

**22nd ANNUAL REPORT
2012-2013**



INDUS FINANCE CORPORATION LTD



INDUS FINANCE CORPORATION LTD

BOARD OF DIRECTORS

- | | | |
|--------------------------|---|----------------------|
| 1. Mr. BALA V. KUTTI | - | CHAIRMAN |
| 2. Mr. T.S. RAGHAVAN | - | INDEPENDENT DIRECTOR |
| 3. Dr. K.R. SHYAM SUNDAR | - | INDEPENDENT DIRECTOR |

COMPANY SECRETARY

K.K. DINAKAR

AUDITORS

M/s. V. RAMARATNAM & CO.
CHARTERED ACCOUNTANTS,
115/1, 4TH STREET,
ABHIRAMAPURAM,
CHENNAI - 600 018.

BANKERS

AXIS BANK LIMITED, CHENNAI - 600 004.
DCB BANK LIMITED, CHENNAI - 600 034.

REGISTERED OFFICE

"KOTHARI BUILDINGS", 4th FLOOR,
114, MAHATMA GANDHI SALAI,
NUNGAMBAKKAM,
CHENNAI - 600 034.
TEL : 044-28330867 / 23881310
FAX : 044-28330208
E-MAIL - contact@indusfinance.in
Website - www.indusfinance.in

REGISTRAR AND SHARE TRANSFER AGENT

CAMEO CORPORATE SERVICES LIMITED,
"SUBRAMANIAN BUILDINGS",
No.1, CLUB HOUSE ROAD,
CHENNAI - 600 002.
TEL : 044-28460390
FAX : 044-28460129
E-MAIL - murali@cameoindia.co.in



NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 22nd Annual General Meeting of Company will be held at the registered office of the company at "114, Kothari Buildings, 4th Floor, M.G. Road, Nungambakkam, Chennai 600 034 on Thursday the 26 September 2013, at 4.00 pm to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the audited Profit and Loss Account for the year ended 31st March 2013 and the Balance Sheet as on that date along with the Auditor's and Directors' Report thereon.
2. To appoint **Mr. T.S. Raghavan** who retires at the end of this meeting and being eligible offers himself for re-appointment.
3. To declare a dividend.
4. To appoint M/s. V. Ramaratnam & Co., Chartered Accountants who retire at the end of this Annual General Meeting and are being eligible for re-appointment as Auditors till the conclusion of the next Annual General Meeting.

SPECIAL BUSINESS

5. To consider & if thought fit, to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION**.

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 and 311, Schedule XIII and other applicable provisions of the Companies Act, 1956, and the Articles of Association and subject to such approvals as may be required, consent of the Company be and is hereby accorded for the appointment of Mr. Bala V. Kutti, as the Executive Chairman of the Company on the terms and conditions as detailed below:

- a. Period of Appointment 3 Years (28.9.2012 to 27.9.2015)
- b. Nature of Appointment Contractual
- c. Remuneration (Per Annum)

1. Salary (Basic + DA) Rs. 12,00,000/-
2. Special Allowance Rs. 5,97,000/-
3. Housing / House Rent Allowance Rs. 4,80,000/-
4. Transport Allowance Rs. 9,600/-

- d. Perquisites (Per Annum)

Perquisites shall be allowed in addition to both salary and special allowance mentioned above. However, it shall be restricted to an amount equal to the annual salary.

Perquisites are presently classified as follows:

1. Medical Reimbursement
Expenses incurred for the appointee and his family Rs. 15,000/-
2. Leave and Leave Travel concession Rs. 96,000/-
3. Educational allowance Rs. 2,400/-

Minimum Remuneration

In the event of loss, absence or inadequacy of profits, in any financial year during the currency of tenure of Mr. Bala V. Kutti the remuneration aforesaid shall be the minimum remuneration payable to him. However any excess over the limits on minimum remuneration prescribed under the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956 shall be payable to Mr. Bala V. Kutti with the approval of the Central Government, if required.



NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. The Proxy form duly completed stamped and signed should reach the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. Members seeking any information are requested to write to the company at least 10 days in advance so as to enable the company to keep the information ready.
4. Members are requested to bring their copy of the Annual Report to the Meeting.
5. Members are requested to bring with them the Attendance slip and hand it over at the entrance duly filled in and signed by them
6. The Register of Members and Share Transfer Book will remain closed from 17th September 2013 to 26th September 2013 (both days inclusive)
7. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
8. Member are requested to inform their change of address (with PIN code) e-mail id, nominations, etc., to the Registrars and share Transfer Agents (RTA) of the Company in respect of shares held in physical form and their Depository participants in respect of shares held in electronic form.
9. Information regarding the Directors proposed to be reappointed pursuant to clause 49 (IV) (G) of the Listing Agreement with Stock Exchanges is annexed.

BY ORDER OF THE BOARD
For **INDUS FINANCE CORPORATION LTD**

Sd/

K.K. Dinakar

Company Secretary

Place: Chennai

Date: 10th August 2013.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF COMPANIES ACT, 1956

Item No. 5

Approval for appointment with the afore said remuneration of Mr. Bala V. Kutti as the Executive Chairman of the Company:

The Board of Directors of the Company at their meeting held on 25th October 2012 passed a resolution appointing Mr. Bala V. Kutti, as Executive Chairman of the Company with the above said remuneration, effective 29th September 2012, subject to the approval of the shareholders.

The Board recommends the resolution for the consideration of the Members except Mr. Bala V. Kutti, none of the other Directors is concerned in the resolution.

BY ORDER OF THE BOARD
For **INDUS FINANCE CORPORATION LTD**

Sd/

K.K. Dinakar

Company Secretary

Place: Chennai

Date: 10th August 2013.

Brief Profile of Mr. T.S. Raghavan

He joined Indian Overseas Bank, Madras in 1965 as Probationary officer and became the General Manager of the Bank in 1992. He worked as Executive Director Vijaya Bank, Bangalore from January 1996 to May 1997 and became the Chairman & Managing Director of Bank of Maharashtra from May 1997 to October 1998. He became the Chairman & Managing Director of Indian Bank from October 1998 to April 2000. He joined the Board of Directors of the Company on March 18, 2010. The information pertaining to him to be provided as required under Clause 49 of the Listing Agreement is furnished in the Report on Corporate Governance forming part of the Annual Report.

Brief Profile of Mr. Bala V. Kutti

He has over 22 year of business experience in the areas of project management, investment banking, corporate lending and merchant banking. Further, he has promoted a number of companies and ventures apart from IFCL. The information pertaining to him to be provided as required under Clause 49 of the Listing Agreement is furnished in the Report on Corporate Governance forming part of the Annual Report.



REPORT OF THE DIRECTORS AND MANAGEMENT DISCUSSION & ANALYSIS

To
The Shareholders

Your Directors are pleased to present this, 22nd Annual Report of the Company along with the Audited Accounts of the Company for the year ended 31st March 2013.

FINANCIAL RESULTS

(Rs. in Lacs)

| PARTICULARS | 2012-13 | 2011-12 |
|-------------------------------------|----------------|----------------|
| Total Income | 732.74 | 1074.97 |
| Profit before Depreciation and Tax | 436.54 | 866.86 |
| Depreciation | 247.58 | 811.19 |
| Tax expense | 16.41 | 26.10 |
| Deferred Tax Asset | (3.08) | (9.22) |
| Profit after Tax | 45.63 | 38.79 |
| Amount available for appropriation | 45.63 | 38.79 |
| Transfer to Statutory Reserve | 9.13 | 7.76 |
| Transfer to Profit and Loss Account | 36.50 | 31.03 |

FINANCIAL PERFORMANCE

The total income achieved by your company for the period under review is Rs.732.74 lacs as against the total income of Rs.1074.97 lacs in the previous year. The income was higher during the previous year due to the settlement proceeds received in respect of the dispute with ICICI Bank Ltd which was Rs.594 lacs. Excluding this income, the total income achieved by your company during the year under review shows 52% rise as compared to the previous year. The depreciation for the period under review is Rs.247.58 against Rs.811.19 lacs for the previous year. Your company has registered a net profit of Rs.45.63 lac for the period under review as against Rs.38.79 lacs of previous year.

DIVIDEND

For the third year in succession, your Directors are pleased to recommend 3.5% dividend i.e. Rs. 0.35 for every equity share of Rs.10/- each fully paid up for the year 2012-13. The Dividend, if approved by the Shareholders at the ensuing Annual General Meeting, will be paid to the equity share holders, whose names appear in the Register of Members, as per the provisions of the Companies Act 1956. In which case, the dividend out go would be Rs.32.40 lacs and the dividend tax to be paid by the company would be Rs.5.25 lacs.

FUTURE OUTLOOK

While NBFCs have witnessed substantial growth over the years, they have played an important role by providing finance to activities which are not served by the organized banking sector. NBFCs supplement the role of the banking sector in meeting the increasing financial need of the corporate sector, delivering credit to the unorganized sector and to small local borrowers. With NBFC regulations having undergone tremendous refinement over the past decade, there emerged a large number of non-deposit taking companies having inter-linkage with the broader financial system. The regulator termed this NBFCs Systemically important and brought in sharper supervision with introduction of capital adequacy and exposure norms. This significant change in the Regulatory frame work in the last few years has helped us to be very prudent resulting in achieving the desired goal. While your company has maintained a perfect record of compliance of regulatory norms, as assured in the earlier years maintained a healthy credit portfolio consisting of a select number of clients. IFCL has achieved modest gains in terms of Gross Income. Your company is in the process of obtaining credit rating from a leading, recognized rating agency.



IFCL being a non deposit accepting, loan company having decided to continue the status further, will be looking for alternate resources available within the regulatory framework to meet the growing demand of the credit portfolio.

Although considerable improvement has been witnessed during the last decade in the functioning and survival of the NBFC sector, particularly after global financial crisis and stringent regulatory norms, the overall growth of this sector may remain subdued, considering the significant slowdown in the economy, structural challenges such as increased refinancing risk, declining margins. The Company is planning to counter its challenges through quality advance portfolio and committed workforce, tight control on liquidity and margins, cost effective resources and working towards creating better value for all the stakeholders in the most competitive manner.

OPPORTUNITIES & THREATS

Non-banking financial companies constitute an important segment of the financial system. They play very crucial role in channelizing the scarce financial resources to capital formation. NBFCs have more flexible structure than banks, can take quick decisions and take greater risks.

NBFC undertake a wide range of activities like hire-purchase finance, vehicle financing, equipment lease finance, personal loans, working capital loans, consumer loans, housing loans, loans against shares and investment, etc. While NBFCs have immense business potential from the segment untapped by the commercial banks, the organised sector particularly the infrastructure development companies seem to be very comfortable with NBFC sector for their project funding. With the successive Governments aiming better infrastructure in the country, there is tremendous scope and opportunity for the NBFCs for their activities in the form of both lending and equipment financing.

Though the functions of NBFCs are almost similar to that of banks, there are few differences between both the institutions.

