.0	34.4
SIDBI	350.0	-	350.0	312.5
South Indian Bank	75.0	-	75.0	53.3
State Bank of India	325.0	-	325.0	147.2
Vijaya Bank	100.0	-	100.0	100.0
Sub Total	2,630.0	425.0	3,055.0	1,840.1
Bank Facilities (Outstanding + Unavailed)				2,122.26
Non Convertible Debentures				1,963.50
Proposed Facilities				2,814.24
Total				6,900.00

The above columns can change as per information provided by the client and acceptable to CARE.

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CARE/HO/RL/2017-18/4592

Mr. Pankaj Thapar

Chief Financial Officer

IndoStar Capital Finance Ltd.

One Indiabulls Center, 17th Floor, Tower 2A,

Jupiter Mills Compound, Senapati Bapat Marg,

Mumbai-400013.

March 9, 2018

Confidential

Dear Sir,

Credit rating for Long-term Debt Programme

Please refer to our letter dated February 8, 2018 and your request for assigning rating to the Long Term Debt issue of your company, for an enhanced limit of Rs.4,900 crore and Market Linked Debentures of Rs.100 crores.

2. The following rating has been reviewed:

Facilities	Amount (Rs. crore)	Rating ¹	Rating Action
Long-term debt programme	4,900 (enhanced from Rs. 3750) (Rs. Four Thousand Nine Hundred crore only)	CARE AA-; Stable [Double A Minus; Outlook: Stable]	Reaffirmed
Market Linked Debentures	100 (Rs. One Hundred crores only)	CARE PP-MLD AA-;Stable [PP-MLD Double A Minus; Outlook: Stable]	Assigned
Total	5,000 (enhanced from Rs. 3750) (Rs. Five Thousand crores only)		

3. Refer Annexure 1 for details of rated facilities.

4. CARE reserves the right to undertake a surveillance/review of the rating from time to time, based on circumstances warranting such review, subject to at least one such review/surveillance every year.

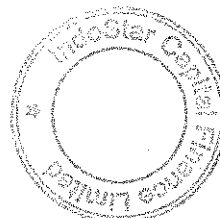
5. Please arrange to get the rating revalidated, in case the proposed issue is not made within six months from the date of this letter.

6. Please inform us the below-mentioned details of issue immediately, but not later than 7 days from the date of placing the instrument:

¹Complete definitions of the ratings assigned are available at www.careratings.com and in other CARE publications.

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Instrument type	ISIN	Issue Size (Rs cr)	Coupon Rate	Coupon Payment Dates	Terms of Redemption	Redemption date	Name and contact details of Debenture Trustee	Details of top 10 investors
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8. CARE ratings do not take into account the sovereign risk, if any, attached to the foreign currency loans, and the ratings are applicable only to the rupee equivalent of these loans.

9. Users of this rating may kindly refer our website www.careratings.com for latest update on the outstanding rating.

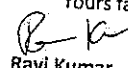
10. CARE ratings are not recommendations to buy, sell, or hold any securities.

If you need any clarification, you are welcome to approach us in this regard

Thanking you,


Shailee Sanghvi
Analyst

Shailee.sanghvi@careratings.com

Yours faithfully,

Ravi Kumar
Assistant General Manager
ravi.kumar@careratings.com

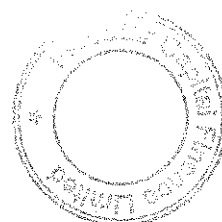
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Disclaimer

CARE's ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE has based its ratings/outlooks on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank

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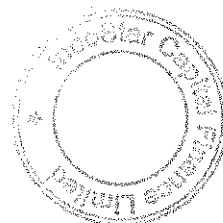
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facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments.
In case of partnership/proprietary concerns, the rating/outlook assigned by CARE is based on the capital deployed by the partners/proprietor and the financial strength of the firm at present. The rating/outlook may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor in addition to the financial performance and other relevant factors.

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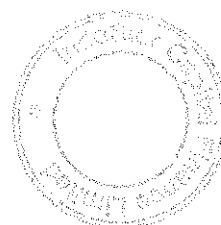


Annexure - I

Bank Name	Term Loan	Cash Credit/WCDL	Total	Outstanding
Abu Dhabi Commercial Bank	35.0	-	35.0	35.0
Allahabad Bank	50.0	-	50.0	50.0
Axis Bank Limited	50.0	40.0	90.0	86.9
Bank of Baroda	200.0	50.0	250.0	85.3
Bank of India	150.0	-	150.0	150.0
Canara Bank	100.0	-	100.0	100.0
Catholic Syrian Bank	50.0	-	50.0	50.0
Corporation Bank	30.0	-	30.0	13.3
Dena Bank	100.0	50.0	150.0	143.8
Development Credit Bank	50.0	25.0	75.0	50.0
Doha Bank	30.0	-	30.0	30.0
Federal Bank	80.0	50.0	130.0	90.0
IDBI Bank	50.0	-	50.0	46.9
Indian Bank	25.0	-	25.0	25.0
Indian Overseas Bank	100.0	-	100.0	27.8
Indusind Bank	50.0	85.0	135.0	27.5
Karnataka Bank	50.0	-	50.0	50.0
Kotak Mahindra Bank	425.0	75.0	500.0	232.6
Punjab National Bank	55.0	-	55.0	37.8

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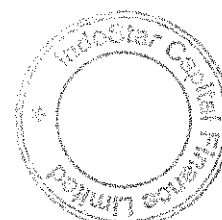


SIDBI	350.0	-	350.0	297.5
South Indian Bank	75.0	-	75.0	56.3
State Bank of India	325.0	-	325.0	166.4
Vijaya Bank	100.0	-	100.0	100.0
Sub Total	2,530.0	375.0	2,905.0	1,952.0
Bank Facilities (Outstanding + Unavailed)				2,184.0
Non Convertible Debentures				9,46.50
Proposed Facilities				1,869.50
Total				5,000.00

The above columns can change as per information provided by the client and acceptable to CARE.

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CARE/HO/RR/2017-18/2574

Mr. Pankaj Thapar

Chief Financial Officer

IndoStar Capital Finance Ltd.

One Indiabulls Center, 17th Floor, Tower 2A,

Jupiter Mills Compound, Senapati Bapat Marg,

Mumbai- 400013.

March 14, 2018

Dear Sir,

Rating of Bank facilities

Please refer to our letters dated March 9, 2018 on the above subject.

2. The rationale for the ratings is attached as an Annexure - I. Kindly note that the rationale would be published in the forthcoming issue of our monthly journal, 'CAREVIEW'.
3. A write-up (brief rationale) on the above ratings is proposed to be issued to the press shortly. A draft of this is enclosed for your perusal as Annexure - II.

