

28th ANNUAL REPORT 2018-19



INDUS FINANCE LIMITED



INDUS FINANCE LIMITED

BOARD OF DIRECTORS

1. Mr. BALA V KUTTI	-	CHAIRMAN
2. Mr. NIRANJAN R JAGTAP	-	INDEPENDENT DIRECTOR
3. Dr. K.R. SHYAMSUNDAR	-	INDEPENDENT DIRECTOR
4. Ms. ALICE CHHIKARA	-	DIRECTOR

COMPANY SECRETARY

K.K. DINAKAR

AUDITORS **STATUTORY**

M/s. V. RAMARATNAM & CO.
CHARTERED ACCOUNTANTS

Address :

26, 4th Street, Abhirama Puram,
Chennai - 600 018.

Email : admin@vramaratnam.com

INTERNAL

S. VASUDEVAN & ASSOCIATES
CHARTERED ACCOUNTANTS

Address:

B1-H2 Newtech Indira, Jafferkanpet,
Ashok Nagar, Chennai- 600 083.

Email : vaudev@yahoo.com

BANKERS

DCB BANK LIMITED

AXIS BANK LIMITED

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



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NOTICE

Notice is hereby given that 28th Annual General Meeting of **Indus Finance Limited** having CIN:L65191TN1992PLC022317 will be held at **The Music Academy, New No. 168, T.T.K. Road, Royapettah, Chennai - 600 014 on Thursday, 19th September, 2019 at 11:00 AM** to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in the place of **Ms. Alice Chhikara** (having Director Identification No. 00088920) who retires by rotation and being eligible offers herself for re-appointment.
3. Appointment of 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 2019-20 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 any tax and re-imbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

SPECIAL BUSINESS:

4. RE-APPOINTMENT OF Dr.K.R.SHYAMSUNDAR, (DIN:03560150) AS AN INDEPENDENT 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr.K.R.Shyamsundar, (DIN:03560150), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an independent Non-Executive Director of the company to hold office for second term of five consecutive year with effect from the conclusion of this Annual General Meeting until the conclusion of 33rd Annual General Meeting and whose office shall not be liable to retire by rotation”

“RESOLVED FURTHER THAT any Director and / or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.



NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/ HER SELF 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 **13.09.2019 to 19.09.2019** (both days inclusive)
7. The Explanatory statement pursuant to Sec 102 of the companies Act, 2013 setting out all the material facts concerning item No.4 is annexed herewith.
8. Members whose shareholding is in the electronic mode are requested to inform change of address notifications and updates of saving bank account details to their respective Depository participant(s). Members are encouraged to utilize the Electronic Clearing system (ECS) for receiving dividends.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. Soft copies of the Annual Report are being sent to all the members who have registered their e-mail addresses with their Depository Participants. However, if any member requires a hard copy, they may make a request in writing to the company secretary in this regard.
10. 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.
11. 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.
12. Information regarding the Directors proposed to be reappointed pursuant SEBI (LODR) Regulations, 2015 is annexed.
13. 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 **19th September 2019 Thursday, at 11:00 am** with a request to follow the instructions for voting electronically as under:-

The voting period begins on **16th September 2019 at 9:00 a.m.** and ends on **18th September 2019 at 5:00 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 12th September 2019**) 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 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.
- vi. If you are a first time use follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alphe-numeric “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 cutoff 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 LIMITED” on which you choose to vote.
- xii. 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.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.



- xvi. You can also take out print of the voting done by you by clicking on "click here to print" option on the Voting page.
- xvii. 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.
- Non-individual shareholders (i.e. other than individual HUF, NRI, etc) and (corporate / custodians) 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 contact company secretary Mr.K.K.Dinakar on 044-28330867 or contact@indusfinance.in
 - 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. (xvii) 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 **12th September, 2019**.
 - A copy of this Notice has been placed on the website of the Company and the website of CDSL
14. The Scrutinizer shall within a period not exceeding two (2) 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 or a person authorized by him in writing will disclose the results forthwith. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.indusfinance.in, CDSL website and the same will also be communicated to the Stock Exchange.
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on **12th September, 2019**.

Members who did not cast their vote through e-voting during the e-voting period shall be allowed to cast their vote at the AGM through ballot paper. Members who have voted through e-voting can attend the meeting but cannot vote again through ballot paper at AGM.

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

Place: Chennai - 600 034.
Date: 30th May 2019

K.K. Dinakar
Company Secretary



ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4: Re-Appointment of Dr.K.R.Shyamsundar, as an Independent Director

Dr.K.R.Shyamsundar was appointed as an Independent Director of the Company by the members at the 23rd AGM of the Company held on 13th August, 2014 to hold the office for five years until the conclusion of the 28th AGM of the company.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing a special resolution by the company for another term of upto five consecutive years on Board of a Company being eligible he offers himself for re-appointment.