1. NBFCs do not have access to public demand deposit.
2. NBFCs are not part of payment & settlement system
3. There is no insurance cover like DICGC cover available to banks.

The increasing number of existing bank branches and the new banking license being issued by the RBI will further increase the competition in the financial market. Banks are bound to expand their horizon particularly the rural area which is now subjected to expansion. While these banks are expected to grab a major share of NBFC business in the so far unbanked area, the latest advice of the RBI to NBFCs to reduce dependence on the public deposit will have adverse impact on their capacity to mobilize resources and cater the demand, thus having severe impact on the profitability.

Non availability of a level playing field on account of absence of a strong & effective recovery tool like the **SARFAESI act (available to the banks)** made the NBFCs less effective compared to commercial banks though both are engaged in similar activities.

Your Company has not ventured into riskier segments such as unsecured loans, purchase finance for used commercial vehicles, capital market lending, etc. which could have adverse impact on the financial health.

RISKS AND CONCERNS

An RBI working group has recommended higher capital norms for non-banking financial companies (NBFCs), increased risk weights for NBFC lending to commercial real estate and capital markets sectors. The group has also recommended that accounting norms and provisions that are currently applicable to banks be applied to NBFCs also in a phased manner. The working group has also recommended that the NBFCs may be given the benefit under SARFAESI Act, 2002.

IFCL being a NBFC is subjected to both Business and Financial risk. While the business risk is associated with operating environment, ownership structure, Management, System & Policy and Corporate Governance, the financial risk lies in Asset Quality, Liquidity, Profitability and Capital Adequacy. IFCL recognizes these risks and makes best effort to mitigate them in time.

THE RBI NORMS AND ACCOUNTING STANDARDS

To comply with RBI directions, your company closed its accounts for the full year ending March 2013, and your Company continues to comply with the directives issued as well as the norms prescribed by Reserve Bank of India for NBFCs.



INFORMATION AS PER SECTION 217 (1) (e) OF THE COMPANIES ACT, 1956

Your Company is a Non-Banking Finance Company and is not engaged in manufacturing activity of any kind. The disclosure of information relating to conservation of energy and technology absorption are therefore not applicable to your company. There were no foreign exchange earnings or outgo for your Company during the year.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to section 217 (2AA) of the Companies (Amendment) Act 2000, the Directors confirm that;

1. In the preparation of Annual Accounts for the year ended 31st March 2013, all the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March 2013 and of the Profit or Loss of the company for the year under review.
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. The Directors have prepared the Annual Accounts for the current financial year on a 'going concern' basis.

DIRECTOR

Mr. T.S. Raghavan , retires at the end of this meeting and being eligible , offers himself for reappointment.

DELISTING OF SHARES FROM MADRAS STOCK EXCHANGE LTD AND COIMBATORE STOCK EXCHANGE LTD.,

You are aware that pursuant to the approval of the shareholders for voluntary delisting of 2009 of SEBI in their Annual General Meeting held on 30-9-2011, the company has submitted the application for delisting of shares to the respective stock exchanges in February 2012, MSE has intimated their approvals for delisting of shares from MSE. However no reply has been received from CSE. As per the said regulation, it is deemed to have been approved, on the expiry of thirty working days from the date of submission of the such application.

CORPORATE GOVERNANCE

Your Company provides considerable importance to good Corporate Governance and complying with the Code of Corporate Governance introduced by SEBI. A detailed report on Corporate Governance together with a certificate from the Statutory Auditors in compliance of Clause 49 of the Listing Agreement has been annexed as part of the Annual Report. Management Discussion and Analysis Report highlighting the performance of the company is attached forming part of the Directors' Report.

PERSONNEL

Your company does not have any employee drawing salary in excess of the amount stipulated under Section 217 (2A) of the Companies Act, 1956.

AUDITORS

M/s.V.Ramaratnam & Co. retire at the conclusion of this Annual General Meeting and are eligible for reappointment. Necessary resolutions are placed before the Shareholders for their approval.

ACKNOWLEDGEMENT

Your Directors wish to place on record their sincere appreciation and gratitude to the bankers of the company and various Government agencies for their support, assistance and co-operation and look forward for their continued support.

For and on behalf of Board of
INDUS FINANCE CORPORATION LTD

Bala V. Kutti
Chairman

Place: Chennai

Date: 10th August 2013.



REPORT ON CORPORATE GOVERNANCE:

INTRODUCTION

The company is complying with the mandatory requirements of the Code of Corporate Governance (Code) introduced by the Securities and Exchange Board of India (SEBI) and incorporated in Clause 49 of the Listing Agreement in all material aspects.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The company is committed to the highest standards of corporate governance in all its activities and business practices. The Company looks at Corporate Governance as a measure to ensure sustained better financial performance and to serve the shareholders by providing better service. The company considers Corporate Governance in its widest sense. The Corporate Governance measures the delivery of Company's objects with a view to translate the ability, opportunity into reality and results. The Board ensures better implementation of the key elements in Corporate Governance like transparency, disclosure, internal controls etc. It takes feedback into account in its reviews of the principles of commitment and growth to ensure better improvement and growth.

The following is the report on the practices of the company on major aspects of corporate governance:

A) COMPOSITION OF THE BOARD

The company has complied with the corporate governance norms in terms of constitution of the board. The Board comprises of 3 Directors and their details are given in Table 1.

B) NUMBER OF BOARD MEETINGS

Indus Finance Corporation Ltd, held 4 Board Meetings during the year ended 31st March 2013. These were on 15th May 2012, 10th August 2012, 25th October 2012 and 4th February 2013

C) DIRECTORS' ATTENDANCE RECORD AND DIRECTORSHIP HELD

Table I: Details about Indus Finance Corporation Ltd Board of Directors

| Name | Designation | Board Meetings held during the year | Board Meetings attended during the year | Whether attended last AGM | Other Directorship (in Public Limited Companies) |
|------------------------|----------------------|--|--|----------------------------------|--|
| Mr. Bala V. Kutti | Director | 4 | 3 | Yes | ➤ M/s.IndEco Ventures Ltd ➤ M/s.Indowind Energy Ltd ➤ M/s.Indonet Global Ltd. ➤ M/s.Loyal Credit & Investments Ltd |
| # Mr.T.S.Raghavan | Independent Director | 4 | 4 | Yes | ➤ M/s.Tanfac Industries Ltd ➤ Empee Sugars & Chemicals Ltd ➤ Empee Distilleries Ltd ➤ Onelife Capital Advisors Ltd ➤ Hindustan Safe Deposit Lockers Ltd. ➤ Viswapriya (India) Ltd ➤ Goodyield Forming Ltd ➤ Indowind Energy Ltd |
| #Dr. K. R. Shyamsundar | Independent Director | 4 | 3 | Yes | - |

Independent Director means a Director who, apart from receiving a Director's remuneration does not have any other material pecuniary relationship or transactions with the company, its promoters, its management, or its subsidiaries, which in the judgment of the Board may affect the independence of judgment of the Director.

None of the Directors is a member of more than 10 Board-level committees, or a Chairman of more than five such committees, as restricted under Clause 49 of the listing agreement.



D) INFORMATION SUPPLIED TO THE BOARD:

Among others, this includes:

- a) Annual operating plans and budgets and any updates.
- b) Quarterly financial results of the company
- c) Minutes of meeting of Audit Committee and other committees of the Board
- d) Materially important show cause, demand, prosecution and penalty notices
- e) Fatal or serious accidents of dangerous occurrences
- f) Any materially relevant default in financial obligations to and by the company.
- g) Any issue which involves possible public claims of substantial nature
- h) Transactions that involve substantial payment towards goodwill, brand equity or intellectual property
- i) Sale of material nature, of investments, assets, which is not in the normal course of business
- j) Any issue which involves possible public claims of substantial nature
- k) Non-compliance of any regulatory or statutory provision or listing requirements as well as shareholder services such as non-payment of dividend and delays in share transfer.

The Board of M/s. Indus Finance Corporation Ltd is routinely presented with information under the above heads whenever applicable and materially significant. These are submitted either as part of the agenda papers well in advance of the Board meetings or are tabled in the course of the Board meetings.

E) COMMITTEES OF THE BOARD

i) Audit Committee

A qualified and independent Audit Committee of the Board of the company is functioning. It monitors and supervises the Management's financial reporting process with a view to ensure accurate and proper disclosure, transparency and quality of financial reporting. The committee reviews the financial and risk management policies and also the adequacy of internal control systems and holds discussions with Statutory Auditors and Internal Auditors. This is enhancing the credibility of the financial disclosures of the company and also provides transparency.

The company continued to derive immense benefit from the deliberation of the Audit Committee comprising of three Directors, Mr.T.S. Raghavan & Dr. K.R. Shyamsundar who are highly experienced and having knowledge in project finance, accounts and company law. The minutes of each Audit Committee meeting are placed before, and discussed in the full by the Board.

The Audit Committee met 5 times during the year ended 31st March 2013.

Table 2: Attendance record of Audit Committee Members

| Name of Director | No. of Meetings | Meetings attended |
|-------------------|-----------------|-------------------|
| Mr. T. S.Raghavan | 4 | 4 |
| Mr.K.R.Shyasundar | 4 | 3 |

In addition to the areas, Indus's Audit Committee looks into controls and security of the company's critical internal control and assurance audit reports of all major divisions and profit centers and deviations from the code of business principles, if any.

ii) Shareholders / Investors' Grievances Committee

The Shareholders / Investors Grievances Committee specifically look into redressing of shareholders' and investors' complaints such as transfer of shares, non-receipt of shares, non-receipt of declared dividends and to ensure expeditious share transfer process. This Committee comprises of Mr.T.S. Raghavan and Dr. K.R. Shyamsundar since there was no shareholder or investor grievance, there was no meeting held during the year.

F) MANAGEMENT

Disclosures by management to the Board

All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board, and interested Directors neither participate in the discussion, nor do they vote on such matters.



G) SHAREHOLDERS

a) Disclosure regarding appointment or re-appointment of Directors

According to the Articles of Association of Indus, not less than 1/3rd of the Directors who are liable to retire by rotation, shall retire from office. All the Directors are eligible and are offering themselves for re-appointment as and when required.

Mr. T.S. Raghavan, is retiring at the conclusion of the forthcoming AGM and being eligible offers himself for reappointment.

b) Communication to shareholders

Indus Finance Corporation Ltd has its own web-site and all vital information relating to the company and its performance including quarterly results, official releases and presentation to analysts are posted on the web-site.

c) Remuneration Committee

The Remuneration Committee consists of Mr. K.V. Bala and Mr. T.S. Raghavan, Indus's remuneration policy is based on three principles: Pay for responsibility, pay for performance and potential, and pay for growth. The company's Remuneration Committee is vested with all the necessary powers and authority to deal with all elements of remuneration package of all directors. This includes details of fixed components and performance-linked incentives.