If you have any further clarifications, you are welcome to approach us.

Thanking you,

[Shallee Sanghvi]
Analyst

Shallee.sanghvi@careratings.com

Yours faithfully,

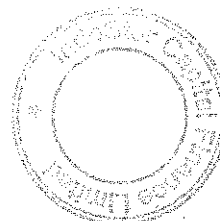
[Ravi Kumar Dasari]
AGM

ravi.kumar@careratings.com

Encl: As above

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Annexure-I
Rating Rationale
IndoStar Capital Finance Limited

Ratings

Facilities	Amount (Rs. crore)	Rating	Rating Action
Long-term debt programme	4,900 (enhanced from Rs. 3750) (Rs. Four Thousand Nine Hundred crore only)	CARE AA-; Stable [Double A Minus; Outlook: Stable]	Reaffirmed
Market Linked Debentures	100 (Rs. One Hundred crores only)	CARE PP-MLD AA-; Stable [PP-MLD Double A Minus; Outlook: Stable]	Assigned
Total	5,000 (enhanced from Rs. 3750) (Rs. Five Thousand crores only)		

Details of instruments/facilities in Annexure-1

Rating Rationale

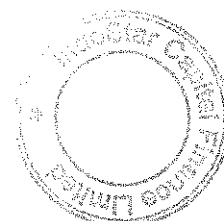
The rating factors in IndoStar Capital Finance Ltd.'s (ICF's) strong institutional sponsors as well as their capital, operational and management support. The rating further takes into account the company's experienced management, good risk management processes and its efforts to diversify by entering into newer segments. The rating also factors in strong capitalization levels as well as comfortable gearing, healthy financial performance and comfortable asset quality parameters & liquidity position. The rating further takes into account moderate track record of operations, client concentration risk and limited exposure to real estate segment which is relatively riskier asset class. Continued sponsor support, profitability, business diversification, client concentration and asset quality are its key rating sensitivities. Further its ability to scale its operations in the newer segment and stabilize is key rating sensitivity.

Background

IndoStar Capital Finance Ltd. (ICF) is registered with the Reserve Bank of India (RBI) as a systemically important non-deposit taking NBFC. It was originally incorporated as R. V. Vyapar Pvt. Ltd. on July 21, 2009 and the company was renamed as 'IndoStar Capital Finance Pvt. Ltd.' on November 15, 2010. The company however started disbursements from Q1FY12 (refers to the period April 01 to June 30). The company was converted into a public limited company on May 28, 2014 and consequently its name was changed to 'IndoStar Capital Finance Limited. ICF had been established by global financial institutions including Goldman Sachs, Ashmore group PLC, Everstone Capital, Baer Capital Partners and ACP Investments with the objective of developing an independent wholesale lending institution in India.

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During FY15, Ashmore Group PLC exited ICF with its stake being acquired by Everstone and ACP Investments. The promoters hold their stake in ICF through IndoStar Capital, Mauritius which holds 90.74% stake in the company as on 31.03.2017. ICF is engaged mainly into wholesale lending with products ranging from corporate finance, developer financing, working capital financing, acquisition financing & loan against shares. The company has recently also started SME- loans against property (LAP), wherein Small and Medium Enterprises would be given business loans against security of the property. The company plans to start CV financing going forward, it is in the process of put in place the team and infrastructure for the same. ICF's loan portfolio and tangible networth stood at Rs.5,145 crore and Rs.1,882 crore respectively as on March 31, 2017. Previously the company was under the management of Mr Vimal Bhandhari. In his place, Mr Shridhar has joined as a CEO who was associated with Shriram Group since 1985 and served as Managing Director & CEO of STFC from 2000-2012.

Analytical approach: Standalone

Key Rating Strengths

Strong Institutional sponsors

ICF had been established by global financial institutions and the promoters hold their stake in ICF through IndoStar Capital, Mauritius which holds 90.74% stake as on March 31, 2017 in the company. IndoStar Capital, Mauritius is held by Everstone (49.4%), ACP Investments (16.4%), Goldman Sachs (18.8%), Baer Capital (10.8%) and CDIB Investment (4.7%). ICF's credit profile derives comfort from management and financial support of sponsor investors at regular intervals.

Experienced Management

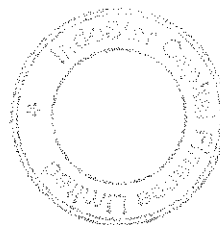
ICF has management with rich experience in the financial sector. The Board of Directors and management team at all levels have been drawn from leading players in the financial services space. Previously the company was under the management of Mr Vimal Bhandhari. In his place, Mr R. Sridhar has joined as an Executive Vice-Chairman and CEO who was associated with Shriram Group since 1985 and served as Managing Director & CEO of Shriram Transport Finance Company.

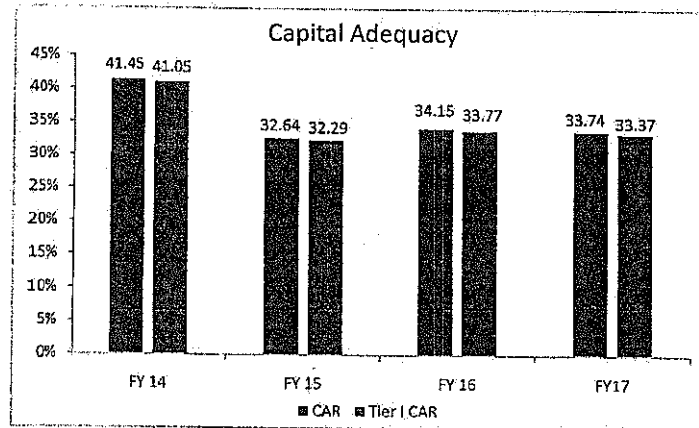
Strong solvency parameters and comfortable liquidity position

The company continues to maintain robust capitalization levels supported by regular equity infusions by sponsors. During FY17, a set of investors infused equity capital of Rs.150 crore in the company. As on 31st March, 2017, ICF's CAR stood at 33.74% [P.Y.: 34.15%] while Tier I CAR stood at 33.37% [P.Y.: 33.77%]. As on March 31, 2017, the liquidity profile of ICF stood comfortable post inclusion of undrawn bank lines. Further, as per company's prudent liquidity policy, ICF maintains cash/ cash equivalents and unutilized lines of credit to the tune of 15% of networth. The company has unutilised bank lines of Rs.504 crore as on Dec, 2017 to meet any liquidity requirements.