Your Directors recommend the Resolution mentioned in Item No.4 of the Notice for the approval of Members.

None of the Directors of the Company is concerned or interested or may deemed to be concerned or interested in the resolution set out at Item No. 4 of the Notice, except in their capacity as shareholders of the Company.

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 Center, 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 Rs.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 honor.

BRIEF PROFILE OF Ms. ALICE CHHIKARA

Ms. Alice Chhikara, has over 16 years' experience in Investment, Asset Management and Corporate Finance. She has gained rich experience while working with globally renowned financial institutions such as Deutsche Bank. She has been involved in investment and management of Renewable Energy Assets. She led the Asia operations of a London headquartered Investment Banking Boutique focused of raising capital for mid-sized Asian companies. She has extensive experience in capital reorganization, refinancing and restructuring. She holds a degree in Banking & Finance from London School of Economics & Political Science.



REPORT OF THE DIRECTORS AND MANAGEMENT DISCUSSIONS AND ANALYSIS OF INDUS FINANCE LIMITED

To
The Members

Your Directors are pleased to present this 28th Annual Report of the Company together with the Audited Accounts for the year ended 31st March 2019

FINANCIAL HIGHLIGHTS AND PERFORMANCE (₹. in Million)

PARTICULARS	2018-19	2017-18
Income from Operations	13.57	14.44
Other Income	10.57	7.60
Gross Receipts	24.14	22.04
Expenses	21.14	20.64
Depreciation & Amortization	0.23	0.19
Total Expenses	21.37	20.84
PBT	2.77	1.19
TAX	0.85	0.37
PAT	1.92	0.82
Proposed Dividend/Dividend	Nil	Nil
Proposed Dividend Tax/Dividend Tax	Nil	Nil
Transfer to Statutory Reserve	(0.38)	(0.16)

FINANCIAL PERFORMANCE

During the period under review, your Company's total revenue increased marginally due to profit on sale of Assets and thereby increased the profits to 1.92 Mn. from 0.82 Mn. The Company is taking efforts to realise the overdue receivables. Accordingly, the management does not consider it necessary to write off any amount. In view of inadequacy of profit your company is not in a position to recommend dividend for the year under review.

MARKET SCENARIO:

Backed by its strong democracy and partnerships, stable political system, India has retained the label as the fastest growing major economy in the world. India has retained its position as the third largest start-up base in the world with over 4,750 technology start-ups. India's GDP is estimated to have increased by 7% during 2018-19. Besides trying to give boost to the contribution made by the manufacturing sector under the 'Make India Initiative', the Government of India also tried to push "Digital India Initiative" focuses on creation of Digital Infrastructure, Digital Delivery of services and improvement in Digital literacy. Despite certain remarkable initiatives like Universal household electrification, National Policy on Software Products with an intention to develop the country as a software hub, Agricultural Policy with an aim to double the agricultural exports and in turn to increase the farmers income, Pradhan Mantri Awas Yojana and Prime Minister's Employment Generation Programme (PMEGP), the financial market in general moved forward with a timid speed. Data from Central Statistics Office (CSO) showed that India's economic growth rate slowed to five-year low of 5.8 per cent during January-March quarter of 2018-19. The setbacks were attributed to the increasing NPA & debt default in the Banking as well as NBFC sector coupled with temporary Asset-Liability mismatch. The NBFC sector having a size of around 15% of the commercial bank's combined balance sheet has been an alternative source of funds to the commercial sector. The liquidity crunch in the NBFC sector had resulted in NBFCs pulling back from liberal credit expansion. This has resulted in sharp slowdown of credit to small business and real estate sector which have traditionally depended on NBFCs for



loans. Therefore, the growth rate of the economy has weakened mainly due to poor performance in the farm sector as well as in the manufacturing sector.

ROAD AHEAD

The inherent strength of the NBFC sector, coupled with the Regulator's continuing vigil on the regulatory and supervisory front, will ensure that the growth of the sector is sustained, and liquidity fears are allayed. However, it is likely that the withdrawal of large NBFCs from lending would result in a slowdown of the growth temporarily in the FY 2019-20, though the Banks are likely to pick up some of the suitable credit proposals. With the interest rate declining it is expected that the consumer demand for credit would pick up soon. The gradual improvement in liquidity situation indicates that stabilization is on the cards over the next few months. However, this cannot be taken as granted. Funds will be available to only those NBFCs who are solvent and have high creditworthiness. The major concern for the NBFCs in the current fiscal will be a tepid growth of the loan book. The sector is expected to grow at a significantly slower pace and the growing NPA is likely to be a cause to worry.

