

INDUS FINANCE CORPORATION LTD

(FORMERLY KNOWN AS SUBUTHI FINANCE LIMITED)

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QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: **INDUS FINANCE CORPORATION LTD (FORMERLY KNOWN AS SUBUTHI FINANCE LIMITED)**

Quarter ending on: **30th September 2011**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	
(B) Non- executive Directors' compensation & disclosures	49(IB)	Yes	
(C) Other provisions as to Board and Committees	49(IC)	Yes	
D) Code of Conduct	49(ID)	Yes	
II. Audit Committee	49(II)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee		Yes	
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	Yes	
(D) Role of Audit Committee	49 II (D)	Yes	
(E) Review of Information by Audit Committee	49(IIE)	Yes	
III. Subsidiary Companies	49(III)	NA	No Subsidiary Company
IV. Disclosures	49(IV)		
(A) Basis of related party transactions	49(IV A)	Yes	Disclosed to Audit committee as reported in the Annual Report
(B) Disclosure of Accounting Treatment	49(IV B)	Yes	Disclosed in the Annual Report
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	NA	No Issues made
(E) Remuneration of Directors	49 (IV E)	Yes	Disclosed in the Annual Report
(F) Management	49 (IV F)	Yes	Disclosed in the Annual Report
(G) Shareholders	49 (IV G)	Yes	Disclosed in the Annual Report
V. CEO/CFO Certification	49(V)	Yes	At the time of AGM
VI. Report on Corporate Governance	49(VI)	Yes	At the time of AGM
VII. Compliance	49 (VII)	Yes	Disclosed in the Annual Report