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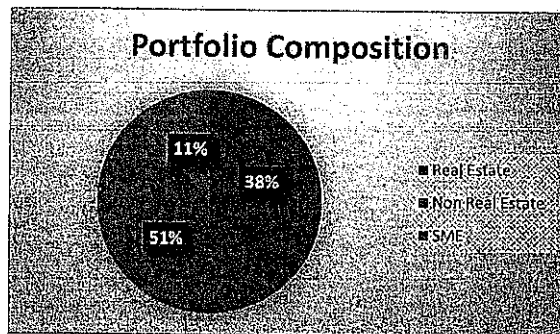
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Well defined risk management processes & secured lending

ICF draws experience from its global investors for creating its risk management framework. It has well-defined credit criteria for sanction of loan including assessing track record & borrowing capacity of borrower, credit history of borrower, quality of collaterals.

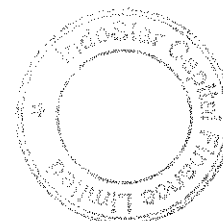


Robust profitability parameters

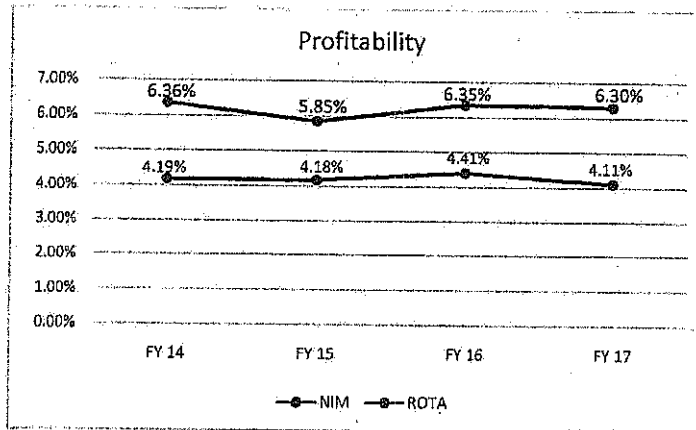
During FY17, the company reported 12.0% y-o-y growth in total income vis a vis 21.50% growth in the previous year which was primarily on account of deceleration in portfolio growth owing to subdued economic factors. The company's Net Interest Margins (NIMs) stood stable at 6.30% in FY17 (P.Y.: 6.35%). Cost to income ratio of the company increased to 17.57% during FY17 as against 16.03% during FY16 due to company's foray in SME financing and the resultant rise in branch and manpower expenses. The company has 6 operational branches as on March 31, 2017 majorly catering to SME financing business. Higher operating expenses and low portfolio growth has impacted profitability parameters of the company in FY17. The company reported PAT of Rs.209 crore in FY17 as against PAT of Rs.191 crore

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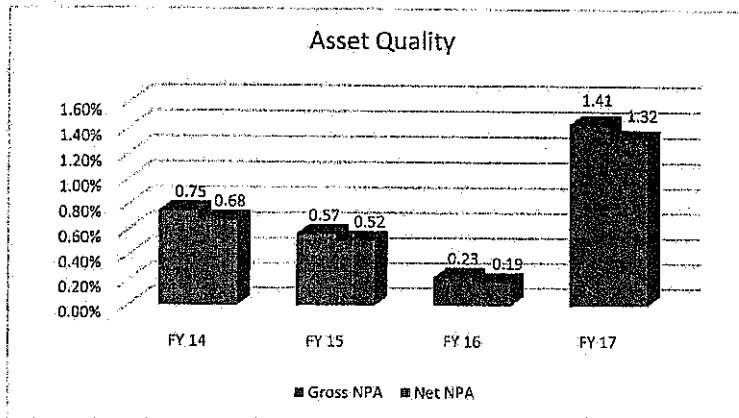


in FY16 registering a growth of 9 % y-o-y. Return on Total Assets (RoTA) for the company stood at 4.11% in FY17 as against 4.41% in FY16. Although, ROTA for the company has reduced during FY17, it still continues to remain robust.



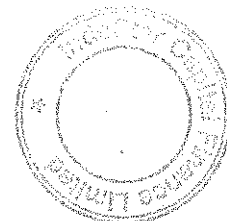
Comfortable Asset quality

During FY17, total GNPA and NNPA stood at Rs72.73 crores and Rs.61.95 crore, respectively. As on March 31, 2017, GNPA and NNPA stood at 1.41% [P.Y.: 0.23%] and 1.21% [P.Y.: 0.19%] while net NPA to networth stood at 3.29% [P.Y.: 0.52%]. As on 31st Dec, 2017, GNPA and NNPA ratio stood at 1.72% and 1.37% respectively. Although the Net NPA has increased, it continues to remain comfortable.



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Key Rating Weaknesses

Moderate track record and portfolio seasoning

ICF has a moderate operating track record as it started its wholesale lending operations in April 2011 and SME financing in March 2015. Though a significant portion of its wholesale portfolio has witnessed churn (given the average tenure of the portfolio at around 5.66 years) and its SME financing portfolio is growing. The company also recently entered into CV Financing, primarily venturing into used commercial vehicles in the Southern parts of India as the new Executive Vice Chairman and CEO Mr. R. Shridhar has extensive experience in CV financing and was associated with Shriram Group since 1985 and served as Managing Director & CEO of Shriram Transport Finance Company. Going forward, the company's ability to maintain asset quality in newer products while expanding business operations is a key monitorable.

High customer concentration risk

Given the bulky nature of its lending operations (around 89.13% of ICF's portfolio is wholesale in nature as on March 31, 2017), ICF is exposed to concentration risk. On the wholesale lending front, top 10 exposures as on March 31, 2017 constituted 37.6% of total portfolio (P.Y.: 32.4%) and 102.9% of tangible networth (P.Y.: 90.4%). The Company SME portfolio constitute 22.69% of total loan portfolio as on 31 December 2017 and recently entered CV financing will reduced concentration risk going forward.

Exposure to real estate segment

ICF continues to have high exposure to relatively riskier real estate developer funding segment. The company's real estate portfolio continued to be on higher side and constituted 38% of total portfolio outstanding as on March 31, 2017 (P.Y.: 40%).

Prospects

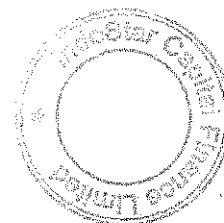
Due to subdued economic environment, last few years have been challenging period for the NBFCs with moderation in growth and rising delinquencies resulting in higher provisioning thereby impacting profitability. However, comfortable capitalization levels and liquidity management continue to provide comfort to the credit profile of NBFCs in spite of impact on profitability. Also with the improvement in economic environment, asset quality pressures should ease which will partially offset the impact of migration towards 90 day NPA recognition norm.