As for the Non-Managing Directors, their appointment is for the benefit of their professional expertise in their individual capacity as independent business executives. Accordingly, the service contract, notice period and severance fees, if any of the company are not applicable to such Non-Managing Directors.

The Board felt that increase in remuneration to Managerial personnel could be considered after substantial improvement in the performance of the Company. Therefore no Remuneration Committee was held during the Financial Year 2012-13

d) Investor Grievances

As mentioned earlier, the company has constituted Shareholder / Investors' Grievances Committee for redressing shareholders' and investors' complaints. The status on complaints is reported to the Board of Directors as an agenda item.

e) Share transfer

The Company's shares are traded in the Stock Exchanges compulsorily in demat mode. Shares in physical mode which are lodged for transfer at either with the company or with the Share Transfer Agent are processed and share certificates are returned within the time prescribed by the authorities. A summary of transfer / transmission etc. of the company so approved by the Chairman is placed at every board meeting.

The company obtains from a Company Secretary in practice on half-yearly basis, a certificate of compliance with the share transfer formalities as required under clause 47(c) of the Listing Agreement with Stock Exchanges and files a copy of the certificate with the Stock exchanges.

H) REGISTRAR AND TRANSFER AGENT

M/s.Cameo Corporate Services Limited Registrar, who is registered with SEBI as a category II Registrar, have been appointed as the registrar and share transfer agent of the company for both physical and electronic segment and have attended to share transfer formalities regularly.



I) GENERAL BODY MEETINGS

Details of last three annual general meetings are given in Table 3

| Year | Location | Date | Time |
|---------|--|-----------|-----------|
| 2011-12 | 114, "Kothari Buildings" IV Floor, M.G.Road, Nungambakkam, Chennai - 600 034 | 28.9.2012 | 10.00 A.M |
| 2010-11 | 114, "Kothari Buildings" IV Floor, M.G.Road, Nungambakkam, Chennai - 600 034 | 30.9.2011 | 11.00 A.M |
| 2009-10 | The Accord Metropolitan, 35, G.N.Chetty Road, T. Nagar, Chennai - 600 017 | 24.9.2010 | 4.00 P.M |

Disclosures:

- a) Disclosure on materially significant related party transactions i.e., transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large.
There are no materially significant related party transactions made by the company with its Promoters, Directors or Management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.
- b) Details of non-compliance by the company, penalties, and strictures imposed on the company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years. The company has complied with all requirements of the Listing Agreements entered into with the Stock Exchanges as well as the regulations and guidelines of SEBI. Consequently there were no strictures or penalties imposed by either SEBI or the stock exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three years.
- c) Compliance by the Company. The company has complied with the requirements of the Stock Exchanges, SEBI and other Statutory Authorities on all matters related to capital markets as and when applicable. The Stock Exchanges or SEBI or any other Statutory Authority has not imposed any penalty or stricture on the Company.

J) GENERAL SHAREHOLDERS INFORMATION

- i) 22nd Annual General Meeting for the year 2013

| | |
|------------------------------------|---|
| Date | 26 th September 2013 |
| Time | 4.00 P.M. |
| Venue | Registered Office: No. 114, Kothari Buildings, 4 th Floor, M.G. Road, Nungambakkam, Chennai 600 034. |
| Date of Book Closure | 17 th September 2013 to 26 th September 2013 (both days inclusive) |
| Registrar and Share Transfer Agent | M/s.Cameo Corporate Services Limited Subramanian Building No.1 Club House Road Chennai 600 002 Ph: 044-28460390 Fax: 044-28460129 E-mail: murali@cameoindia.com |



i) Financial calendar:

Dates of Adoption of the Quarterly Results for the each quarter are mentioned below:

| | |
|---------------------------------|-------------------------------|
| 30 th June 2012 | 10 th August 2012 |
| 30 th September 2012 | 25 th October 2012 |
| 31 st December 2012 | 4 th February 2013 |
| 31 st March 2013 | 28 th May 2013 |

iii) Listing on Stock Exchanges at

Bombay Stock Exchange Limited,
Registered Office: Floor 25,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai 400 001

iv) Scrip Code

Bombay Stock Exchange Limited : 531841
Demat ISIN Number in NSDL and CDSL : INE935D01013

v) Market Price Data

| Month & Year | BSE | |
|--------------|-------------------|-------|
| | Share Price (Rs.) | |
| | High | Low |
| April 2012 | 76.40 | 49.90 |
| May | 71.75 | 57.50 |
| June | 65.00 | 51.00 |
| July | 76.00 | 54.10 |
| August | 74.40 | 57.90 |
| September | 82.00 | 53.15 |
| October | 77.00 | 43.40 |
| November | 94.40 | 55.15 |
| December | 118.50 | 85.00 |
| January 2013 | 119.50 | 95.50 |
| February | 110.40 | 85.80 |
| March | 97.35 | 68.00 |

K) MEANS OF COMMUNICATION:

As stipulated under Clause 41 of the Listing Agreement, the Quarterly Results are published in one English National Newspaper (News Today) and one Tamil Newspaper (Maalai Sudar) within 48 hours of the conclusion of the Board Meeting in which the results are approved. They are also displayed in the website of the Company www.indusfinance.com

The Company's website also displays official press/news releases and several other details/information of interest to various stakeholders, including the complete Annual Reports and shareholding pattern.



M) DISTRIBUTION OF SHARE HOLDING AS ON 31.3.2013

| Shareholding | Shares | | Shares Amount | |
|------------------|------------|-----------------|-----------------|-----------------|
| | Number | % of total | (in Rs.) | % of total |
| 10 - 5000 | 414 | 78.2608 | 320310 | 0.3459 |
| 5001 - 10000 | 24 | 4.5368 | 196180 | 0.2118 |
| 10001 - 20000 | 18 | 3.4026 | 275380 | 0.2974 |
| 20001 - 30000 | 8 | 1.5122 | 193680 | 0.2091 |
| 30001 - 40000 | 5 | 0.9451 | 184030 | 0.1987 |
| 40001 - 50000 | 2 | 0.3780 | 96400 | 0.1041 |
| 50001 - 100000 | 16 | 3.0245 | 1187720 | 1.2828 |
| 100001 and above | 42 | 7.9395 | 90129300 | 97.3491 |
| Total | 529 | 100.0000 | 92583000 | 100.0000 |

N) DISTRIBUTION OF SHAREHOLDING PATTERN

Shareholding Pattern

Name of the Company : INDUS FINANCE CORPORATION LTD.,

Quarter ending : 31.03.2013

| Statement Showing Shareholding Pattern | | | | | | | | |
|--|---|-------------------------|------------------------|--|--|----------------------------|--|--------------------------------------|
| Name of the Company : | | | | | INDUS FINANCE CORPORATION LTD | | | |
| Scrip Code : 531841 | | | | | Quarter Ended : 31 st March 2013 | | | |
| Category code | Category of Shareholder | Number of Share holders | Total number of shares | Number of shares held in dematerialized form | Total shareholding as a percentage of total number of shares | | Shares pledged or otherwise encumbered | |
| | | | | | As a percentage of (A+B) ¹ | As a percentage of (A+B+C) | Number of Shares | As a Percentage (IX)= (VII)/(IV)*100 |
| (I) | (II) | (III) | (IV) | (V) | (VI) | (VII) | (VIII) | (IX) |
| (A) | Shareholding of Promoter and Promoter Group² | | | | | | | |
| 1 | Indian | | | | | | | |
| (a) | Individuals / Hindu Undivided Family | 3 | 3275377 | 2495377 | 35.37 | 35.37 | 0 | 0.00 |
| (b) | Central Government / State Government(s) | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (c) | Bodies Corporate | 4 | 3463200 | 3463200 | 37.41 | 37.41 | 0 | 0.00 |
| (d) | Financial Institutions/ Banks | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| (e) | Any Others(Specify) | | | | | | | |
| | Sub Total (A)(1) | 7 | 6738577 | 5958577 | 72.78 | 72.78 | 0 | 0.00 |
| 2 | Foreign | | | | | | | |
| a | Individuals (Non - Residents Individuals/ Foreign Individuals) | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| b | Bodies Corporate | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| c | Institutions | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| d | Any Others(Specify) | | | | | | | |
| | Sub Total(A)(2) | 0 | 0 | 0 | 0.00 | 0.00 | 0 | 0.00 |
| | Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2) | 7 | 6738577 | 5958577 | 72.78 | 72.78 | 0 | 0.00 |



| | | | | | | | | |
|------------|--|------------|----------------|----------------|---------------|---------------|-----------|-------------|
| (B) | Public shareholding | | | | | | | |
| 1 | Institutions | | | | | | | |
| (a) | Mutual Funds / UTI | 0 | 0 | 0 | 0.00 | 0.00 | NA | NA |
| (b) | Financial Institutions/ Banks | 1 | 2200 | 0 | 0.02 | 0.02 | NA | NA |
| (c) | Central Government/ State Government(s) | 0 | 0 | 0 | 0.00 | 0.00 | NA | NA |
| (d) | Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0.00 | NA | NA |
| (e) | Insurance Companies | 0 | 0 | 0 | 0.00 | 0.00 | NA | NA |
| (f) | Foreign Institutional Investors | 0 | 0 | 0 | 0.00 | 0.00 | NA | NA |
| (g) | Foreign Venture Capital Investors | 0 | 0 | 0 | 0.00 | 0.00 | NA | NA |
| (h) | Any Other (specify) | | | | | | | |
| | Sub-Total (B)(1) | 1 | 2200 | 0 | 0.02 | 0.02 | NA | NA |
| 2 | Non-institutions | | | | | | | |
| (a) | Bodies Corporate | 45 | 1441106 | 1441106 | 15.57 | 15.57 | NA | NA |
| (b) | Individuals | | | | | | | |
| I | Individuals -i, Individual shareholders holding nominal share capital up to Rs 1 lakh | 428 | 166492 | 144092 | 1.80 | 1.80 | NA | NA |
| II | ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh. | 16 | 814082 | 814082 | 8.79 | 8.79 | NA | NA |
| (c) | Any Other (specify) | | | | | | NA | NA |
| (c-i) | Clearing Members | 6 | 12330 | 12330 | 0.13 | 0,13 | NA | NA |
| (c-ii) | Directors and Their relatives | - | - | - | - | - | NA | NA |
| (c-iii) | Hindu Undivided Families | 21 | 83263 | 83263 | 0.90 | 0.90 | NA | NA |
| (c-iv) | Non Resident Indians | 2 | 250 | 250 | 0.0027 | 0.0027 | NA | NA |
| | Sub-Total (B)(2) | 518 | 2517523 | 2495123 | 27.19 | 27.19 | NA | NA |
| (B) | Total Public Shareholding (B)= (B)(1)+(B)(2) | 519 | 2519723 | 2495123 | 27.23 | 27.23 | NA | NA |
| | TOTAL (A)+(B) | 526 | 9258300 | 8453700 | 100.00 | 100.00 | 0 | 0.00 |
| (C) | Shares held by Custodians and against which Depository Receipts have been issued | 0 | 0 | 0 | 0.00 | 0.00 | NA | NA |
| | GRAND TOTAL (A)+(B)+(C) | 526 | 9258300 | 8453700 | 100.00 | 100.00 | 0 | 0.00 |



O) NON-MANDATORY REQUIREMENTS

- a. Chairperson of the Board: Whether the Chairperson of the Board is entitled to maintain a Chairperson's Office at the Company's expense and also allowed reimbursement of expenses incurred in the performance of his duties: No
- b. The Company's audited and un-audited results are widely published in English and Tamil Newspapers.
- c. Postal Ballot: There were no resolutions passed through Postal Ballot.