However, despite all the negative trend & narrative, with their underwriting skill and inculcating financial discipline among the borrowers, many NBFCs are sure to overcome the difficulty faced by the sector and play important & critical role in the development of the economy. After all they account for almost 15% of the incremental credit in the economy despite being less leveraged than the Banks.

OPPORTUNITIES & THREATS

The Non-banking Financial Companies (NBFCs) in India have embraced massive transformation over the past few years and play a vital role in the escalation of the Indian financial system. Having registered a year-on-year growth of more than 20%, NBFCs continue to maintain market dominance in lending space. With the regulatory norms still becoming more stringent healthy and creditworthy NBFCs have large scope to perform better in the coming years. The fast-improving Insolvency & Bankruptcy Act also becoming handy for the resolution of large borrowal accounts. The faster resolution of bad debts is creating a cleaner atmosphere and bringing in more and more lending opportunities to NBFCs. However, the real threat lies in maintaining the quality of the portfolio and complying with the regulatory norms. In addition, the growth of farm sector as well as the industrial sector has direct impact on the performance of the large NBFCs. With changes proposed in the auto policy the demand for four wheelers and commercial vehicles in the current fiscal may not be that attractive and this will have adverse impact on certain NBFCs having more concentration on financing these sectors. Failure of some large NBFCs and the present liquidity crunch will also have adverse effect on the ease of doing business and thus there will be stress on the profitability.

RISKS & CONCERNS:

One of the biggest risks NBFCs took during the last couple of years is stepping into the space vacated by the capital constrained Public Sector Banks despite the "Credit Risk Perception" increasing constantly. Poor risk management has resulted in frauds taking place in some large NBFCs with investors developing cold feet for fresh funding for the entire sector. The failure of these large NBFCs is a real concern for the growth of the sector and even for the survival of some of the weak NBFCs.

Every Institution in the financial sector is bound to be subjected to all the risk associated with the sector. Your company is also subjected to both internal and external risks. Your company has suitable policies in place to manage the interest, liquidity, market and credit risk. The cautious wait & watch approach adapted by the Company for the last couple of years has enabled us to survive the vulnerable market conditions. Your company wishes to have the same approach for the current fiscal also.



DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

The Debtors Turnover ratio was better by around 387% as compared to the previous financial year. The positive variance is on account of accrued interest income.

There is no interest income during the financial year under review.

The current ratio is less by 77% as compared to the previous financial year. The negative variance is due to increase in tax which resulted in increase in current liability.

The operating profit and Net profit was better by around 104% and 133% respectively as compared to the previous financial year. The positive variance is on account of increase in other income of the company.

DETAILS OF CHANGE IN RETURN ON NET WORTH

Return on Net worth was 0.5% for 2017-18 and 1.15% for 2018-19.

NUMBER OF MEETINGS OF BOARD

Indus Finance Ltd, held 4 Board Meetings during the year ended 31st March 2019. These were on 30th May 2018, 13th August 2018, 8th November 2018 and 12th February 2019.

DIRECTORS

Ms. Alice Chhikara is retiring in the forth-coming 28th AGM of the company and being eligible offers herself for re-appointment.

Dr.K.R.Shyamsundar was appointed as Independent Director to hold the office for 5 consecutive years untill the conclusion of the 28th AGM of the company. Pursuant to the provisions of the Act, based on the recommendation of the NRC, the Board recommends for the approval of the members through special resolution at the ensuing AGM reappointment of Dr.K.R.Shyamsundar as Independent Director for another 5 consecutive years from conclusion of this AGM untill the conclusion of 33rd AGM of the company.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS' UNDER SECTION 149 (6) OF COMPANIES ACT 2013

The Company has obtained declaration from the Independent Directors that they meet the criteria of independence as provided in section 149 (6) of the Companies Act 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, the Board of Directors hereby state that;

1. In the presentation of the Annual accounts, applicable standards have been followed and there are no material departures.
2. The Directors have selected such accounting policies and apply them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2019 and profit for the Company for the year ended 31st March 2019.
3. The Directors have taken proper and sufficient care in the maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors have prepared the annual accounts on a going concern basis.
5. The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively and
6. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



AUDIT COMMITTEE

The details are furnished under Corporate Governance Report (CGR) annexed to this Report. All the recommendations of the Committee were accepted by the Board.

POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The details are available in the website of the Company at www.indusfinance.com

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct as per the Guidelines issued by the Securities and Exchange Board of India for prevention of insider trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

The Board of Directors and the designated employees have confirmed compliance with the Code.

DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR

There is no appointment or resignation of Directors and Key Managerial Personnel of the Company during the year under review.