Financial Performance -

(Rs. Cr)			
As on / Year ended March 31, 2017	FY15	FY16	FY17
	A	A	A
Interest Income	467	564	643
Other Operational Income	60	77	72
Other Income	1	1	1
Total Income	528	641	715
Operating Expenses	40	56	69
Total Provision / Write offs	3	3	12
Depreciation and Impairment of Fixed Assets	1	1	2

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Interest Expenditure	258	290	312
PBT	226	292	320
Tax	77	101	111
PAT	149	191	209
Net Fixed Assets	1	3	9
Total Loan Portfolio	3375	4265	5148
Investments	55	10	196
Tangible Net worth	1276	1530	1882
Total borrowings	2574	3018	3424
Total Assets	3983	4682	5485
Key Ratios (%)			
Total Gearing (times)	2.02	1.97	1.82
Interest Coverage (times)	1.88	2.01	2.03
Interest Income/ Avg. Interest earning assets	13.58	13.42	12.96
Interest / Avg. Borrowed Funds	11.54	10.34	9.68
Interest Spread	2.05	3.08	3.28
Net Interest Margin	5.85	6.35	6.30
Cost to Income Ratio	15.18	16.03	17.57
CAR	32.64	34.15	33.74
Tier I CAR	32.29	33.77	33.37
ROTA	4.18	4.41	4.11
RONW	12.40	13.61	12.25
Gross NPA Ratio (%)	0.57	0.23	1.41
Net NPA Ratio (%)	0.52	0.19	1.21
Net NPA to Net Worth (%)	1.37	0.52	3.29

*Ratios have been computed based on average of annual opening and closing balances
 ^outstanding borrowing plus securitized portfolio/ tangible networth
 ~Adjusted Total assets = Total Assets + Off-Balance sheet managed portfolio

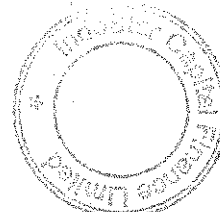
Disclaimer

CARE's ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE has based its ratings on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments.

In case of partnership/proprietary concerns, the rating assigned by CARE is based on the capital deployed by the partners/proprietor and the financial strength of the firm at present. The rating may undergo change in case of withdrawal of capital or the unsecured loans brought in by the partners/proprietor in addition to the financial performance and other relevant factors.

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Annexure-II

Press Release

INDOSTAR CAPITAL FINANCE LIMITED

Ratings

Facilities	Amount (Rs. crore)	Rating	Rating Action
Long-term debt programme	4,900 (enhanced from Rs. 3750) (Rs. Four Thousand Nine Hundred crore only)	CARE AA-; Stable [Double A Minus; Outlook: Stable]	Reaffirmed
Market Linked Debentures	100 (Rs. One Hundred crores only)	CARE PP-MLD AA-; Stable [PP-MLD Double A Minus; Outlook: Stable]	Assigned
Total	5,000 (enhanced from Rs. 3750) (Rs. Five Thousand crores only)		

Details of instruments/facilities in Annexure-1

Detailed Rationale & Key Rating Drivers

The rating factors in IndoStar Capital Finance Ltd.'s (ICF's) strong institutional sponsors as well as their capital, operational and management support. The rating further takes into account the company's experienced management, good risk management processes and its efforts to diversify by entering in to newer segments. The rating also factors in strong capitalization levels as well as comfortable gearing, healthy financial performance and comfortable asset quality parameters & liquidity position. The rating further takes into account moderate track record of operations, client concentration risk and limited exposure to real estate segment which is relatively riskier asset class. Continued sponsor support, profitability, business diversification, client concentration and asset quality are its key rating sensitivities. Further its ability to scale its operations in the newer segment and stabilize is key rating sensitivity.

Detailed description of the key rating drivers

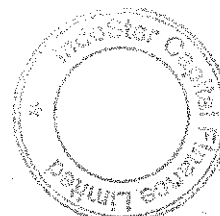
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Experienced Management

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Robust profitability parameters

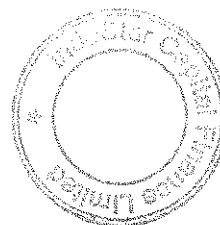
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Analytical approach: Standalone

Applicable Criteria

Criteria on assigning Outlook to Credit Ratings

CARE's Policy on Default Recognition

Criteria for short-term Instruments

Non-Banking Finance Companies

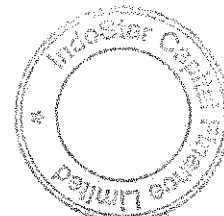
Financial ratios - Financial Sector

About the Company

IndoStar Capital Finance Ltd. (ICF) is registered with the Reserve Bank of India (RBI) as a systemically important non-deposit taking NBFC. It was originally incorporated as R. V. Vyapar Pvt. Ltd. on July 21, 2009 and the company was renamed as 'IndoStar Capital Finance Pvt. Ltd.' on November 15, 2010. The company however started disbursements from Q1FY12 (refers to the period April 01 to June 30). The

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company was converted into a public limited company on May 28, 2014 and consequently its name was changed to 'IndoStar Capital Finance Limited. ICF had been established by global financial institutions including Goldman Sachs, Ashmore group PLC, Everstone Capital, Baer Capital Partners and ACP Investments with the objective of developing an independent wholesale lending institution in India. During FY15, Ashmore Group PLC exited ICF with its stake being acquired by Everstone and ACP Investments. The promoters hold their stake in ICF through IndoStar Capital, Mauritius which holds 90.74% stake in the company as on 31.03.2017. ICF is engaged mainly into wholesale lending with products ranging from corporate finance, developer financing, working capital financing, acquisition financing & loan against shares. The company has recently also started SME- loans against property (LAP), wherein Small and Medium Enterprises would be given business loans against security of the property. The company plans to start CV financing going forward, it is in the process of put in place the team and infrastructure for the same. ICF's loan portfolio and tangible networth stood at Rs.5,145 crore and Rs.1,882 crore respectively as on March 31, 2017. Previously the company was under the management of Mr Vimal Bhandhari who has now joined the Board. In his place, Mr Shridhar has joined as a CEO who was associated with Shriram Group since 1985 and served as Managing Director & CEO of STFC from 2000-2012.