P) ADDRESS FOR CORRESPONDENCE:

- | | |
|---|---|
| 1) Indus Finance Corporation Ltd "Kothari Building", 4 th Floor, 114, Mahatma Gandhi Road, Nungambakkam, Chennai - 600 034. Tel: 044-28330867 / 28331310 Fax: 044-28330208 E-mail : dinakar@indowind.com | 2) Cameo Corporate Services Ltd Subramanian Building, V Floor, No.1, Club House Road, Chennai - 600 002. Phone : 044-28460390 394 & 28460718 Fax : 044 28460129 E-mail: murali@cameoindia.com |
|---|---|

DECLARATION

To
The Members of Indus Finance Corporation Ltd.,

This is to declare that the respective Code of Conduct envisaged by the Company for Members of the Board and Senior Management Personnel have been complied with by all the members of the Board and senior management Personnel of the Company.

ON BEHALF OF THE BOARD
For INDUS FINANCE CORPORATION LTD.,

Bala V. Kutti
Chairman

Place: Chennai
Date: 10th August 2013.

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

We have examined the compliance of conditions of Corporate Governance by M/s. Indus Finance Corporation Ltd, for the year ended 31st March 2013, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company. In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement. As required by the Guidance Note issued by the Institute of Chartered Accountants of India we have to state that no investor grievances were pending for a period exceeding one month against the Company as per the records maintained by the Shareholders/Investor's Grievance committee. We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For V. RAMARATNAM & CO
Chartered Accountants

Place: Chennai
Date: 10th August 2013.

R. SUNDAR
Partner
Membership No. 12339



AUDITOR'S REPORT

To the Members of
INDUS FINANCE CORPORATION LIMITED.

Report on the Financial Statements

We have audited the accompanying financial statements of **Indus Finance Corporation Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and 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

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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 financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 control relevant to the Company's preparation and fair presentation of the financial statements 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 management, 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.

Basis for Qualified Opinion:

- 1. Deviation from Accounting Policy: (Refer Note 2.1) In case of Sale of Fixed Asset, the company has disclosed the Sale Consideration as Income and the Written Down Value is adjusted against the Reserves in the Balance Sheet. Consequent of which profit of the year is overstated by Rs.43,36,665/-; and**
- 2. Non - Provisioning for NPA as per prudential norms stipulated by RBI: (Refer Note 2.18) The Company has not provided for Sub - Standard and Doubtful Asset as stipulated by Reserve Bank of India. Consequent of which Profit and Assets for the year are overstated by Rs.500,000/- (Sub Standard Asset Rs.5,000,000/-)**

Opinion

In our opinion and to the best of our information and according to the explanations given to us, **except for the effects of the matter described in the paragraph "Basis for Qualified Opinion"**, the 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:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of Matter

We draw your attention to Note No.21.1 which describes the demand raised by Income Tax Department. The Department has attached some of the investments of the company which is not yet lifted.

Our opinion has not been qualified in respect of above stated matters as it does not affect the financial statements materially.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) we have 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 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 Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956
 - e) on the basis of written representations received from the Directors as on March 31, 2013, and taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2013, from being appointed as a Director in terms of clause (g) of sub-section 1 of section 274 of the Companies Act, 1956;
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For V. Ramaratnam & Co
Chartered Accountants
FRN: 002956S

R. Sundar
Partner
Membership No. : 012339

Place: Chennai
Date: 28-May-2013



The Annexure referred to in paragraph 1 of the Our Report of even date to the members of Indus Finance Corporation Limited on the accounts of the company for the year ended 31st March, 2013.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
(c) In our opinion and according to the information and explanations given to us, no substantial fixed asset has been disposed during the year and therefore does not affect the going concern assumption.
2. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
(c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has granted to/ taken loans from companies, listed in the register maintained under Section 301 of the Companies Act, 1956.
(b) The Company has granted loan and advances to 2 parties that are covered in the register maintained under Section 301 of the Act. The amount involved during the year and the year-end balance of such loans aggregates to Rs.3,00,00,000/- & Rs.3,20,00,000/- respectively. The Company has taken loan from 2 parties that are covered in the register maintained under Section 301 of the Act. The amount involved during the year and the year-end balance of such loans aggregates to Rs.3,25,51,652/- & Rs.32,95,19,114 /- respectively.
(c) In our opinion the rate of interest and other terms and conditions on which loans have been granted / taken to / from companies, firms or other parties listed in the registers maintained under Section 301 are not, prima facie, prejudicial to the interest of the company.
(d) The parties have repaid the principal amounts as stipulated and have been regular in the payment of interest.
(e) There is no overdue amount of loans granted to / taken from companies listed in the registers maintained under section 301 of the Companies Act, 1956.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.



5.
 - a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.
 - b) As per information & explanations given to us and in our opinion, the transaction entered into by the company with parties covered u/s 301 of the Act exceeds five lacs rupees in a financial year are made under any contracts or arrangements at the price at which it is made are reasonable to prevailing market price.
6. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.
7. As per information & explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.
8. As per information & explanation given by the management and in our opinion, the company is predominantly a "Non- Banking Finance Company" and hence not required to maintain cost records as prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act.
9.
 - (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Sales-tax, Income Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2013 for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
10. The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a *nidhi* /mutual benefit fund/society. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.
14. According to information and explanations given to us, the Company is trading in Shares, Mutual funds & other Investments. Proper records & timely entries have been maintained in this regard & further investments specified are held in their own name.
15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
16. Based on our audit procedures and on the information given by the management, we report that the company has not raised any term loans during the year.



-
17. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31st March, 2013, we report that no funds raised on short-term basis have been used for long-term investment by the Company.
 18. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment of shares during the year.
 19. The Company has no outstanding debentures during the period under audit.
 20. The Company has not raised any money by public issue during the year.
 21. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

For V. Ramaratnam & Co
Chartered Accountants
FRN: 002956S

R. Sundar
Partner
Membership No. : 012339

Place: Chennai
Date: 28-May-2013



INDUS FINANCE CORPORATION LIMITED

BALANCE SHEET AS AT 31st MARCH, 2013

| PARTICULARS | NOTE No. | As at 31.3.2013 Rs. | As at 31.3.2012 Rs. |
|-----------------------------------|--------------|------------------------|------------------------|
| A EQUITY AND LIABILITIES | | | |
| 1 Shareholders' funds | | | |
| (a) Share capital | 3 | 92,583,000 | 92,583,000 |
| (b) Reserves and surplus | 4 | 67,647,000 | 71,305,943 |
| | | 160,230,000 | 163,888,943 |
| 2 Non-current liabilities | | | |
| (a) Long-term borrowings | 5 | 356,212,922 | 342,262,333 |
| (b) Other long-term liabilities | | - | - |
| (c) Long-term provisions | | - | - |
| | | 356,212,922 | 342,262,333 |
| 3 Current liabilities | | | |
| (a) Short-term borrowings | 6 | 2,900,000 | - |
| (b) Trade payables | 7 | - | 27,575 |
| (c) Other current liabilities | 8 | 4,410,599 | 6,634,103 |
| (d) Short-term provisions | | - | - |
| | | 7,310,599 | 6,661,678 |
| | TOTAL | 523,753,521 | 512,812,954 |
| B ASSETS | | | |
| 1 Non-current assets | | | |
| (a) Fixed assets | | | |
| (i) Tangible assets | 9 | 6,306,119 | 35,501,119 |
| (ii) Intangible assets | | - | - |
| | | 6,306,119 | 35,501,119 |
| (b) Non-current investments | 10 | 121,101,290 | 121,101,290 |
| (c) Deferred tax assets (net) | 21.6 | 1,928,713 | 1,620,280 |
| (d) Long-term loans and advances | 11 | 384,437,946 | 347,987,048 |
| (e) Other non-current assets | | - | - |
| | | 513,774,069 | 506,209,737 |
| 2 Current assets | | | |
| (a) Current investments | | - | - |
| (b) Inventories | 12 | - | 563,710 |
| (c) Trade receivables | 13 | 7,839,130 | 5,359,669 |
| (d) Cash and cash equivalents | 14 | 2,140,322 | 679,838 |
| (e) Short-term loans and advances | | - | - |
| (f) Other current assets | | - | - |
| | | 9,979,452 | 6,603,217 |
| TOTAL | | 523,753,521 | 512,812,954 |

See accompanying notes forming part of the financial statements

In terms of our report attached.

For V. Ramaratnam & Co.

Chartered Accountants

For and on behalf of the Board of Directors

Bala V. Kutti

Chairman

T.S.Raghavan

Director

R. Sundar

Partner

Place : Chennai

Date : 28th May 20 13

K.K. Dinakar

Company Secretary



INDUS FINANCE CORPORATION LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2013

| PARTICULARS | NOTE No. | for the year ended 31.3.2013 Rs. | for the year ended 31.3.2012 Rs. |
|---|-------------|-------------------------------------|-------------------------------------|
| A CONTINUING OPERATIONS | | | |
| 1 Revenue from operations | 15 | 52,453,862 | 103,848,090 |
| 2 Other income | 16 | 20,820,437 | 3,649,534 |
| 3 Total revenue (1+2) | | 73,274,299 | 107,497,624 |
| 4 Expenses | | | |
| (a) Employee benefits expenses | 17 | 4,114,921 | 2,260,673 |
| (b) Finance costs | 18 | 16,499,130 | 16,228,034 |
| (c) Depreciation and amortisation expense | 9.B | 24,758,335 | 81,119,485 |
| (d) Other expenses | 19 | 9,006,357 | 2,322,575 |
| Total expenses | | 54,378,743 | 101,930,767 |
| 5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4) | | 18,895,556 | 5,566,857 |
| 6 Exceptional items | | - | - |
| 7 Profit / (Loss) before extraordinary items and tax (5 + 6) | | 18,895,556 | 5,566,857 |
| 8 Extraordinary items | 20 | 13,000,000 | - |
| 9 Profit / (Loss) before tax (7 + 8) | | 5,895,556 | 5,566,857 |
| 10 Tax expense: | | | |
| (a) Tax expenses for current year | | 1,640,863 | 2,610,586 |
| (e) Deferred tax | | -308,433 | -922,960 |
| | | 1,332,430 | 1,687,626 |
| 11 Profit / (Loss) from continuing operations (9 + 10) | | 4,563,126 | 3,879,231 |
| 12 Profit / (Loss) for the year (10 + 11) | | 4,563,126 | 3,879,231 |
| 13 Earnings per share (of Rs.10/- each): | | | |
| (a) Basic | | 0.49 | 0.42 |
| (b) Diluted | | 0.49 | 0.42 |
| 14 Earnings per share (excluding extraordinary items) (of Rs.10/- each): | | | |
| (a) Basic | | 0.49 | 0.42 |
| (b) Diluted | | 0.49 | 0.42 |

See accompanying notes forming part of the financial statements

In terms of our report attached.

