

Indus Finance Ltd

CIN : L65191TN1992PLC022317

E-mail : contact@indusfinance.com

28th September 2018

Bombay Stock Exchange Limited,

Registered office: Floor 25,

P J Street, Dalal Street,

Mumbai-400 001.

Dear Sir,

Sub: Voting results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Scrutinizer Report

In connection with the 27th Annual General Meeting of the Company held on 28th September 2018 at 11.00 a.m. we enclose the followings:

1. Voting Results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
2. Scrutinizer Report.

Kindly take the same on record.

Thanking You,

Yours faithfully

For **INDUS FINANCE LIMITED**


K.K. Dinakar

Company Secretary

Encl:a/a



NAME OF THE COMPANY: SUF-INDUS FINANCE CORPORATION LIMITED

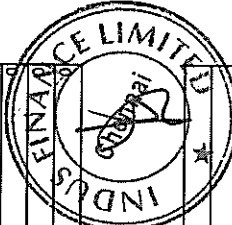
PARTICULARS	MODE OF VOTING	Whether promoter/ promoter groups are interested in the agenda/resolution?						
		NO OF SHARES HELD (1)	NO OF VOTES POLLED (2)	% OF SHARES POLLED ON OUTSTANDING SHARES (3)=(2/1)*100	NO OF VOTES IN FAVOUR (4)	NO OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES (6)=(4/2)*100	% OF VOTES AGAINST ON VOTE POLLED (7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	6807992	6121881	88.62	6121881	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
SUB TOTAL		6807992	6121881	88.62	6121881	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	2200	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
SUB TOTAL		2200	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	2348108	1089206	46.39	1089206	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
SUB TOTAL		2348108	1089206	46.39	1089206	0	100	0
GRAND TOTAL		9258300	7211087	77.89	7211087	0	100	0

4. SPECIAL BUSINESS: Re-appointment of Mr. Bala V Kuri, (DIN No. 00765036) as executive chairman with remuneration

Special Resolution								
PARTICULARS	MODE OF VOTING	Whether promoter/ promoter groups are interested in the agenda/resolution?						
		NO OF SHARES HELD (1)	NO OF VOTES POLLED (2)	% OF SHARES POLLED ON OUTSTANDING SHARES (3)=(2/1)*100	NO OF VOTES IN FAVOUR (4)	NO OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES (6)=(4/2)*100	% OF VOTES AGAINST ON VOTE POLLED (7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	6807992	6121881	88.62	6121881	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
SUB TOTAL		6807992	6121881	88.62	6121881	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	2200	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
SUB TOTAL		2200	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	2348108	1089206	46.39	1089206	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
SUB TOTAL		2348108	1089206	46.39	1089206	0	100	0
GRAND TOTAL		9258300	7211087	77.89	7211087	0	100	0

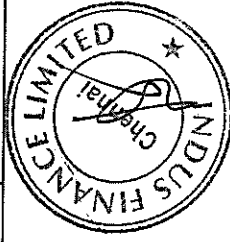
5. SPECIAL BUSINESS: Alteration of Memorandum of Association and Articles of Association as per the provisions of the Companies Act, 2013 and rules made there under

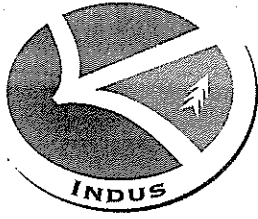
Special Resolution								
PARTICULARS	MODE OF VOTING	Whether promoter/ promoter groups are interested in the agenda/resolution?						
		NO OF SHARES HELD (1)	NO OF VOTES POLLED (2)	% OF SHARES POLLED ON OUTSTANDING SHARES (3)=(2/1)*100	NO OF VOTES IN FAVOUR (4)	NO OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES (6)=(4/2)*100	% OF VOTES AGAINST ON VOTE POLLED (7)=(5/2)*100