Brief Financials (Rs. crore)	FY16(A)	FY17(A)
Total operating income	564	643
PAT	191	209
Interest coverage (times)	2.01	2.03
Total Assets	4682	5485
Net NPA (%)	0.19	1.32
ROTA (%)	4.41	4.11

A: Audited

Status of non-cooperation with previous CRA: Not applicable

Any other information: Not applicable

Rating History for last three years: Please refer Annexure-2

Note on complexity levels of the rated instrument: CARE has classified instruments rated by it on the basis of complexity. This classification is available at www.careratings.com. Investors/market intermediaries/regulators or others are welcome to write to care@careratings.com for any clarifications.

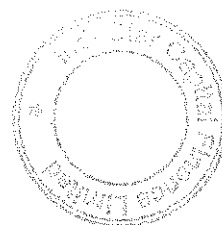
Analyst Contact:

Name: Mr. Ravi Kumar

Tel: 022-67543421

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About CARE Ratings:

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Disclaimer

CARE's ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. CARE has based its ratings/outlooks on information obtained from sources believed by it to be accurate and reliable. CARE does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by CARE have paid a credit rating fee, based on the amount and type of bank facilities/instruments.

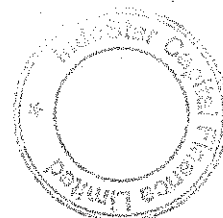
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Annexure-1: Details of Instruments/Facilities

Name of the Instrument	Date of Issuance	Coupon Rate	Maturity Date	Size of the Issue (Rs. crore)	Rating assigned along with Rating Outlook
Debt	-	-	-	4900.00	CARE AA-, Stable

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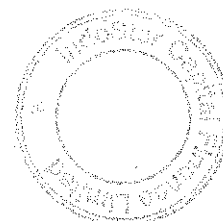
Debentures-Market Linked Debentures				100.00	CARE PP-ML AA- Stable
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Annexure-2: Rating History of last three years

Sr. No.	Name of the Instrument/Bank Facilities	Current Ratings			Rating history			
		Type	Amount Outstanding (Rs. crore)	Rating	Date(s) & Rating(s) assigned in 2017-2018	Date(s) & Rating(s) assigned in 2016-2017	Date(s) & Rating(s) assigned in 2015-2016	Date(s) & Rating(s) assigned in 2014-2015
1.	Commercial Paper	ST	2000.00	CARE A1+	1) CARE A1+ (09-Feb-18) 2) CARE A1+ (22-Aug-17) 3) CARE A1+ (11-Jul-17) 4) CARE A1+ (12-Jun-17)	1) CARE A1+ (30-Dec-16) 2) CARE A1+ (19-Aug-16) 3) CARE A1+ (07-Jul-16)	1) CARE A1+ (14-Oct-15) 2) CARE A1+ (13-Jul-15)	1) CARE A1+ (09-Jan-15) 2) CARE A1+ (30-Jul-14)
2.	Debt	LT	4900.00	CARE AA- Stable	1) CARE AA- Stable (11-Jul-17)	1) CARE AA- Stable (30-Dec-16) 2) CARE AA- (07-Jul-16)	1) CARE AA- (13-Jul-15)	1) CARE AA- (09-Jan-15) 2) CARE AA- (30-Jul-14) 3) CARE AA- (08-Apr-14)

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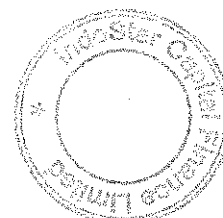


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3.	Debentures-Market Linked Debentures	LT	100.00	CARE PP- MLD AA-; Stable	-	-	-	-
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India Ratings
& Research

Fitch Group

Mr. Pankaj Thapar
Chief Financial Officer
IndoStar Capital Finance Ltd,
One Indiabulls Center, 17th Floor, Tower 2A,
Jupiter Mills Compound, Senapati Bapat Marg,
Mumbai - 400013

February 13, 2018

Dear Sir,

Re: Ratings of IndoStar Capital Finance Limited (IndoStar)

India Ratings (see definition below) communicates the following rating of IndoStar:-

INR 30bn Long Term debt programme: 'IND AA-/Stable'

The company has outstanding INR4.85bn of non-convertible debenture and INR3.75bn of long term bank loans out of the above rated amount. The details of the loans are given in Annexure

In issuing and maintaining its ratings, India Ratings relies on factual information it receives from issuers and underwriters and from other sources India Ratings believes to be credible. India Ratings conducts a reasonable investigation of the factual information relied upon by it in accordance with its ratings methodology, and obtains reasonable verification of that information from independent sources, to the extent such sources are available for a given security or in a given jurisdiction.

The manner of India Ratings' factual investigation and the scope of the third-party verification it obtains will vary depending on the nature of the rated security and its issuer, the requirements and practices in the jurisdiction in which the rated security is offered and sold and/or the issuer is located, the availability and nature of relevant public information, access to the management of the issuer and its advisers, the availability of pre-existing third-party verifications such as audit reports, agreed-upon procedures letters, appraisals, actuarial reports, engineering reports, legal opinions and other reports provided by third parties, the availability of independent and competent third-party verification sources with respect to the particular security or in the particular jurisdiction of the issuer, and a variety of other factors.

Users of India Ratings' ratings should understand that neither an enhanced factual investigation nor any third-party verification can ensure that all of the information India Ratings relies on in connection with a rating will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to India Ratings and to the market in offering documents and other reports. In issuing its ratings India Ratings must rely on the work of experts, including independent auditors with respect to financial statements and attorneys with respect to legal and tax matters. Further, ratings are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings can be affected by future events or conditions that were not anticipated at the time a rating was issued or affirmed.

India Ratings seeks to continuously improve its ratings criteria and methodologies, and periodically updates the descriptions on its website of its criteria and methodologies for securities of a given type. The criteria and methodology used to determine a rating action are those in effect at the time the rating action is taken, which for public ratings is the date of the related rating action commentary. Each rating action

India Ratings & Research Private Limited A Fitch Group Company

Wockhardt Tower, Level 4, West Wing, Bandra Kurla Complex, Bandra (E), Mumbai 400 051

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commentary provides information about the criteria and methodology used to arrive at the stated rating, which may differ from the general criteria and methodology for the applicable security type posted on the website at a given time. For this reason, you should always consult the applicable rating action commentary for the most accurate information on the basis of any given public rating.

Ratings are based on established criteria and methodologies that India Ratings is continuously evaluating and updating. Therefore, ratings are the collective work product of India Ratings and no individual, or group of individuals, is solely responsible for a rating. All India Ratings reports have shared authorship. Individuals identified in an India Ratings report were involved in, but are not solely responsible for, the opinions stated therein. The individuals are named for contact purposes only.