For V. Ramaratnam & Co.

Chartered Accountants

R. Sundar

Partner

Place : Chennai

Date : 28th May, 2013

For and on behalf of the Board of Directors

Bala V. Kutti

Chairman

T.S. Raghavan

Director

K.K. Dinakar

Company Secretary



INDUS FINANCE CORPORATION LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2013

| PARTICULARS | For the year ended 31.3.2013 | | For the year ended 31.3.2012 | |
|--|------------------------------|-------------------|------------------------------|---------------------|
| | Rs. | Rs. | Rs. | Rs. |
| A. Cash flow from operating activities | | | | |
| Net Profit / (Loss) before extraordinary items and tax | | 4,563,126 | | 3,879,231 |
| <i>Adjustments for:</i> | | | | |
| Depreciation and amortisation | 24,758,335 | | 81,119,485 | |
| Provision for impairment of fixed assets and intangibles | - | | - | |
| Sale consideration - windmill | -1,500,000 | | - | |
| Finance costs | 16,499,130 | | 16,249,369 | |
| Bad debts written-off | 3,643,405 | | - | |
| WDV of windmills sold | 4,436,665 | | - | |
| Other non-cash items written-off | - | | - | |
| | | 47,837,535 | | 97,368,854 |
| Operating profit / (loss) before working capital changes | | 52,400,661 | | 101,248,085 |
| <i>Changes in working capital:</i> | | | | |
| <i>Adjustments for (increase) / decrease in operating assets:</i> | | | | |
| Inventories | 563,710 | | -563,710 | |
| Trade receivables | -6,122,866 | | -5,359,669 | |
| Short-term loans and advances | - | | - | |
| Long-term loans and advances | -36,450,898 | | -282,726,538 | |
| Other current assets | - | | - | |
| Other non-current assets | - | | - | |
| <i>Adjustments for increase / (decrease) in operating liabilities:</i> | | | | |
| Trade payables | -27,575 | | -698,920 | |
| Other current liabilities | 2,223,505 | | 2,329,608 | |
| Other long-term liabilities | - | | - | |
| Short-term provisions | - | | - | |
| Long-term provisions | - | | - | |
| | | -44,261,134 | | -287,019,229 |
| Cash flow from extraordinary items | - | | | -185,771,144 |
| Cash generated from operations | | 8,139,527 | | -185,771,144 |
| Net cash flow from / (used in) operating activities (A) | | 8,139,527 | | -185,771,144 |
| B. Cash flow from investing activities | | | | |
| Capital expenditure on fixed assets, including capital advances | - | | -106,310,800 | |
| Proceeds from sale of fixed assets | 1,500,000 | | 270,520 | |
| - Associates | - | | -509,305 | |
| Rental income from investment properties | - | 1,500,000 | - | -106,549,585 |
| Cash flow from extraordinary items | - | | - | - |
| Net income tax (paid) / refunds | - | | - | - |
| Net cash flow from / (used in) investing activities (B) | | 1,500,000 | | -106,549,585 |
| C. Cash flow from financing activities | | | | |
| Proceeds from issue of equity shares | - | | - | |
| Increase / (Decrease) in long-term borrowings | 13,950,589 | | 313,374,239 | |
| (Increase) / Decrease in Deferred Tax Assets | -308,433 | | -922,960 | |
| Increase / (Decrease) in short-term borrowings | 2,900,000 | | - | |
| Finance cost | -16,499,130 | | -16,249,369 | |
| Increase / (Decrease) in Reserves | -8,222,069 | | -3,766,160 | |
| Decrease / (Increase) in Mis Expenditure | - | | - | |
| Dividends paid | - | | - | |
| Tax on dividend | - | -8,179,043 | - | 292,435,750 |
| Net cash flow from / (used in) financing activities (C) | | -8,179,043 | | 292,435,750 |
| Net increase / (decrease) in Cash and cash equivalents (A+B+C) | | 1,460,484 | | 115,021 |
| Cash and cash equivalents at the beginning of the year | | 679,838 | | 564,817 |
| Cash and cash equivalents at the end of the year | | 2,140,322 | | 679,838 |
| (a) Cash on hand | | 274 | | 9,467 |
| (b) Balances with banks in Current Accounts | | 2,140,048 | | 670,371 |
| | | 2,140,322 | | 679,838 |

Note: The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations. See accompanying notes forming part of the financial statements
In terms of our report attached.

For V. Ramaratnam & Co.
Chartered Accountants

For and on behalf of the Board of Directors

R. Sundar
Partner
Place : Chennai
Date : 28th May, 2013

Bala V. Kutti
Chairman

T.S. Raghavan
Director

K.K. Dinakar
Company Secretary



INDUS FINANCE CORPORATION LIMITED

Notes forming part of the financial statements

| Note | Particulars |
|------------|---|
| 1 | Corporate Information <p>The company was incorporated on 11th March 1992 with an object of carrying business as “Non - Banking Finance Company” having registered office at Kothari building, 4th Floor, No.114, Mahatama Gandhi Salai, Nungambakkam, Chennai - 600 034. The Company has been registered with Reserve Bank of Indis as “Non - Banking Finance Company” on 5th May 1998 vide Registration no.B-07-00068.</p> <p>The Company is also into the business of Generation & Distribution of power through Wind Mill owned by Company and operating through its associates “Indowind Energy Limited” & “Indowind Power Private Limited”.</p> <p>Formerly, the company was known as “Subuthi Finance Limited” and the name has been changed to “Indus Finance Corporation Limited” on 19th March 2011</p> |
| 2 | Significant accounting policies |
| 2.1 | Basis of accounting and preparation of financial statements <p>The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention except for categories of fixed assets acquired before 1 April, 200X, that are carried at revalued amounts.</p> <p>The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year except in the case of Sale of Fixed Asset. The company has disclosed the Sale Consideration as Income and an amount equal to written down value of asset sold is drawn from the reserves and credited to profit and loss account.</p> |
| 2.2 | Use of estimates <p>The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.</p> |
| 2.3 | Inventories <p>Inventories include, Energy generated from Wind Mills and not sold.</p> |
| 2.4 | Cash and cash equivalents (for purposes of Cash Flow Statement) <p>Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.</p> |
| 2.5 | Cash flow statement <p>The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.</p> |
| 2.6 | Depreciation and amortisation <p>Depreciation has been provided on the straight-line method as per the rates prescribed in Schedule XIV to the Companies Act, 1956 except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under:</p> <p>Plant & Machinery - Depreciation has been provided based on the expected useful life of the assets for the assets added during the year.</p> <p>Plant & Machinery - Depreciation has been provided for the assets acquired during the earlier years at the rates prescribed in Schedule XIV.</p> |
| 2.7 | Revenue recognition <p>Power income is recognised on accrual basis as they are earned or incurred.</p> <p>Interest Income is recognised on the basis of circular issued by RBI for “Non-Banking Financial (Non - Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007”</p> |



| Note | Particulars |
|------|---|
| 2.8 | <p>Other income</p> <p>Income from other financing activities and services is recognised on accrual basis.</p> <p>Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.</p> |
| 2.9 | <p>Tangible fixed assets</p> <p>Other Income includes Gross Amount received from sale of windmill.</p> |
| 2.10 | <p>Investments</p> <p>Fixed assets are stated at historical cost less accumulated depreciation.</p> |
| 2.11 | <p>Employee benefits</p> <p>Long-term investments, are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value.</p> <p>The Company has not formulated any policy for employee benefits, including Provident Fund, ESI or Gratuity.</p> |
| 2.12 | <p>Borrowing costs</p> <p>The company is in the position to meet Employee Liability when it becomes due.</p> <p>Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan.</p> |
| 2.13 | <p>Segment Reporting</p> <p>The company is operating in two business segment viz., Non-Banking Finance and Power Generation.</p> <p>Details of Segment-wise Assets and Profit & Loss Statement can be referred in Note No. 21.7.</p> |
| 2.14 | <p>Earnings Per Share</p> <p>Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.</p> |
| 2.15 | <p>Taxes on income</p> <p>Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company. Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences.</p> |
| 2.16 | <p>Impairment of assets</p> <p>The carrying values of assets are reviewed for impairment at each balance sheet date to ascertain impairment based on internal / external factors. An impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is higher of the net selling price of the assets and their value in use.</p> |
| 2.17 | <p>Provisions</p> <p>Provisions are recognised when the Company has present legal or constructive obligations, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation.</p> |



INDUS FINANCE CORPORATION LIMITED

| Note | Particulars |
|-------------|---|
| 2.18 | <p>Provisioning requirement as per circular issued by RBI for “Non-Banking Financial (Non - Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007”</p> <p>The Circular states that Provision has to be made for Non-Performing Asset on its value if it satisfy certain criteria. The Criteria mentioned in the Circular is reproduced here:</p> <p>(1) The provisioning requirement in respect of loans, advances and other credit facilities including bills purchased and discounted shall be as under :</p> <p>(i) Loss Assets : The entire asset shall be written off. If the assets are permitted to remain in the books for any reason, 100% of the outstanding should be provided for;</p> <p>(ii) Doubtful Assets: (a) 100% provision to the extent to which the advance is not covered by the realisable value of the security to which the mortgage guarantee company has a valid recourse shall be made. The realisable value is to be estimated on a realistic basis; (b) In addition to item (a) above, depending upon the period for which the asset has remained doubtful, provision to the extent of 20% to 50% of the secured portion (i.e. estimated realisable value of the outstanding) shall be made.</p> <p>(iii) Sub-standard assets : A general provision of 10% of total outstanding shall be made. The Company has followed the above said prudential norms except in the following cases. Details of such asset along with the Auditor’s recommendation are given below:</p> |

| No. of the Account | Outstanding as on 31/03/2013 | Auditor's Remarks |
|--------------------|------------------------------|---|
| 1 | 5,000,000 | Asset classified as Sub-Standard as per prudential norms. Hence, we recommend 10% of provision on the values of asset. |
| 1 | 20,000,000 | Asset classified as Sub-Standard as per prudential norms as on 31/03/2013 and the same has been regularised during the month of April 2013. Hence, in our opinion, provision is not required. |

