



NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 23rd 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 13th August 2014 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the audited Balance Sheet as at 31st March 2014 and the Profit & Loss account for the year ended on that date along with the Auditor's and Directors' Report thereon.
2. To appoint a Director in the place of **Mr. Bala V. Kutti**, (holding DIN 00765036), who retires by rotation and being eligible offers himself for re-appointment.
3. To declare dividend.
4. To appoint M/s. V. Ramaratnam & Co, Chartered Accountants, as Statutory Auditors.

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules, 2014 (including any statutory modification(s) and re-enactment thereof for the time being in force), and Clause 49 of the Listing Agreement, Dr. K.R. Shyamsundar, (DIN: 03560150), who was appointed as a Director and is liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 years up to the conclusion of the 28th Annual General Meeting AND THAT he shall not be liable to retire by rotation and on the terms and conditions as detailed in the Appointment Letter.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this Resolution."

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 31st July 2014 to 7th August 2014 (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**

Place: Chennai - 600 034.

Date: 30th May 2014.

K.K. Dinakar
Company Secretary

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5

Detailed Profile of the Independent Director viz. Dr. K.R. Shyamsundar is given in the Report on Corporate Governance and Members are requested to refer the same.

Further the Independent Director has submitted their declaration of independence, as required pursuant to Section 149(7) to the Companies Act, 2013 stating that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act. The respective appointee is not disqualified from being appointed as director in terms of Section 164 of the Act. However, pursuant to Section 149(4) and Section 152(2) of the Companies Act, 2013 read with Schedule IV to the said Act and all other applicable provisions, the appointee is to be appointed as Independent Director for a period of five consecutive years (not liable to retire by rotation). This Explanatory Statement may also be regarded as a disclosure pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges.

In the opinion of the Board, the Independent Director proposed to be appointed, fulfills the conditions in the Companies Act, 2013 and the rules made thereunder for his respective appointment as Independent Director and are independent of the Management of the Company.

The terms and conditions contained in the Draft Letter of Appointment to be issued to the Independent Director will be available for inspection at the Registered Office of the Company between 10.00 a.m and 12.30 p.m on all working days of the Company up to and including the day of the meeting and also on the Company's website.

Your Directors recommend the Resolution mentioned in Item No. 5 of the Notice for the approval of Members.

None of the Directors of the Company are interested or concerned or may be deemed to be interested or concerned in the resolution proposed at item no. 5 of the Notice, except in their capacity as shareholders of the Company.

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

Place: Chennai - 600 034.

Date: 30th May 2014.

K.K. Dinakar
Company Secretary



BRIEF PROFILE OF MR. BALA V. KUTTI

Bala V. Kutti, has over 23 years 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 Indus Financial Corporation Limited. 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 Dr. K.R. SHYAMSUNDAR

Dr K.R.Shyamsundar is an Indian Police Service Officer of 1977 batch of Tamil Nadu cadre. After serving for three-and-a-half decades both in Tamil Nadu and in the Centre, he retired on superannuation on 30th April 2012. During his tenure, he served as District Superintendent of Police Tuticorin, ADC to Governor, Deputy Commissioner of Police (Law & Order) South Chennai, DIG of Ramnad Range and Villupuram Range, Inspector General of Police, Economic Offences Wing Financial Institutions (CB CID), Director Fire & Rescue Services, Director General of Prisons, DGP & Director, Vigilance & Anti-Corruption, Tamil Nadu & as CMD & DGP, Tamil Nadu Police Housing Corporation Limited. No one in India is more experienced than Dr. K.R.Shyamsundar in the investigation of Bank Fraud cases and he has supervised 650 bank fraud cases including a dozen cases worth 100 Crores and more. He has been decorated with two President's Police Medal for his Meritorious and Distinguished Service and he was the youngest to be decorated with this honour. He is not a director in any other Companies except Indus Finance Corporation Ltd, and he holds NIL shares of this Company.



ANNEXURE TO THE NOTICE TO THE SHAREHOLDERS

1. Pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to its members in respect of the business to be transacted at the AGM scheduled to be held on Wednesday, August 13, 2014 at 11.00 a.m. with a request to follow the instructions for voting electronically as under:-

The voting period begins on 8th August 2014 at 9. a.m. and ends on 08th August 2014 at 6.00 p.m. During this period the shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date (record date of 6th June 2014) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case of member receiving e-mail:

- i. Log on to the e-voting website www.evotingindia.com during the voting period.
- ii. Click on "Shareholders"
- iii. Now, select "INDUS FINANCE CORPORATION LIMITED" from the drop down menu and click on "SUBMIT"
- iv. Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID.
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - c) Members holding shares in Physical form should enter Folio Number registered with the Company.
- v. Next enter the image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alphanumeric "PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) "Members who have not updated their PAN with the Company Depository Participant their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB #	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account of folio in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. # Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts they are eligible to vote provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For members holding shares in physical form the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN of "INDUS FINANCE CORPORATION LIMITED" on which you choose to vote.



- xi. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK' else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Note for institutional Shareholders
 - Institutional shareholders (i.e. other than individuals, HUF, NRI ect.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a Corporate user who would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - In case you have any queries or issues regarding e-voting you may refer the Frequently Asked Questions ("FAQ") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

The Company has appointed Mr.R. Kannan, Practicing Company Secretary, Chennai (C.P. No. 3363 to act as scrutinizer for conducting the electronic voting process in a fair and transparent manner.

In case of members receiving the physical copy, please follow all steps from sl. No. (i) to sl. No. (xix) above to cast vote.

- The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 06th June 2014.
- A copy of this Notice has been placed on the website of the Company and the website of CDSL.
- The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman. The Results declared along with the Scrutinizer's Report shall be placed on the Company's / CDSL's website within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Bombay Stock Exchange Limited.

BY ORDER OF THE BOARD
For INDUS FINANCE CORPORATION LTD

Place: Chennai - 600 034.

Date: 30th May 2014.

K.K. Dinakar
Company Secretary