

# INDUS FINANCE CORPORATION LTD

(FORMERLY KNOWN AS - SUBUTHI FINANCE LIMITED)

"Kothari Building", 4th Floor, 114 M G Road, Nungambakkam, Chennai - 600 034.  
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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: **31<sup>st</sup> March 2011**

| Particulars  | Clause of Listing agreement | Compliance Status Yes/No | Remarks   |
|--|-----------------------------|--------------------------|---|
| <b>I Board of Directors</b>  | 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                      |   |
| <b>II. Audit Committee</b>   | 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(II E)                    | Yes                      |   |
| <b>III. Subsidiary Companies</b>   | 49(III)                     | NA                       | No Subsidiary Company   |
| <b>IV. Disclosures</b>   | 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                                |
| <b>V. CEO/CFO Certification</b>  | 49(V)                       | Yes                      | At the time of AGM  |
| <b>VI. Report on Corporate Governance</b>                                | 49(VI)                      | Yes                      | At the time of AGM  |
| <b>VII. Compliance</b>   | 49 (VII)                    | Yes                      | Disclosed in the Annual Report                                |