Notes forming part of the financial statements
Note 3 Share Capital

| PARTICULARS | As at 31.3.2013 | | As at 31.3.2012 | |
|--|------------------|-----------------------------------|------------------|-----------------------------------|
| | Number of Shares | Rs. | Number of Shares | Rs. |
| (a) Authorised Equity shares of Rs. 10/- each with voting rights | 15,000,000 | 150,000,000 150,000,000 | 15,000,000 | 150,000,000 150,000,000 |
| (b) Issued Equity shares of Rs.10/- each with voting rights | 9,258,300 | 92,583,000 92,583,000 | 9,258,300 | 92,583,000 92,583,000 |
| (c) Subscribed and fully paid up Equity shares of Rs.10/- each with voting rights | 9,258,300 | 92,583,000 92,583,000 | 9,258,300 | 92,583,000 92,583,000 |
| | | 92,583,000 | | 92,583,000 |



INDUS FINANCE CORPORATION LIMITED

Notes forming part of the financial statements

Notes:

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

| PARTICULARS | Opening Balance | Fresh issue | Bonus | Closing Balance |
|----------------------------------|------------------------|--------------------|--------------|------------------------|
| Equity shares with voting rights | | | | |
| Year ended 31 March, 2013 | | | | |
| - Number of shares | 9,258,300 | - | - | 9,258,300 |
| - Amount (Rs.) | 92,583,000 | - | - | 92,583,000 |
| Year ended 31 March, 2012 | | | | |
| - Number of shares | 4,629,150 | - | 4,629,150 | 9,258,300 |
| - Amount ('Rs.) | 46,291,500 | - | 46,291,500 | 92,583,000 |

(ii) Details of shares held by each shareholder holding more than 5% shares:

| CLASS OF SHARES / NAME OF SHAREHOLDER | As at 31.3.2013 | | As at 31.3.2012 | |
|--|------------------------------|--|------------------------------|--|
| | Number of shares held | % holding in that class of shares | Number of shares held | % holding in that class of shares |
| Bala Venkat Kutti | 2490191 | 26.8968 | 2232400 | 24.1124 |
| Subuthi Investmetns Private Limited | 1849400 | 19.9756 | 1849400 | 19.9756 |
| Loyal Credit and Investments Limited | 1133800 | 12.2463 | 1133800 | 12.2463 |
| K B Prathadevi | 783600 | 8.4638 | 783600 | 8.4638 |

(iii) Aggregate number and class of shares allotted as fully paid up bonus shares for the period of 5 years immediately preceding the Balance Sheet date:

| PARTICULARS | Aggregate number of shares | | | | |
|--------------------------------------|-----------------------------------|------------------------|------------------------|------------------------|------------------------|
| | As at 31.3.2012 | As at 31.3.2011 | As at 31.3.2010 | As at 31.3.2009 | As at 31.3.2008 |
| Fully paid up by way of bonus shares | 4,629,150 | - | - | - | - |

Note 4 Reserves and surplus

| PARTICULARS | As at 31.3.2013 Rs. | As at 31.3.2012 Rs. |
|--|--------------------------------|--------------------------------|
| (a) Capital reserve | | |
| Opening balance | 1,854,250 | 1,854,250 |
| Add: Additions during the year (give details) | - | - |
| Less: Utilised / transferred during the year | - | - |
| Closing balance | 1,854,250 | 1,854,250 |
| (b) Securities premium account | | |
| Opening balance | - | 35,451,250 |
| Less : Utilised during the year for: Issuing bonus shares | - | 35,451,250 |
| Closing balance | - | - |
| (c) Statutory reserve | | |
| Opening balance | 7,583,631 | 6,807,785 |
| Add: Addition during the year (transfer from surplus in P&L) | 912,625 | 775,846 |
| Closing balance | 8,496,256 | 7,583,631 |



INDUS FINANCE CORPORATION LIMITED

Notes forming part of the financial statements

Note 4 Reserves and surplus

| PARTICULARS | As at 31.3.2013 Rs. | As at 31.3.2012 Rs. |
|---|------------------------|------------------------|
| (d) General reserve | | |
| Opening balance | - | 8,656,000 |
| Add: Transferred from surplus in Statement of Profit and Loss | - | 2,184,250 |
| Less: Utilised / transferred during the year for: | | |
| Issuing bonus shares | - | 10,840,250 |
| Closing balance | - | - |
| (e) Surplus / (Deficit) in Statement of Profit and Loss | | |
| Opening balance | 61,868,062 | 64,715,088 |
| Add: Profit / (Loss) for the year | 4,563,126 | 3,879,231 |
| Less: Tranferred to | | |
| General Reserve | - | 2,184,250 |
| Statutory Reserve | 912,625 | 775,846 |
| Interim dividend | | |
| Dividends proposed to be distributed to equity shareholders (Rs.0.35/- per share) | 3,240,405 | 3,240,405 |
| Tax on dividend | 525,675 | 525,756 |
| Written Down Value of Sale of Windmill** | 4,436,665 | - |
| Others - Income Tax previous year adjustment | 19,324 | - |
| Closing balance | 57,296,494 | 61,868,062 |
| Total | 67,647,000 | 71,305,943 |

** Written Down Value of Asset sold adjusted against Reserve.

Note 5 Long-term borrowings

| PARTICULARS | As at 31.3.2013 Rs. | As at 31.3.2012 Rs. |
|--------------------------------|------------------------|------------------------|
| a) Term loans | | |
| From other parties | | |
| Secured | 26,693,808 | 26,693,808 |
| | 26,693,808 | 26,693,808 |
| (b) Loans from related parties | | |
| Secured | 329,519,114 | 315,568,450 |
| | 329,519,114 | 315,568,450 |
| (c) Other loans and advances | | |
| Unsecured | - | 75 |
| | - | 75 |
| Total | 356,212,922 | 342,262,333 |



INDUS FINANCE CORPORATION LIMITED

Notes forming part of the financial statements

Note 5 Long-term borrowings

Notes : (i) Details of terms of repayment for the other long-term borrowings and security provided in respect of the secured other long-term borrowings:

| PARTICULARS | Terms of repayment and security | As at 31.3.2013 | | As at 31.3.2012 | |
|--|--|--------------------|---------------|--------------------|---------------|
| | | Secured Rs. | Unsecured Rs. | Secured Rs. | Unsecured Rs. |
| <u>Term loans from other parties:</u> LIC of India | To be repaid on maturity of policy . Secured against Keyman Insurance Policy | 26,693,808 | - | 26,693,808 | - |
| <u>Loans and advances from related parties:</u> Indowind Energy Limited | Secured against 3.5 MW wind project | 215,194,114 | - | 219,868,450 | - |
| Bewind Power Private Limited | Secured against 1 Mw solar power project | 114,325,000 | - | 70,700,000 | - |
| Soura Capital Limited | Secured against Receivables. | - | - | 25,000,000 | - |
| Total | | 329,519,114 | - | 315,568,450 | - |

Note 6 Short-term borrowings

| PARTICULARS | As at 31.3.2013 Rs. | As at 31.3.2012 Rs. |
|--|---------------------|---------------------|
| (a) Loans repayable From Related party Secured | 2,900,000 | - |
| Total | 2,900,000 | - |

Notes:

(i) Details of security for the secured short-term borrowings:

| PARTICULARS | | As at 31.3.2013 Rs. | As at 31.3.2012 Rs. |
|--|------------------------------|---------------------|---------------------|
| <u>Loans repayable</u> Loyal Credit and Investments Limited | Secured against Receivables. | 2,900,000 | - |

Note 7 Trade payables

| PARTICULARS | As at 31.3.2013 Rs. | As at 31.3.2012 Rs. |
|-----------------|---------------------|---------------------|
| Trade payables: | - | 27,575 |
| Total | - | 27,575 |

Note (i) : There is no due to Micro, Medium & Small Enterprises during the year under review.



INDUS FINANCE CORPORATION LIMITED

Notes forming part of the financial statements

Note 8 Other current liabilities

| PARTICULARS | As at 31.3.2013 Rs. | As at 31.3.2012 Rs. |
|---------------------------------------|--------------------------------|--------------------------------|
| (a) Dividend and Dividend Tax payable | 3,766,080 | 3,766,161 |
| (b) Other payables | | |
| (i) Statutory remittances | 192,667 | 1,158,537 |
| (ii) Provision for Income Tax | - | 1,709,405 |
| (iii) Other Payables | 451,852 | - |
| Total | 4,410,599 | 6,634,103 |

INDUS FINANCE CORPORATION LIMITED

Notes forming part of the financial statements

Note 9 Fixed assets

| PARTICULARS | Gross block | | | | Accumulated depreciation and impairment | | | | Net block | |
|--------------------------------|-----------------------------|-----------|-------------------|------------------------------|---|---|--------------------|------------------------------|------------------------------|------------------------------|
| | Balance As at 1 April, 2012 | Additions | Disposals | Balance As at 31 March, 2013 | Balance As at 1 April, 2012 | Depreciation /amortisation expense for the year | Eliminated on sale | Balance As at 31 March, 2013 | Balance As at 31 March, 2012 | Balance As at 31 March, 2013 |
| | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. |
| A. TANGIBLE ASSETS | | | | | | | | | | |
| <i>(a) Plant and Equipment</i> | | | | | | | | | | |
| Owned | 127,000,000 | - | 22,000,000 | 105,000,000 | 94,500,000 | 22,663,334 | 17,563,335 | 99,599,999 | 32,500,000 | 5,400,001 |
| Leased** | 2,000,000 | - | - | 2,000,000 | - | 2,000,000 | - | 2,000,000 | 2,000,000 | - |
| <i>(b) Vehicles</i> | 1,714,583 | - | - | 1,714,583 | 775,850 | 95,001 | - | 870,851 | 938,733 | 843,732 |
| <i>(c) Office equipment</i> | 68,850 | - | - | 68,850 | 6,464 | - | - | 6,464 | 62,386 | 62,386 |
| Total - Tangible Assets | 130,783,433 | - | 22,000,000 | 108,783,433 | 95,282,314 | 24,758,335 | 17,563,335 | 102,477,314 | 35,501,119 | 6,306,119 |

** The amount paid representing the value of leased asset has been amortised fully.

B. Depreciation and amortisation relating to continuing operations:

| Particulars | For the year ended 31 March, 2013 Rs. | For the year ended 31 March, 2012 Rs. |
|---|--|--|
| Depreciation and amortisation for the year on tangible assets as per Note 9 A | 24,758,335 | 79,809,068 |
| Depreciation and amortisation for the year on intangible assets | - | 1,310,417 |
| Depreciation and amortisation relating to continuing operations | 24,758,335 | 81,119,485 |