However Mr.N Bhaskara Chakkera has been appointed as Chief Executive Officer (CEO) with effect from 30th May, 2019.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS

Detailed information is provided in respect of loans under long term loans and advances in notes No.9 of Notes forming part of the financial statements, similarly detailed information is provided under Non-Current Investments in Note No.8 of Notes forming part of the financial statements. As regards guarantee, the Company has not provided any guarantee to any person or Bodies Corporate.

BUSINESS RISK MANAGEMENT

The details are available in the website of the Company at www.indusfinance.com

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and LODR Regulations, 2015 the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of Individual Directors including the Chairman of the Board. The evaluation was on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its shareholders etc. The performance evaluation of the independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non independent Directors was carried out by the Independent Directors and vice versa. The Directors expressed their satisfaction with the evaluation process.

DEPOSITS

During the year under review the company has not accepted any deposits from the public within the ambit of Section 73 of The Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.



DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY ANY COURTS DURING THE UNDER REVIEW:

None

VIGIL MECHANISM

As required under Section 177 of companies Act, 2013 (the Act) and Regulation 22 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the Company has established a vigil mechanism for directors and employees to report genuine concerns through the whistle blower policy of the Company as published in the website of the Company. As prescribed under the Act and the Listing Regulations, provision has been made for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

FINANCIAL STATEMENTS OF THE SUBSIDIARY COMPANY IF ANY

None

INDUSTRIAL RELATIONS AND PARTICULARS OF EMPLOYEES

As of 31st March 2019, Your Company has 8 employees on its rolls. The employees will be inducted in to permanent services of the Company after training to fill up vacancies as when arises. Your company has not issued any shares under Employees' Stock Option Scheme during the year under review.

VARIATIONS IN THE MARKET CAPITALISATION OF THE COMPANY, PRICE EARNINGS RATIO AS AT THE CLOSING DATE OF THE CURRENT FINANCIAL YEAR AND PREVIOUS FINANCIAL YEAR

Particulars	March 31, 2019	March 31, 2018	% Change
Market Capitalization (Rs.)	12,49,87,050/-	12,45,24,135/-	0.37%
Price earnings ratio	64.29	149.44	(56.98)%

PERCENTAGE OF INCREASE OR DECREASE IN THE MARKET QUOTATION OF THE SHARES IN COMPARISON TO THE RATE AT WHICH THE COMPANY CAME OUT WITH THE LAST PUBLIC OFFER

Price of public offer Rs. 30/- Market price as on 31.03.2019, Rs. 13.50/- difference (Rs. 16.50) (55%)

CORPORATE GOVERNANCE

Your Company has complied with the requirements regarding Corporate Governance as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 entered in with the Stock exchanges where the Company's shares are listed. A Report on the Corporate Governance in this regard is made as a part of this Annual Report and a certificate from the Auditors of your Company regarding compliance of the conditions of the Corporate Governance is attached to this report.

LISTING OF EQUITY SHARES

Your Company's equity shares are continued to be listed on the Bombay Stock Exchange Ltd, Mumbai during the year under review.

AUDITORS

M/s.V. Ramaratnam & Co. retires at the conclusion of this Annual General Meeting and are eligible for re-appointment.

EXTRACT OF ANNUAL RETURN

As provided in Sec 92 (3) of the Act the extract of annual return is given in Annexure (1) of this report in the format Form MGT-9, which forms part of this report.



TRANSACTIONS WITH RELATED PARTIES

Detailed information is provided with respect to the list of Related Parties and transactions with them are provided in Note No. 17.4 of Notes forming part of the financial statements and also in the Form No. AOC-2, under Annexure (2).

SECRETARIAL AUDIT REPORT

Mr. R. Kannan PCS is the Secretarial Auditor of the company for the year under review and his report is attached with this report in Form No. MR-3, under Annexure (3).

ADEQUACY OF INTERNAL CONTROL

Your Company has effective and adequate internal control systems in combination with delegation of powers. The control system is also supported by internal audits and management reviews with documented policies and procedures.

M/s. S. Vasudevan & Associates are the Internal Auditors who continuously monitor and strengthen the financial control procedures in line with the growth operations of the Company.

PARTICULARS REQUIRED UNDER SECTION 134 OF THE COMPANIES ACT, 2013 AND COMPANIES (ACCOUNTS) RULES 2014

The particulars required to be given in terms of section 134 of the Companies Act, 2013 and Companies (Accounts) Rules, 2014, regarding conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Foreign Exchange outgo are not applicable to Your Company.

ACKNOWLEDGEMENT

The Directors wish to place on record their sincere thanks and gratitude to all its Shareholders, Bankers, State Governments, Central Government and its agencies, statutory bodies and customers for their continued co-operation and excellent support extended to the Company from time to time.