Ratings are not a recommendation or suggestion, directly or indirectly, to you or any other person, to buy, sell, make or hold any investment, loan or security or to undertake any investment strategy with respect to any investment, loan or security or any issuer. Ratings do not comment on the adequacy of market price, the suitability of any investment, loan or security for a particular investor (including without limitation, any accounting and/or regulatory treatment), or the tax-exempt nature or taxability of payments made in respect of any investment, loan or security. India Ratings is not your advisor, nor is India Ratings providing to you or any other party any financial advice, or any legal, auditing, accounting, appraisal, valuation or actuarial services. A rating should not be viewed as a replacement for such advice or services. Investors may find India Ratings' ratings to be important information, and India Ratings notes that you are responsible for communicating the contents of this letter, to investors.

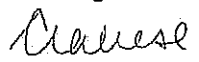
It is important that you promptly provide us with all information that may be material to the ratings so that our ratings continue to be appropriate. Ratings may be raised, lowered, withdrawn, or placed on Rating Watch due to changes in, additions to, accuracy of or the inadequacy of information or for any other reason India Ratings deems sufficient.

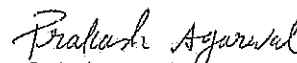
Nothing in this letter is intended to or should be construed as creating a fiduciary relationship between India Ratings and you or between India Ratings and any user of the ratings.

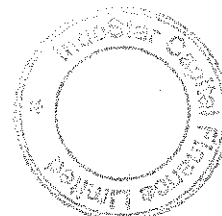
In this letter, "India Ratings" means India Ratings & Research Pvt. Ltd. and any successor in interest.

We are pleased to have had the opportunity to be of service to you. If we can be of further assistance, please contact us at +91-22-4000-1700.

Sincerely,
India Ratings


Rakesh Valecha
Senior Director


Prakash Agarwal
Director



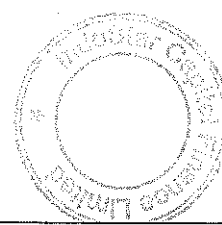
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Annexure 1 – NCD (INR bn)
(Details of outstanding as on 31st January 2018)

NCD Subscribers	Issued Amount	O/S as on 1/31/2018
Franklin Templeton MF	2.00	-
UTI Mutual Fund	0.15	-
Bank of India	0.15	0.15
Various Institutions	0.60	0.60
ING Vysya Bank	0.50	-
Kotak MF	0.15	-
Kotak MF	0.35	-
UTI Mutual Fund	0.10	0.10
HDFC Mutual Fund	0.40	-
HDFC Mutual Fund	0.25	-
HDFC Mutual Fund	0.10	-
UTI Mutual Fund	0.09	-
Deutsche Mutual Fund	0.15	-
Deutsche Mutual Fund	0.10	-
Deutsche Mutual Fund	0.05	-
Pramerica Mutual Fund	0.25	-
A K Capital Finance P Ltd	0.10	-
Franklin Templeton MF	1.20	-
IDBI Mutual Fund	0.15	-
Ratnakar Bank	0.50	0.50
Ratnakar Bank	0.50	0.50
Reliance MF	0.50	0.50
SBI MF	0.25	0.25
Principal PNB MF	0.05	0.05
Reliance MF	0.50	0.50
SBI MF	0.50	0.50
Kotak MF	0.25	0.25
Kotak MF	0.25	0.25
HDFC MF	0.20	0.20
Bank of India	-	0.50
Total NCD	10.34	4.85

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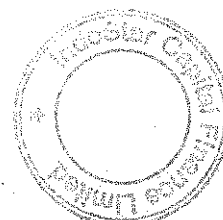
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Annexure 2 – LONG TERM BANK LOANS (INR bn)
(Details of outstanding as on 31st January 2018)

Bank Lines	Sanction	O/S as on 1/31/2018
Axis Bank Limited	1.00	-
Axis Bank Limited - TL II	1.00	-
Axis Bank Limited - TL III	0.55	-
Bank of Baroda	1.00	0.06
Bank of Baroda - TL II	1.00	0.30
Bank of India	1.50	0.09
Canara Bank	1.00	-
Corporation Bank	0.30	-
Corporation Bank - TL II	0.30	0.17
ICICI Bank Limited - TL II	1.00	-
IDBI Bank Limited	0.50	-
Indian Overseas Bank	1.00	0.28
IndusInd Bank Limited	0.60	-
ING Vysya Bank Limited	0.50	-
ING Vysya Bank Limited - TL II	1.00	-
Kotak Mahindra Bank	0.50	-
Kotak Mahindra Bank - TL II	0.50	-
Kotak Mahindra Bank - TL III	1.00	0.25
Kotak Mahindra Bank - TL IV	1.00	0.63
Punjab National Bank	1.00	-
South Indian Bank Limited	0.25	0.13
South Indian Bank Limited - TL II	0.25	0.19
State Bank of Bikaner & Jaipur	0.50	-
State Bank of Bikaner & Jaipur - TL II	0.75	-
State Bank of Hyderabad	0.50	-
State Bank of Hyderabad - TL II	1.00	-
State Bank of India	2.00	-
State Bank of India - TL II	2.00	1.00
State Bank of Mysore	0.25	-
State Bank of Mysore - TL II	0.75	0.33
State Bank of Mysore - TL III	0.50	0.33
State Bank of Patiala	1.00	-
State Bank of Patiala - TL II	1.00	-
The Federal Bank Limited	0.25	-
The Federal Bank Limited - TL II	0.10	-
Total Long Term Bank facilities	27.35	3.75

Handwritten signature



Annexure IV
Audited Standalone Financial Statements along with the Audit Report for the Financial Year
ended 31 March 2018

S.R. BATLIBOI & Co. LLP
Chartered Accountants

14th Floor, The Ruby
29 Senapati Bapat Marg
Dadar (West)
Mumbai - 400 028, India
Tel : +91 22 6192 0000
Fax : +91 22 6192 1000

INDEPENDENT AUDITOR'S REPORT

To the Members of IndoStar Capital Finance Limited

Report on the Financial Statements

We have audited the accompanying standalone financial statements of IndoStar Capital Finance Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Companies (Accounting Standards) Rules, 2006 (as amended) specified under section 133 of the Act, read with the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

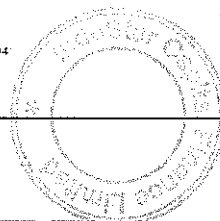
Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2018, its profit, and its cash flows for the year ended on that date.