INDUS FINANCE CORPORATION LIMITED

Notes forming part of the financial statements

Note 10 Non-current investments

| PARTICULARS | No of Shares | As at 31 March, 2013 | | | As at 31 March, 2012 | | |
|---|--------------|----------------------|-------------------|--------------------|----------------------|-------------------|--------------------|
| | | Quoted | Unquoted | Total | Quoted | Unquoted | Total |
| | | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. |
| Investments (At cost): | | | | | | | |
| (a) Investment in equity instruments | | | | | | | |
| (i) of associates | | | | | | | |
| Indowind Energy Limited | 6,421,765 | 57,460,875 | - | 57,460,875 | 57,460,875 | - | 57,460,875 |
| Bekae Properties Pvt Limited | 150,000 | - | 15,000,000 | 15,000,000 | - | 15,000,000 | 15,000,000 |
| Indonet Global Limited | 2,228,880 | - | 11,144,400 | 11,144,400 | - | 11,144,400 | 11,144,400 |
| Ind Eco Ventures Limited | 32,493 | - | 324,930 | 324,930 | - | 324,930 | 324,930 |
| Indus Nutri Foods Private Limited | 250,000 | - | 1,250,000 | 1,250,000 | - | 1,250,000 | 1,250,000 |
| (ii) of other entities | | | | | | | |
| Andhra Bank | 9,100 | 91,000 | - | 91,000 | 91,000 | - | 91,000 |
| ICICI Bank Ltd., | 256 | 25,211 | - | 25,211 | 25,211 | - | 25,211 |
| IDBI Ltd., | 4,960 | 403,000 | - | 403,000 | 403,000 | - | 403,000 |
| ITC Ltd., | 1,050 | 99,264 | - | 99,264 | 99,264 | - | 99,264 |
| NEPC India Ltd., | 1,200 | 36,000 | - | 36,000 | 36,000 | - | 36,000 |
| Reliance Industries Ltd., | 200 | 82,000 | - | 82,000 | 82,000 | - | 82,000 |
| Picture House Media Ltd | 500 | 5,000 | - | 5,000 | 5,000 | - | 5,000 |
| Country Club India Ltd | | | | | | | |
| (<i>Amruta Inns Ltd.,</i>) | 9,500 | 39,710 | - | 39,710 | 39,710 | - | 39,710 |
| Hindustan Industrial | | | | | | | |
| Chemicals Ltd., | 2,700 | 45,900 | - | 45,900 | 45,900 | - | 45,900 |
| Avikem Resins Ltd | 650 | 6,500 | - | 6,500 | 6,500 | - | 6,500 |
| Skyline NEPC | | | | | | | |
| (<i>previously Damania Airways</i>) | 10,000 | 100,000 | - | 100,000 | 100,000 | - | 100,000 |
| Ravlon Pen Co. Ltd | 5,000 | 87,500 | - | 87,500 | 87,500 | - | 87,500 |
| Money Shoppe Network Limited | 240,000 | - | 2,400,000 | 2,400,000 | 2,400,000 | - | 2,400,000 |
| | | 58,481,960 | 30,119,330 | 88,601,290 | 58,481,960 | 30,119,330 | 88,601,290 |
| | | | 20,000 | 20,000 | | 20,000 | 20,000 |
| (b) Investment in mutual funds | | | | | | | |
| (c) Other non-current investments | | | | | | | |
| (Key Man Insurance Policy) | | | | | | | |
| Total | | 58,481,960 | 62,619,330 | 121,101,290 | 58,481,960 | 62,619,330 | 121,101,290 |
| Market value of Quoted Investment | | 24,692,294 | | | 39,551,675 | | |
| Diminution in value of investments | | 33,789,666 | | | 18,930,285 | | |



| INDUS FINANCE CORPORATION LIMITED | | |
|--|--------------------------------|--------------------------------|
| Notes forming part of the financial statements | | |
| Note 11 Long-term loans and advances | | |
| PARTICULARS | As at 31.3.2013 Rs. | As at 31.3.2012 Rs. |
| (a) Loans and advances to related parties | | |
| Secured, considered good | 949,793 | 1,867,195 |
| Unsecured, considered good | 32,055,000 | 28,683,750 |
| | 33,004,793 | 30,550,945 |
| Less: Provision for doubtful loans and advances | - | - |
| Total | 33,004,793 | 30,550,945 |
| (b) Loans and advances to employees | | |
| Unsecured, considered good | 40,500 | 38,900 |
| | 40,500 | 38,900 |
| Less: Provision for doubtful loans and advances | - | - |
| Total | 40,500 | 38,900 |
| (c) Balances with government authorities | 22,550,415 | 16,006,390 |
| (d) Other loans and advances | | |
| Secured, considered good | 320,600,766 | 291,694,265 |
| Unsecured, considered good | 7,385,207 | 8,840,282 |
| Doubtful | 856,265 | 856,266 |
| | 328,842,238 | 301,390,813 |
| Less: Provision for other doubtful loans and advances | - | - |
| Total | 328,842,238 | 301,390,813 |
| Total | 384,437,946 | 347,987,048 |
| Note: Long-term loans and advances include amounts due from: | | |
| PARTICULARS | As at 31.3.2013 Rs. | As at 31.3.2012 Rs. |
| Company in which any Director is a Director | | |
| Indus Capital Private Ltd | 20,000,000 | 25,000,000 |
| Subuthi Investments Pvt Ltd | 12,000,000 | 3,628,750 |
| | 32,000,000 | 28,628,750 |
| Note 12 Inventories - (At lower of cost and net realisable value) | | |
| PARTICULARS | As at 31.3.2013 Rs. | As at 31.3.2012 Rs. |
| (a) Stock-in-trade - Energy Stock | - | 563,710 |
| Total | - | 563,710 |
| Note 13 Trade receivables | | |
| PARTICULARS | As at 31.3.2013 Rs. | As at 31.3.2012 Rs. |
| Trade receivables outstanding for a period within six months from the date they were due for payment | | |
| Secured, considered good | 7,839,130 | 5,359,669 |
| Unsecured, considered good | - | - |
| Doubtful | - | - |
| Total | 7,839,130 | 5,359,669 |
| Note 14 Cash and cash equivalents | | |
| PARTICULARS | As at 31.3.2013 Rs. | As at 31.3.2012 Rs. |
| (a) Cash on hand | 274 | 9,467 |
| (b) Balances with banks | | |
| (i) In current accounts | 2,140,048 | 670,371 |
| Total | 2,140,322 | 679,838 |



INDUS FINANCE CORPORATION LIMITED

Notes forming part of the financial statements

Note 15 Revenue from operations

| PARTICULARS | for the year ended 31.3.2013 Rs. | for the year ended 31.3.2012 Rs. |
|-----------------------------|-------------------------------------|-------------------------------------|
| (a) Income From Operations | 52,366,154 | 103,742,806 |
| (b) Income from Investments | 87,708 | 105,284 |
| Total | 52,453,862 | 103,848,090 |

Notes: Income From Operations

| PARTICULARS | for the year ended 31.3.2013 Rs. | for the year ended 31.3.2012 Rs. |
|---------------------------------------|-------------------------------------|-------------------------------------|
| (i) Interest Income | 52,207,414 | 25,914,736 |
| (ii) Processing Charges | 158,740 | 2,145,000 |
| (iii) Other Financial Income | - | 75,683,070 |
| Total - Income From Operations | 52,366,154 | 103,742,806 |

Note 16 Other income

| PARTICULARS | for the year ended 31.3.2013 Rs. | for the year ended 31.3.2012 Rs. |
|--|-------------------------------------|-------------------------------------|
| (a) Other Income - Income from Sale of Electricity | 17,305,437 | 3,649,534 |
| (b) Other Income - Sale of Windmill | 1,500,000 | - |
| (c) Bad Debts recovered | 2,015,000 | - |
| Total | 20,820,437 | 3,649,534 |

Note 17 Employee benefits expenses

| PARTICULARS | for the year ended 31.3.2013 Rs. | for the year ended 31.3.2012 Rs. |
|------------------------|-------------------------------------|-------------------------------------|
| Salaries and wages | 4,093,288 | 2,260,673 |
| Staff welfare expenses | 21,633 | - |
| Total | 4,114,921 | 2,260,673 |

Note 18 Finance costs

| PARTICULARS | for the year ended 31.3.2013 Rs. | for the year ended 31.3.2012 Rs. |
|--------------------------|-------------------------------------|-------------------------------------|
| (a) Interest expense on: | | |
| (i) Borrowings | 16,499,130 | 16,228,034 |
| (iii) Others | - | - |
| Total | 16,499,130 | 16,228,034 |

Note 19 Other expenses

| PARTICULARS | for the year ended 31.3.2013 Rs. | for the year ended 31.3.2012 Rs. |
|---|-------------------------------------|-------------------------------------|
| Rent including lease rentals | - | 8,000 |
| Repairs and maintenance - Machinery | 2,481,116 | 481,590 |
| Repairs and maintenance - Vehicles | 45,404 | - |
| Insurance | 81,601 | 18,594 |
| Rates and taxes | 859,531 | 802,641 |
| Communication | 107,273 | 35,052 |
| Travelling and conveyance | 528,323 | 235,470 |
| Printing and stationery | 40,186 | 59,215 |
| Business promotion | 141,620 | 252,100 |
| AGM / EGM Expenses | 20,507 | 13,647 |
| Professional Charges | 798,872 | 320,360 |
| Payments to auditors (Refer Note-(i) below) | 81,247 | 72,951 |
| Donation paid | 50,000 | - |
| Bank Charges | 92,206 | 21,335 |
| Bad debts written off | 3,643,405 | - |
| Miscellaneous expenses | 35,066 | 1,620 |
| Total | 9,006,357 | 2,322,575 |



| INDUS FINANCE CORPORATION LIMITED | | |
|--|---|---|
| Notes forming part of the financial statements | | |
| Notes: | | |
| PARTICULARS | for the year ended 31.3.2013 Rs. | for the year ended 31.3.2012 Rs. |
| (i) Payments to the auditors comprises: As auditors - statutory audit For taxation matters For Certification | 50,000 25,000 6,247 | 61,000 11,951 |
| Total | 81,247 | 72,951 |
| Note : 20 Extraordinary items | | |
| PARTICULARS | As at 31.3.2013 Rs. | As at 31.3.2012 Rs. |
| WDV of windmills sold | 4,436,665 | - |
| Less: Transfer from reserves | 4,436,665 | - |
| | - | |
| Advances irrecoverable written off | 13,000,000 | - |
| Total | 13,000,000 | - |
| Note 21 Additional information to the financial statements | | |
| 21.1 Contingent liabilities and commitments (to the extent not provided for) | As at 31.3.2013 Rs. | As at 31.3.2012 Rs. |
| Contingent liabilities | | |
| (a) Claims against the Company not acknowledged as debt | | |
| Total Demand raised by Income Tax Department (After adjusting payments and refunds) | 9,459,180 | 28,189,967 |
| <p>The Company has disputed Rs.94,59,180/- which are pending before Supreme Court & High Court. The Company has got Opinion from Legal Counsel which is in the favour of company and hence the liability has not been recognised in the Books of Account.</p> <p>Income Tax department has attached the company's Investment in Equity Shares of one of its associates against the above stated litigated demands.</p> | | |
| Bank Guarantee for Cash Credit Facility availed by the Associate Company "Indowind Energy limited" | - | 100,000,000 |
| 21.2 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 | | |
| <p>There are no amounts due to small scale industries in terms of 'The Micro, Small and Medium Enterprises Development Act, 2006</p> <p>Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.</p> | | |



INDUS FINANCE CORPORATION LIMITED

Note 21 Additional information to the financial statements

| 21.3 Foreign Exchange Expenses / Earnings | for the year ended 31.3.2013 Rs. | for the year ended 31.3.2012 Rs. |
|---|-------------------------------------|-------------------------------------|
| Expenditure in foreign currency | - | - |
| Earnings in foreign exchange | - | - |

21.4 Related party transactions

Details of related parties:

| Description of relationship | |
|---|---|
| Associates and Companies where Key Management Personnel have a significant influence. | Indowind Energy Limited Indowind Power Private Limited Bewind Power Private Limited Indus Capital Private Limited Soura Capital Private Limited Ind Eco Ventures Limited Bekae Properties Pvt Limited Indonet Global Limited Indus Nutri Foods Private Limited Subuthi Investments Private Limited Loyal Credit and Investments Limited |
| Key Management Personnel (KMP) | Bala V. Kutti - Director T S Raghavan - Director K.R.Shyam Sundar - Director |

Note: Related parties have been identified by the Management.