Your Directors place on record their utmost appreciation for the sincere and devoted services rendered by the employees at all levels.

DISCLAIMER

The management Discussion and Analysis contained herein is based in the information available to the Company and assumptions based on experience in regard to domestic and global economy, on which the Company's performance is dependent. It may materially influence by changes in economy, government policies, environment and the like, on which the Company may not have any control, which could impact the views perceived or expressed herein.

**FOR AND ON BEHALF OF THE BOARD OF
INDUS FINANCE LTD.,**

Place: Chennai - 600 034

Date: 30th May 2019

Bala V Kutti

Director



ANNEXURE I
EXTRACT OF ANNUAL RETURN
as on the financial year ended 31st March 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

FORM NO. MGT-9

I. REGISTRATION AND OTHER DETAILS:

CIN	L65191TN1992PLC022317
Registration Date	11.03.1992
Name of the Company	INDUS FINANCE LIMITED
Category / Sub-Category of the Company	Company limited by shares / Indian – non Government Company
Address of the Registered office and contact details	No.114, Kothari Building, IV Floor, M.G. Road, Nungambakkam, Chennai – 600 034.
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Cameo Corporate Services Limited “Subramanian Buildings”, No. 1, Club House Road, Chennai- 600 002.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Finance	(6499) Finance	56.21
2	Sale of Electricity	(3510) Power	43.79

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Not Applicable

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	% Change during the year
A. Shareholding of Promoter & Promoter group									
1. Indian									
A. Individuals/HUF	3023697	0	3023697	32.6593	3023697	0	3023697	32.6593	0.0000



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
B. Central Government/ State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
C. Bodies Corporate	3884295	0	3884295	41.9547	3884295	0	3884295	41.9547	0.0000
D. Financial Institutions/ Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
E. Any Other									
Sub - Total (A)(1)	6907992	0	6907992	74.6140	6907992	0	6907992	74.6140	0.0000
2. Foreign									
A. Individuals (non- Resident Individuals/ Foreign Individuals)	0	0	0	0.0000	0	0	0	0.0000	0.0000
B. Bodies Corporate	0	0	0	0.0000	0	0	0	0.0000	0.0000
C. Institutions	0	0	0	0.0000	0	0	0	0.0000	0.0000
D. Qualified Foreign Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
E. Any Other									
Sub - Total (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
Total Share Holding Of Promoter And Promoter Group (A) = (A)(1)+(A)(2)	6907992	0	6907992	74.6140	6907992	0	6907992	74.6140	0.0000
B. Public Shareholding									
1. Institutions									
A. Mutual Funds/UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000
B. Financial Institutions/ Banks	0	2200	2200	0.0237	0	2200	2200	0.0237	0.0000
C. Central Government/ State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
D. Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
E. Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
F. Foreign Institutional Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
G. Foreign Venture Capital Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
H. Qualified Foreign Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
I. Any Other									
Sub - Total (B)(1)	0	2200	2200	0.0237	0	2200	2200	0.0237	0.0000
2. Non-institutions									
A. Bodies Corporate	873757	0	873757	9.4375	859679	0	859679	9.2854	-0.1520
B. Individuals -									
I. Individual Shareholders Holding Nominal Share Capital Upto Rs. 1 Lakh	256409	22402	278811	3.0114	257655	22402	280057	3.0249	0.0134
II. Individual Shareholders Holding Nominal Share Capital In Excess of Rs. 1 Lakh	1138189	0	1138189	12.2937	1150514	0	1150514	12.4268	0.1331
C. Qualified Foreign Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
D. Any Other									
Hindu Undivided Families	57051	0	57051	0.6162	0	0	0	0.0000	-0.6162
Non Resident Indians	300	0	300	0.0032	805	0	805	0.0086	0.0054
Resident HUF	0	0	0	0.0000	57053	0	57053	0.6162	0.6162
Others	57351	0	57351	0.6194	57858	0	57858	0.6249	0.0054
Sub - Total (B)(2)	2325706	22402	2348108	25.3621	2325706	22402	2348108	25.3621	0.0000
Total Public Shareholding (B) = (B)(1)+(B)(2)	2325706	24602	2350308	25.3859	2325706	24602	2350308	25.3859	0.0000
Total (A)+(B)	9233698	24602	9258300	100.0000	9233698	24602	9258300	100.0000	0.0000
C. Shares Held By Custodians and Against Which Depository Receipts Have Been Issued									
Promoter And Promoter Group	0	0	0	0.0000	0	0	0	0.0000	0.0000
Public	0	0	0	0.0000	0	0	0	0.0000	0.0000
Total Custodian (C)	0	0	0	0.0000	0	0	0	0.0000	0.0000
Grand Total (A)+(B)+(C)	9233698	24602	9258300	100.0000	9233698	24602	9258300	100.0000	0.0000



ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year		
	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares
K.V.BALA HUF	780000	8.42	-	780000	8.42	-
BALA VENCKAT KUTTI	1458511	15.75	-	1458511	15.75	-
K.S.RAVINDRANATH	1586	0.02	-	1586	0.02	-
K.B.PRATHADEVI	783600	8.46	-	783600	8.46	-
LOYAL CREDIT & INVESTMENTS LTD	1133800	12.25	-	1133800	12.25	-
INDUS CAPITAL PVT. LTD	50000	0.54	-	50000	0.54	-
IND ECO VENTURES LTD	2700495	29.17	-	2700495	29.17	-
Total	6907992	74.61	-	6907992	74.61	-

iii) Change in Promoters' Shareholding (Please specify, if there is no change)

Shareholding at the beginning of the year			Cumulative Shareholding during the year	
Name of the Share Holders	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year				
Date wise increase/Decrease in promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. Allotment/transfer/bonus/sweat equity etc.)	There is no change in promoters' shareholding from 01.04.2018 to 31.03.2019			
At the end of the year				

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

		Shareholding at the beginning of the year		Cumulative Shareholding during the year			
Sl. No.	Name of the Share Holders	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	FOLIO/DP_CL_ID	PAN
1	COMMENDAM INVESTMENTS PRIVATE LIMITED At the beginning of the year 01-Apr-2018 At the end of the Year 30-Mar-2019	721806 721806	7.7963 7.7963	721806 721806	7.7963 7.7963	'IN30169610546965	AABCC8543N
2	K K GOVINDA MOORTHY At the beginning of the year 01-Apr-2018 At the end of the Year 30-Mar-2019	367400 367400	3.9683 3.9683	367400 367400	3.9683 3.9683	'IN30154917198315	ADRP4049H



Sl. No.	Name of the Share Holders	Shareholding at the beginning of the year		Cumulative Shareholding during the year		FOLIO/DP_CL_ID	PAN
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company		
2	K K GOVINDA MOORTHY At the beginning of the year 01-Apr-2018 At the end of the Year 30-Mar-2019	2 2	0.0000 0.0000	2 2	0.0000 0.0000	'IN30021411157380	ADRP4049H
3	ARVIND SHAH At the beginning of the year 01-Apr-2018 At the end of the Year 30-Mar-2019	80728 80728	0.8719 0.8719	80728 80728	0.8719 0.8719	'1302590001317166	AAPPS5253A
4	JAINAM SHARE CONSULTANTS PVT. LTD - COLLATERAL ACCOUNT At the beginning of the year 01-Apr-2018 At the end of the Year 30-Mar-2019	43850 43850	0.4736 0.4736	43850 43850	0.4736 0.4736	'1204150000007808	AABCJ3918N
5	RAHUL GUPTA At the beginning of the year 01-Apr-2018 Sale 13-Apr-2018 Purchase 29-Mar-2019 At the end of the Year 30-Mar-2019	40000 -40000 40000 40000	0.4320 0.4320 0.4320 0.4320	40000 0 40000 40000	0.4320 0.0000 0.4320 0.4320	'IN30148510070679	AEKPG9424J
6	JIGISHA PRAVINCHANDRA SHAH At the beginning of the year 01-Apr-2018 At the end of the Year 30-Mar-2019	38753 38753	0.4185 0.4185	38753 38753	0.4185 0.4185	'IN30061010431753	ALWPS7330Q
7	AMRITA V SHAH At the beginning of the year 01-Apr-2018 At the end of the Year 30-Mar-2019	36504 36504	0.3942 0.3942	36504 36504	0.3942 0.3942	'IN30281411077186	ACRPV2658N
8	NILESHBHAI ARVINDKUMAR SHAH At the beginning of the year 01-Apr-2018 At the end of the Year 30-Mar-2019	33000 33000	0.3564 0.3564	33000 33000	0.3564 0.3564	'1202970000188237	AQSPS7141L
9	BONANZA PORTFOLIO LTD At the beginning of the year 01-Apr-2018 Sale 26-Oct-2018 At the end of the Year 30-Mar-2019	30200 -30200 0	0.3261 0.3261 0.0000	30200 0 0	0.3261 0.0000 0.0000	'IN30147710000096	AAACB0764B
10	PURSHOTTAMBHAI SHANKARBHAI PATEL At the beginning of the year 01-Apr-2018 At the end of the Year 30-Mar-2019 NEW TOP 10 AS ON (30-Mar-2019)	27500 27500	0.2970 0.2970	27500 27500	0.2970 0.2970	'1201370000348300	ACMPP2066K
11	C M GOENKA STOCK BROKERS PRIVATE LIMITED At the beginning of the year 01-Apr-2018 Purchase 02-Nov-2018 At the end of the Year 30-Mar-2019	0 30215 30215	0.0000 0.3263 0.3263	0 30215 30215	0.0000 0.3263 0.3263	'1208490000000022	AACCC6274D