NAME OF THE COMPANY: SUF-INDUS FINANCE CORPORATION LIMITED

PROMOTER AND PROMOTER-GROUP	E-VOTING	6121881	88.62	6121881	0	0	100	0
	POLL	0	0	0	0	0	0	0
	POSTAL_BALLOT	0	0	0	0	0	0	0
	VENUE-VOTING	0	0	0	0	0	0	0
	SUB TOTAL							
PUBLIC-INSTITUTIONS	E-VOTING	6121881	88.62	6121881	0	0	100	0
	POLL	0	0	0	0	0	0	0
	POSTAL_BALLOT	0	0	0	0	0	0	0
	VENUE-VOTING	0	0	0	0	0	0	0
	SUB TOTAL							
PUBLIC-NON INSTITUTIONS	E-VOTING	1089206	46.39	1089206	0	0	100	#VALUE!
	POLL	0	0	0	0	0	0	0
	POSTAL_BALLOT	0	0	0	0	0	0	0
	VENUE-VOTING	0	0	0	0	0	0	0
	SUB TOTAL							
GRAND TOTAL		2348108	46.39	1089206	0	0	100	0
		9255390	77.89	7211087	0	0	100	0





Indus Finance Ltd

CIN : L65191TN1992PLC022317

E-mail : contact@indusfinance.com

28th September 2018

RESULTS OF VOTING AT THE GENERAL MEETING

The 27th Annual General Meeting of the Company was held at 11.00 a.m on 28th September, 2018 at The Music Academy, New No.168, T.T.K Road, Royapettah, Chennai-600 014.

Pursuant to the Provisions of Companies Act, 2013 and Regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided e-voting facility through CDSL platform to its members for voting on resolutions proposed in the AGM Notice E-voting commenced on 25th September 2018 at 9.00 a.m and ended 27th September 2018, 5.00 p.m

As per the requirements of Rule 20 of the Companies (Management & Administration Rules) 2014, as amended members who had not availed the e-voting facility were provided an opportunity to cast at the venue by poll.

Mr.R.Kannan was appointed as the scrutinizer for both e-voting and polling at the venue. The voting by the members through e-voting and by poll at the venue of the AGM has been consolidated and the scrutinizer has submitted his report. (Copy enclosed)

As per the Report of the scrutinizer all the resolutions proposed in the notice of the AGM have been duly passed with unanimously, details of which are furnished in the report.

For Indus Finance Limited

Bala V Kutti
Chairman
Encl: as above



RS R.KANNAN M.Com., GDMM., ACMA., F.C.S
Practicing Company Secretary
Trade Mark Agent
Ex - Insolvency Professional

SRI SANKARA GURUKRIPA ILLAM
No. 6A, 10th Street,
New Colony, Adambakkam,
Chennai - 600 088
E-mail : (Off) gkrkgram@yahoo.in
E-mail : (Per) : gkrkg@yahoo.in
Ph: 044 - 4355 9396

SCRUTINIZER'S REPORT FOR E VOTING AND POLL

[Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 ["the Act"], read with Rule 20, 21 and 22 of the Companies [Management & Administration] Rules, 2014 and other applicable provisions of the Act]

To

The Chairman
27th Annual General Meeting
INDUS FINANCE LIMITED
(Formerly known as Indus Finance Corporation Ltd)
(CIN: L65191TN1992PLC022317)
"Kothari Buildings",
4th Floor,
114, Mahatma Gandhi Salai,
Nungambakkam,
Chennai - 600 034

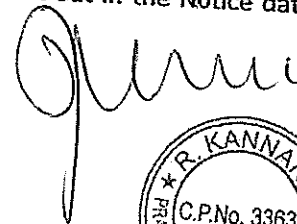

Dear Sir,

Sub: Passing of resolution through Electronic means [EVSN 170727004] as well as Poll conducted at the 27th Annual General Meeting of M/s. Indus Finance Limited held on 28th September 2018

I, R. Kannan, M.Com., GDMM., ACMA., FCS, Practicing Company Secretary having office at No.6A, 10th Street, New Colony, Adambakkam, Chennai – 600 088, Tamil Nadu, India was appointed as the Scrutinizer by the Board of Directors of M/s. Indus Finance Limited to scrutinize the voting and remote e-voting process which commenced on 25th September, 2018 at 9.00 a.m. and ended on 27th September, 2018 at 5.00 p.m. under the CDSL platform viz. www.evotingindia.com and the Poll held at the Annual General Meeting.

Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made there under in relation to exercising of voting rights through electronic means and Poll, on the Resolution(s) as set out in the Notice dated 30th May, 2018.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the E-voting process and the voting at poll at the Annual General Meeting is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolution(s) set out in the notice of Annual General Meeting, based on the reports generated from the e-voting system provided by the Central Depository Services [India] Limited (CDSL), the authorised agency engaged by the Company for providing e-voting facilities and also the ballot papers as received at the Annual General Meeting.