S.R. BATLIBOI & CO. LLP

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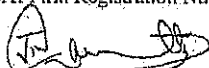
Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Companies (Accounting Standards) Rules, 2006 (as amended) specified under section 133 of the Act, read with the Companies (Accounts) Rules, 2014;
 - (e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position, statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S.R. Batliboi & CO. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005



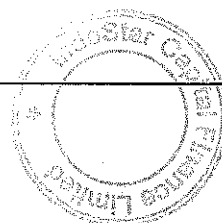
per Jayesh Gandhi

Partner

Membership Number: 037924

Place of Signature: Mumbai

Date: May 30, 2018



S.R. BATLIBOI & CO. LLP

Chartered Accountants

Annexure 1 referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: IndoStar Capital Finance Limited (the Company)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets were physically verified by the management in the previous year in accordance with a planned programme of verifying them once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment are held in the name of the company.
- (ii) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the company.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) To the best of our knowledge and as explained, the Company is not in the business of sale of any goods. Therefore, in our opinion, the provisions of clause 3(vi) of the Order are not applicable to the Company.
- (vii)(a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, service tax, goods and service tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities. The provisions relating to sales-tax, duty of custom, duty of excise, value added tax are not applicable to the Company.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, goods and service tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable. The provisions relating to sales-tax, duty of customs, duty of excise and value added tax are not applicable to the Company.
- (c) According to the information and explanations given to us, there are no dues of income tax, service tax, goods and service tax, customs duty, and cess which have not been deposited on account of any dispute. The provisions relating to sales-tax, duty of custom, duty of excise, value added tax are not applicable to the Company.

S.R. BATLIBOI & Co. LLP

Chartered Accountants

- (viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders or government
- (ix) In our opinion and according to the information and explanations given by the management, the Company has utilized the monies raised by way of debt instruments in the nature of debentures, commercial papers and term loans for the purposes for which they were raised, though idle/surplus funds which were not required for immediate utilization were invested in liquid investments.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no fraud / material fraud on the company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given by the management, the Company has complied with provisions of section 42 of the Companies Act, 2013 in respect of the preferential allotment of shares during the year. According to the information and explanations given by the management, we report that the amounts raised, have been used for the purposes for which the funds were raised.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
- (xvi) According to the information and explanations given to us, we report that the Company has registered as required, under section 45-IA of the Reserve Bank of India Act, 1934.

S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005



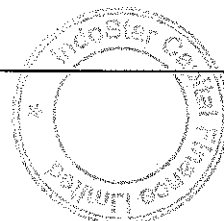
per Jayesh Gandhi

Partner

Membership Number: 037924

Place of Signature: Mumbai

Date: May 30, 2018



S.R. BATLIBOI & CO. LLP
Chartered Accountants

**ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE
STANDALONE FINANCIAL STATEMENTS OF INDOSTAR CAPITAL FINANCE LIMITED**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the
Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of IndoStar Capital Finance Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

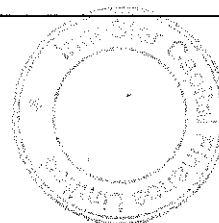
Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these standalone financial statements.

Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Financial Statements

A company's internal financial control over financial reporting with reference to these standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of



S.R. BATLIBOI & CO. LLP

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records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Standalone Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these standalone financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these standalone financial statements and such internal financial controls over financial reporting with reference to these standalone financial statements were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S.R. Batliboi & CO. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005



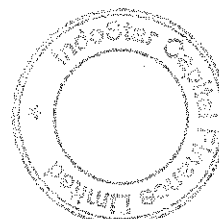
per Jayesh Gandhi

Partner

Membership Number: 037924

Place of Signature: Mumbai

Date: May 30, 2018



**INDOSTAR CAPITAL FINANCE LIMITED
BALANCE SHEET AS AT MARCH 31, 2018**

Particulars	Note No.	(Amount in Rupees)	
		As at March 31, 2018	As at March 31, 2017
I. Equity and Liabilities		Audited	Audited
(1) Shareholders' funds			
(a) Share capital	3	78,67,92,590	78,36,17,990
(b) Reserves and surplus	4	20,67,31,39,456	18,22,05,37,844
		21,45,99,32,046	19,00,41,55,834
(2) Non-current liabilities			
(a) Long-term borrowings	5	19,91,97,18,704	19,10,61,20,313
(b) Other long term liabilities	6	3,22,20,665	7,23,70,201
(c) Long-term provisions	7	32,81,80,204	26,94,81,205
		20,28,01,19,573	19,44,79,71,719
(3) Current liabilities			
(a) Short-term borrowings	8	18,63,05,78,095	7,86,55,05,788
(b) Trade payables			
(i) Dues to Micro, Small and Medium enterprises	28	-	-
(ii) Others		8,97,05,707	4,22,68,246
(c) Other current liabilities	6	12,35,38,22,774	8,33,62,84,653
(d) Short-term provisions	7	14,52,86,509	15,74,59,179
		31,21,93,93,085	16,40,15,17,866
Total		72,95,94,44,704	54,85,36,45,419
II. Assets			
(1) Non-current assets			
(a) Fixed assets	9		
(i) Property, Plant and Equipment		50,23,84,215	6,91,67,569
(ii) Intangible assets		3,01,90,862	1,87,92,388
(iii) Capital work in progress		8,30,13,306	-
(b) Non-current investments	10	1,69,86,81,862	73,04,11,205
(c) Deferred tax assets (net)	11	16,49,44,089	16,36,54,547
(d) Long-term loans and advances	12	48,57,35,21,524	39,31,78,62,734
		51,05,27,35,958	40,29,98,88,443
(2) Current assets			
(a) Cash and bank balances	14	1,22,45,19,796	54,42,34,974
(b) Current investments	15	8,79,23,51,218	1,23,93,71,782
(c) Short-term loans and advances	12	11,30,87,37,144	12,26,23,54,541
(d) Other current assets	13	58,11,00,588	50,77,95,679
		21,90,67,08,746	14,55,37,56,976
Total		72,95,94,44,704	54,85,36,45,419

Significant Accounting Policies

The notes referred to above form an integral part of the financial statements.