v) Shareholding of Directors and Key Managerial Personnel

For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Directors Mr.Bala V Kutti,Chairman				
At the beginning of the year	1458511	15.75	1458511	15.75
There is no change in Directors' Shareholding from 01.04.2018 to 31.03.2019				
At the end of the year	1458511	15.75	1458511	15.75
Mr.Niranjan R Jagtap, Director				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-
Dr. K.R. Shyamsundar, Director				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-
Ms. Alice Chhikara, Director				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-
Mr. K.K. Dinakar, Company Secretary				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-
Mr.Kannappan,CFO				
At the beginning of the year	-	-	-	-
At the end of the year	-	-	-	-

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in crores)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness (Rs. in Crores)
Indebtedness at the beginning of the financial year				
i) Principal Amount	13.43	-	-	13.43
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	13.43	-	-	13.43
Change in Indebtedness during the financial year				
Addition	0.25	-	-	0.25
Reduction	9.26	-	-	9.26
Net Change	(9.01)	-	-	(9.01)
Indebtedness at the end of the financial year		-	-	
i) Principal Amount	4.42	-	-	4.42
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	4.42	-	-	4.42



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Mr. Bala V Kutti Exe. Chairman	Total Amount (Rs. in Lakhs)
	Gross Salary		
1	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	30.00	30.00
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-
2	Stock Options	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	as % of profit	-	-
	others, specify		
	i Deferred bonus (pertaining to the current financial year payable in 2018)		
	ii Retrials	-	-
	Total (A)	30.00	30.00

B. Remuneration to other Directors:

1. Independent Directors

Sr. No.	Particulars of Remuneration	Name of Director		Total Amount (Rs. in Lakhs)
		Dr. K. R. Shyamsundar	Mr. Niranjana R Jagtap	
1	-Fee for attending Board/Committee Meetings	0.60	0.60	1.20
2	-Commission	-	-	-
3	-Others, please specify	-	-	-
	Total (B)(1)	0.60	0.60	1.20



2. Other Non-Executive Director

Sr. No.	Particulars of Remuneration	Name of Director Ms. Alice Chhikara	Total Amount (Rs. in Lakhs)
1	Fee for attending Board/Committee Meetings	0.30	0.30
2	Commission	-	-
3	Others, please specify	-	-
	Total (B)(1)	0.30	0.30

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr.V. Kannappan Chief Financial Officer	Mr. K.K.Dinakar Company Secretary & Head Compliance	Total Amount (Rs. in Lakhs)
	Total	14.15	-	14.15

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

There were no penalties / punishment / compounding of offences during the year ended 31st March, 2019.



ANNEXURE 2
FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2019, which were not at Arm's length basis.

2. Details of contracts or arrangements or transactions at Arm's length basis.

Nature of Related Party	Nature of Relationship	Salient Terms	Amount (in Rupees)
Indowind Energy Limited	Associate	Power share	87,92,087
Balance as at the end of the year			
Ind Eco Ventures Ltd	Associate	Long Term Borrowings	8,86,86,167
Bekae Properties Pvt Ltd	Associate	Long term Loans and advances	24,00,000
Indowind Energy Ltd	Associate	Non-current investments	5,74,60,875
Indonet Global Ltd	Associate	Non-current investments	1,11,44,400
Bekae Properties Pvt Ltd	Associate	Non-current investments	1,50,00,000
Ind Eco Ventures Limited	Associate	Non-current investments	3,24,930
Indus Nutri Power Pvt Ltd	Associate	Non-current investments	12,50,000



ANNEXURE 3
FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
Indus Finance Limited
Kothari Buildings, 4th Floor,
114 MG Road,
Nungambakkam,
Chennai- 600034

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Indus Finance Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on corporate government issued by statutory bodies and My verification of **M/s Indus Finance Limited's** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **March 31, 2019** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s Indus Finance Limited** ("the Company") for the financial year ended on **March 31, 2019** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (vi) The other laws as may be applicable specifically to the company in our opinion
 - (a) Reserve Bank of India Act, 1934



I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with the Stock Exchanges in India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

I report that there were no actions / events in pursuance of

- (a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

No specific violations in respect of Tax laws came to the notice of the undersigned from the review of the said check list. However, I report that I have not carried out the audit with reference with the applicable financial laws, such as the Direct and Indirect Tax Laws, as same falls under the review of statutory audit and other designed professionals.