Details of related party transactions during the year ended 31 March, 2013 and balances outstanding as at 31 March, 2013:

| | Associates | KMP | Total |
|--|-------------|---------|-------------|
| Sale of fixed assets | | | |
| Bewind Power Private Limited | 1,500,000 | - | 1,500,000 |
| Power share payments | | | |
| Indowind Energy Limited | 13,310,034 | - | 13,310,034 |
| Indowind Power Private Limited | 3,995,403 | - | 3,995,403 |
| Dividend Income | | | |
| Ind Eco Ventures Limited | 25,994 | - | 25,994 |
| Interest expenses | | | |
| Indowind Energy Limited | 16,499,130 | - | 16,499,130 |
| Mangerial Remuneration | | | |
| K V Bala | - | 300,000 | 300,000 |
| Sitting fees | | | |
| K V Bala | - | 30,000 | 30,000 |
| T S Raghavan | - | 40,000 | 40,000 |
| Shyam Sundar | - | 30,000 | 30,000 |
| Loan taken from Associates | | | |
| Bewind Power Private Limited | 43,625,000 | - | 43,625,000 |
| Loyal Credit and Investments Limited | 2,900,000 | - | 2,900,000 |
| Balances outstanding at the end of the year | | | |
| Loans and advances | | | |
| Indus Capital Private Ltd | 20,000,000 | - | 20,000,000 |
| Subuthi Investments Pvt Ltd | 12,000,000 | - | 12,000,000 |
| Borrowings | | | |
| Indowind Energy Limited | 215,194,114 | - | 215,194,114 |
| Bewind Power Private Limited | 114,325,000 | - | 114,325,000 |



INDUS FINANCE CORPORATION LIMITED

Note 21 Disclosures under Accounting Standards (Cont.,)

| 21.5 EARNINGS PER SHARE | As at 31.3.2013 Rs. | As at 31.3.2012 Rs. |
|--|--|--------------------------------|
| Basic | | |
| Total operations | | |
| Net profit / (loss) for the year | 4563126 | 3879231 |
| Net profit / (loss) for the year attributable to the equity shareholders | 4563126 | 3879231 |
| Weighted average number of equity shares | 9258300 | 9258300 |
| Par value per share | 10 | 10 |
| Earnings per share - Basic | 0.49 | 0.42 |
| Diluted | | |
| Total operations | | |
| Net profit / (loss) for the year | 4563126 | 3879231 |
| Net profit / (loss) for the year attributable to the equity shareholders | 4563126 | 3879231 |
| Profit / (loss) attributable to equity shareholders (on dilution) | 4563126 | 3879231 |
| Weighted average number of equity shares for Basic EPS | 9258300 | 9258300 |
| Weighted average number of equity shares - for diluted EPS | 9258300 | 9258300 |
| Par value per share | 10 | 10 |
| Earnings per share - Diluted | 0.49 | 0.42 |
| 21.6 Deferred tax (liability) / asset | As at 31.3.2013 Rs. | As at 31.3.2012 Rs. |
| Deferred tax (liability) / asset | | |
| Tax effect of items constituting deferred tax liability | - | - |
| Tax effect of items constituting deferred tax assets | | |
| — On difference between book balance and tax balance of fixed assets | 1,928,713 | 1,620,280 |
| Net deferred tax (liability) / asset | 1,928,713 | 1,620,280 |
| Note | Particulars | |
| 21.7 Segment information | <p>The Company has identified business segments as its primary segment and geographic segments as its secondary segment. Business segments are primarily Non-banking Finance, Power Generation and Others which include Investment. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed assets that are used interchangeably amongst segments are not allocated to primary and secondary segments.</p> | |



INDUS FINANCE CORPORATION LIMITED

Note 21 Disclosures under Accounting Standards (cont.,)

| Particular | For the year ended 31 March, 2013 | | | |
|--------------------------------|-----------------------------------|---------------------------------|----------------------------|---------------------------------|
| | Finance | Power | Others | Total |
| | Rs. | Rs. | Rs. | Rs. |
| Revenue | 54,381,154 (103,742,806) | 18,805,437 (3,649,534) | 87,708 (105,284) | 73,274,299 (107,497,624) |
| Expenses | 39,257,456 (18,488,707) | 25,321,052 (81,619,669) | - | 64,578,508 (100,108,376) |
| Segment result | 15,123,698 (85,254,099) | -6,515,615 77,970,135 | 87,708 (105,284) | 8,695,791 (7,389,248) |
| Unallocable expenses (net) | | | | 2,800,235 -1,822,391 |
| Operating income | | | | 5,895,556 (5,566,857) |
| Profit before taxes | | | | 5,895,556 (5,566,857) |
| Tax expense | | | | 1,332,430 (1,687,626) |
| Net profit for the year | | | | 4,563,126 (3,879,231) |

(Figures in bracket represents previous year figures)

| Particular | For the year ended 31 March, 2013 | | | |
|--------------------------|-----------------------------------|---------------------------|------------------------------|-------------------------------------|
| | Finance | Power | Others | Total |
| | Rs. | Rs. | Rs. | Rs. |
| Segment assets | 397,252,230 (359,211,664) | 5,400,001 (32,500,000) | 121,101,290 (121,101,290) | |
| Total assets | | | | 523,753,521 (512,812,954) |
| Segment liabilities | 363,523,521 (348,924,011) | - | - | |
| Total liabilities | | | | 363,523,521 (348,924,011) |

(Figures in bracket represents previous year figures)

21.8 Previous Year's Figures

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

In terms of our report attached.

For V. Ramaratnam & Co.
Chartered Accountants

R. Sundar
Partner

Place : Chennai
Date : 28th May, 2013

For and on behalf of the Board of Directors

Bala V. Kutti
Chairman

T.S. Raghavan
Director

K.K. Dinakar
Company Secretary



BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I REGISTRATION DETAILS

Registration No. 22317 State Code 18

Balance sheet date : 31 03 2013

II CAPITAL RAISED DURING THE YEAR (RS. IN THOUSANDS)

| | |
|---------------------|--------------------------|
| Public issue NIL | Rights issue NIL |
| Bonus issue NIL | Private Placement NIL |

III POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (AMOUNT IN Rs. THOUSANDS)

| | |
|--------------------------------|--------------------------|
| Total liabilities 523753.52 | Total asset 523753.52 |
|--------------------------------|--------------------------|

SOURCES OF FUNDS

| | |
|-----------------------------|--------------------------------|
| Paid up capital 92583.00 | Reserves & Surplus 67647.00 |
|-----------------------------|--------------------------------|

| | |
|----------------------------|------------------------|
| Secured loans 356212.92 | Unsecured loans NIL |
|----------------------------|------------------------|

APPLICATION OF FUNDS

| | |
|-----------------------------|--------------------------|
| Net fixed assets 6306.12 | Investments 121101.29 |
|-----------------------------|--------------------------|

| | |
|-------------------------------|--------------------------|
| Net current assets 2668.85 | Misc. Expenditure NIL |
|-------------------------------|--------------------------|

Accumulated losses
NIL

IV PERFORMANCE OF COMPANY (AMOUNT IN Rs. THOUSANDS)

| | |
|----------------------|-------------------------------|
| Turnover 73274.30 | Total Expenditure 67378.74 |
|----------------------|-------------------------------|

| | |
|---------------------------------------|--------------------------------------|
| Profit / (Loss) before tax 5895.56 | Profit / (Loss) after tax 4563.13 |
|---------------------------------------|--------------------------------------|

| | |
|-----------------------------|-----------------------|
| Earning/share (Rs.) 0.49 | Dividend Rate 3.5% |
|-----------------------------|-----------------------|

**INDUS FINANCE CORPORATION LTD.**

Regd. Office "Kothari Building", 4th Floor
114, Mahatma Gandhi Road, Nungambakkam, Chennai- 600 034.

ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the Entrance of the Meeting Hall.

NAME AND ADDRESS OF THE SHARE HOLDER

| |
|--|
| |
| |
| |

| | |
|-----------|--|
| Folio No. | |
|-----------|--|

| | |
|------------|--|
| DP.ID | |
| CLIENT ID* | |

* Application to investors holding shares in electronic form

I hereby record my presence at the 22nd Annual General Meeting being held on 26th September 2013 at "Kothari Buildings", 4th Floor, 114 M.G. Road, Nungambakkam, Chennai - 600 034.

| SIGNATURE OF THE MEMBERS OR PROXY | SHARES HELD |
|-----------------------------------|-------------|
| | |

**INDUS FINANCE CORPORATION LTD.**

Regd. Office "Kothari Building", 4th Floor
114, Mahatma Gandhi Road, Nungambakkam, Chennai- 600 034.

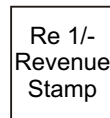
PROXY FORM

I/we _____ of _____ in district of _____ being a member(s) of the above named Company hereby appoint Mr./Ms. _____ of _____ in the district of _____ of or failing him Mr./Ms. _____ of _____ in district of _____ as my/our Proxy and to vote for me/us on my/our behalf at the 22nd Annual General Meeting of the Company to be held on _____ and at any adjournment thereof.

Signed this _____ day of _____ 2013.

Folio No. _____

DPID : _____ CLIENT ID: _____

**Notes:**

1. The proxy to be valid should be deposited at the Registered Office of the Company not later than Forty-Eight hours before the time for holding the Meeting.
2. The Proxy should be executed on Re. 1 Revenue Stamp.

BOOK-POST

If Undelivered Please Return to:-

REGISTERED OFFICE:
INDUS FINANCE CORPORATION LTD.,
"KOTHARI BUILDING", 4th Floor,
No. 114, Mahatma Gandhi Salai,
Nungambakkam,
Chennai - 600 034.