As per our report of even date

For S R Batliboi & Co LLP
ICAI Firm Registration No. 301003E/E300005
Chartered Accountants

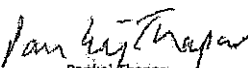

per Jayesh Gandhi
Partner
Membership No. 037924

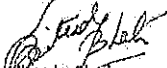


For and on behalf of the Board of Directors of
IndoStar Capital Finance Limited


R. Sridhar
Executive Vice-Chairman & CEO
DIN: 00136697

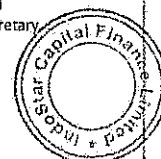

Dhanpal Jhaveri
Chairman
DIN: 0018124


Pankaj Thapar
Chief Financial Officer


Shendra Prati
Company Secretary

Place: Mumbai
Date: May 30, 2018

Place: Mumbai
Date: May 30, 2018



INDOSTAR CAPITAL FINANCE LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

(Amount in Rupees)

Particulars	Note No.	For the year ended March 31, 2018	For the year ended March 31, 2017
		Audited	Audited
Income			
Revenue from operations	16	8,18,54,11,628	7,14,92,76,322
Other income	17	11,92,85,850	61,43,486
Total		8,30,46,97,478	7,15,54,19,808
Expenditure			
Employee benefit expenses	18	72,30,57,491	47,78,86,682
Finance cost	19	3,24,42,86,270	3,11,84,94,881
Depreciation and amortisation	9	4,47,71,565	1,87,43,305
Other expenses	20	59,57,04,284	21,27,64,090
Provisions and write off	21	8,78,88,853	12,32,80,817
Total		4,69,57,08,463	3,95,11,69,775
Profit before taxation		3,60,89,89,015	3,20,42,50,033
Provision for taxation			
Current tax		1,25,45,02,245	1,17,45,02,169
Deferred tax		(12,89,542)	(6,06,30,277)
Total tax expense		1,25,32,12,703	1,11,38,71,892
Net profit after taxes		2,35,57,76,312	2,09,03,78,141
Earnings per share	22		
Basic (Rs.)		29.95	28.45
Diluted (Rs.)		27.03	26.09
Nominal value of equity share (Rs.)		10	10

Significant Accounting Policies

The notes referred to above form an integral part of the financial statements.

2.1

As per our report of even date

For S R Batliboi & Co. LLP
ICAI Firm Registration No: 301003E/E300005
Chartered Accountants

per Jayesh Gandhi
Partner
Membership No. 037924

For and on behalf of the Board of Directors of
IndoStar Capital Finance Limited

R. Sridhar
Executive Vice-Chairman & CEO
DIN: 00136697

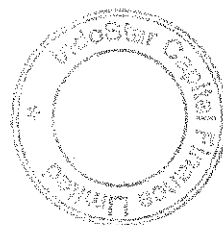
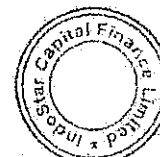
Dhanpal Jhaveri
Chairman
DIN: 02018124

Pankaj Thapar
Chief Financial Officer

Itendra Bhatti
Company Secretary

Place: Mumbai
Date: May 30, 2018

Place: Mumbai
Date: May 30, 2018



**INDOSTAR CAPITAL FINANCE LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018**

Particulars	For the year ended March 31, 2018	(Amount in Rupees) For the year ended March 31, 2017
	Audited	Audited
A. Cash flow from operating activities		
Profit before taxes	3,60,89,89,015	3,20,42,50,033
Depreciation and amortisation	4,47,71,565	1,87,43,305
Loss on sale of fixed assets	93,97,182	85,501
Profit on sale of current investments	(9,87,13,445)	(36,96,979)
Profit on sale of non-current investments	(1,99,87,625)	
Provisions for non performing assets	2,04,25,869	8,78,24,670
Provisions for standard assets	2,98,23,357	3,54,56,147
Provision for gratuity	47,88,786	21,29,200
Provision for leave encashment	32,48,290	11,25,008
Operating profit before working capital changes	3,60,27,42,994	3,34,59,16,885
Movements in working capital:		
Increase in trade payables	4,74,37,461	39,84,521
Increase / (Decrease) in other liabilities	3,93,96,67,233	(27,74,03,078)
(Increase) in loans and advances	(8,30,20,41,393)	(8,74,99,39,017)
(Increase) in other assets	(7,33,04,909)	(15,18,17,362)
Cash used in operating activities	(78,54,98,614)	(5,82,92,58,051)
Direct taxes paid (net of refunds)	(1,26,62,62,218)	(1,07,74,56,444)
Net cash used in operating activities (A)	(2,05,17,60,832)	(6,90,67,14,495)
B. Cash flows from investing activities		
Purchase of fixed assets	(46,12,64,811)	(6,94,24,823)
Payments for capital work in progress	(8,30,13,306)	
Proceeds from sale of fixed assets	2,02,195	70,529
Investment in subsidiary	(50,00,00,000)	
Proceeds from sale / (Investment) in Preference Shares	5,99,62,875	(3,99,75,250)
Investment in Pass through certificates (net)	(1,05,14,24,638)	(90,90,91,390)
Investment in Bonds (net)	(5,32,77,32,700)	
Investments in Mutual Fund units (net)	(1,58,33,54,560)	(91,69,19,368)
Proceeds from maturity of Bank deposits	8,00,00,000	
Net cash used in investing activities (B)	(8,86,66,24,944)	(1,93,53,40,302)
C. Cash Flows from financing activities		
Proceeds from issue of equity share capital	31,74,600	5,00,73,700
Proceeds from Securities Premium on Issue of equity share capital	9,68,25,300	1,45,14,91,503
Amount raised from short term borrowings (net)	10,76,50,72,307	2,87,13,43,937
Term loans from banks (net)	2,29,34,17,803	21,84,42,472
(Payments) / Proceeds from non convertible debentures (NCDs) (net)	(1,47,98,19,412)	1,29,90,19,681
Net cash generated from financing activities (C)	11,67,86,70,598	5,89,03,71,293
Net Increase / (decrease) in cash and cash equivalents (A + B + C)	76,02,84,822	(2,95,16,83,504)
Cash and Cash Equivalents at the beginning of the year	46,42,34,974	3,41,59,18,478
Cash and Cash Equivalents at the end of the year	1,22,45,19,796	46,42,34,974

Components of Cash and Cash Equivalents	For the year ended March 31, 2018	For the year ended March 31, 2017
	Audited	Audited
Cash and Cash Equivalents at the end of the year		
i) Cash on hand	340	24,586
ii) Balances with scheduled banks in:		
Current accounts	1,22,45,19,456	46,42,10,388
Total cash and cash equivalents	1,22,45,19,796	46,42,34,974

As per our report of even date

For S R Batliboi & Co LLP
ICA Firm Registration No. 301003E/E300005
Chartered Accountants

per Jayesh Gandhi
Partner
Membership No. 037924



For and on behalf of the Board of Directors of
IndoStar Capital Finance Limited

R. Sridhar
Executive Vice-Chairman & CEO
DIN: 00136697

Pankaj Thapar
Chief Financial Officer

Place: Mumbai
Date: May 30, 2018

Dhanraj Jhaveri
Chairman
DIN: 02018124

Atendra Ghosh
Company Secretary



Place: Mumbai
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PS