In view of the above, I hereby submit my consolidated report on the results of the e-voting together with that of the ballot in respect of the said resolution(s) as under:

ORDINARY BUSINESS:

ORDINARY RESOLUTIONS:

Item 1

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2018 and the Profit and Loss Account for the year ended on that date together with the report of the Directors' and Auditors' thereon.

VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	6	0	6121881	0	84.90	0
Public	2	0	1089206	0	15.10	0




VOTES CAST AGAINST THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	0	0	0	0	0	0
Public	0	0	0	0	0	0

Item 2

To appoint a Director in the place of Ms. Alice Chhikara (DIN:0088920) who retires by rotation and being eligible, offers herself for Re-appointment.

VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	6	0	6121881	0	84.90	0
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	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	0	0	0	0	0	0
Public	0	0	0	0	0	0



Item 3

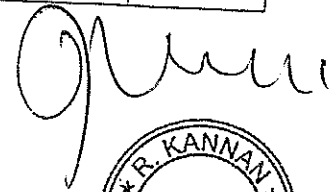
Appointment of M/s. V. Ramaratnam & Co, Chartered Accountants, Chennai as Auditors.

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the rules) (including any statutory modifications or re-enactments thereof for the time being in force) M/s. V. Ramaratnam & Co, Chartered Accountants, Chennai having (ICAI Firm Registration No. 002956S) who have offered themselves for re - appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of section 141 of the Act and Rule 4 of the Company Rules 2014, be and are hereby Re-appointed as statutory Auditors of the Company for the Company's Financial year 2018-19 to hold office from the conclusion of this Annual General Meeting of the Company until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imbusement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company."

VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	6	0	6121881	0	84.90	0
Public	2	0	1089206	0	15.10	0



VOTES CAST AGAINST THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	0	0	0	0	0	0
Public	0	0	0	0	0	0

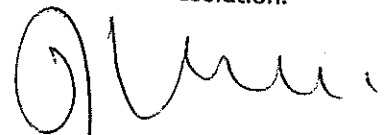
SPECIAL BUSINESS:

4. RE-APPOINTMENT OF Mr. BALA V KUTTI, (DIN NO: 00765036) AS WHOLE TIME DIRECTOR:

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act, 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 re-appointment of Mr. Bala V Kutti, (DIN No. 00765036) as the Executive Chairman of the Company for the period of 3 years with effect from 28.09.2018 to 27.09.2021 upon the terms and conditions set out in Explanatory Statement annexed to the Notice convening this Annual General Meeting, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Bala V Kutti."

"RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."



VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	6	0	6121881	0	84.90	0
Public	2	0	1089206	0	15.10	0


VOTES CAST AGAINST THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	0	0	0	0	0	0
Public	0	0	0	0	0	0

5. ALTERATION OF MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULES MADE THERE UNDER:

To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT the existing Memorandum of Association of the Company be and are hereby substituted by the new set of Memorandum of Association, in pursuant to the provisions of Section 4, 13 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Table A of the Schedule I of the Act."

[Handwritten Signature]


"RESOLVED FURTHER THAT the existing Articles of Association of the Company be and are hereby approved and substituted by the new set of Articles of Association, in pursuant to the provisions of Section 5, 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Table F of the Schedule I of the Act."


"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid alteration to the Memorandum of Association and Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution."

VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	6	0	6121881	0	84.90	0
Public	2	0	1089206	0	15.10	0

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PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	0	0	0	0	0	0
Public	0	0	0	0	0	0

[Handwritten Signature]


OS R.KANNAN M.Com., GDMM., ACMA., F.C.S

Practicing Company Secretary

Trade Mark Agent

Ex - Insolvency Professional

SRI SANKARA GURUKRIPA ILLAI

No. 6A, 10th Street

New Colony, Adambakkam

Chennai - 600 081

E-mail : (Off) gkrkgram@yahoo.in

E-mail : (Per) : gkrkg@yahoo.in

Ph: 044 - 4355 9396

The business transacted in item number 1,2,3,4 and 5 have been passed with requisite majority as ordinary resolution for Item 1,2,3 and as special resolution for Item 4 and 5.

The Outcome of the 27th Annual General Meeting may be declared accordingly based on the voting results as reported hereinabove.

Date: 28.09.2018

Place: Chennai



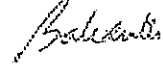
R. Kannan

Practicing Company Secretary

CP.No. 3363



Countersigned by Chairman



Bala Venckat Kutti

00765036