I have also examined compliance with the applicable clauses of the following:

- I. Secretarial standards on the meetings of the board of directors (SS-1) and General Meeting (SS-2) issued by the institute of Company Secretaries of India (ICSI).
- II. The Listing Agreement entered into by the company with the Bombay Stock Exchange (BSE).

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that during the audit period, the Company had the following events /actions having a bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Place: Chennai

Date: 30th May 2019

R Kannan

Practicing Company Secretary

FCS No: 6718

C P No: 3363



**SECRETARIAL AUDIT REPORT
OR THE FINANCIAL YEAR ENDED MARCH 31, 2019**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Indus Finance Limited
Kothari Buildings, 4th Floor,
114 MG ROAD,
Nungambakkam,
Chennai- 600034.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records.
3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the company.
4. Wherever required, we have obtained the Management representation about compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of the corporate laws and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Chennai
Date: 30th May, 2019

Signature:
R Kannan
Practicing Company Secretary
FCS No: 6718
C P No: 3363



REPORT ON CORPORATE GOVERNANCE OF INDUS FINANCE LTD

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 Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

1) COMPANY'S PHILOSOPHY ON CODE OF 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:

2) COMPOSITION OF THE BOARD

The company has complied with the corporate governance norms in terms of constitution of the board. The Board comprises of 4 Directors and their details are given in Table 1.

a) NUMBER OF BOARD MEETINGS

Indus Finance Ltd held 4 Board Meetings for the year ended 31st March 2019. These were on 30th May 2018, 13th August 2018, 8th November 2018 and 12th February 2019.

b) DIRECTORS' ATTENDANCE RECORD AND DIRECTORSHIP HELD

Table 1.

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	Chairman	4	3	Yes	<ul style="list-style-type: none"> ➤ M/s.Ind Eco Ventures Ltd., ➤ M/s.Indowind Energy Ltd., ➤ M/s.Indonet Global Ltd., ➤ M/s.Loyal Credit & Investments Ltd., ➤ M/s. BVK Agri Producers Company Ltd., ➤ M/s. Ever On Power Ltd., ➤ Quantum Ltd
Mr. Niranjana R Jagtap	Independent Director	4	4	Yes	<ul style="list-style-type: none"> ➤ M/s.Indowind Energy Ltd., ➤ M/s.Ind Eco Ventures Ltd., ➤ M/s. BVK Agri Producers Company Ltd ➤ Skyline Millars Ltd., ➤ M/s. Ever On Power Ltd., ➤ Quantum Ltd



Name	Designation	Board Meetings held during the year	Board Meetings attended during the year	Whether attended last AGM	Other Directorship (in Public Limited Companies)
Dr. K.R. Shyamsundar	Independent Director	4	4	No	➤ M/s.Indowind Energy Ltd.,
Ms. Alice Chhikara	Non Independent Director	4	4	Yes	➤ M/s.Indowind Energy Ltd.,

None of the Directors is a member of more than 10 Board-level committees, or Chairman of more than five such committees, as prescribed under Regulation 26 of (Listing obligations and Disclosure Requirements) SEBI 2015.

c) Details of the Directorships and Membership/Chairmanship of Committees of each director in other Listed Companies as on 31st March, 2019:

Name of the Director	Director in listed entity	Category	Committees	
			Membership	Chairmanship
Mr. Bala V Kutti	M/s.Indowind Energy Ltd.,	Non Executive Director	1	0
	M/s. Indus Finance Ltd.,	Executive Director	1	0
Mr. Niranjan R Jagtap	M/s.Indowind Energy Ltd.,	Independent Director	3	3
	M/s. Skyline Millars Ltd,		2	0
	M/s. Indus Finance Ltd		3	3
Ms. Alice Chhikara	M/s.Indowind Energy Ltd.,	Non-Independent Director	0	0
	M/s. Indus Finance Ltd.,		2	0
Dr.K.R.Shyamsundar	M/s.Indowind Energy Ltd.,	Independent Director	3	0
	M/s. Indus Finance Ltd.,		3	0

Notes:

- No other director is related to them or each other.
- No other Non-Executive Director holds any shares in the Company.



- The details of familiarization programmes conducted for the Independent Directors are disclosed in the website of the Company at <http://www.indusfinance.in/Familiarisation%20Programme%20for%20Independent%20Directors.pdf>
- In the opinion of the Board, the Independent Directors fulfill the conditions specified as per Companies Act, 2013 and SEBI (LODR) Regulation, 2015.

d) Details of skills/expertise/competence of Board of Directors

The Board of directors of your company has identified following core skills/expertise/competencies as required in the context of your company business for it function effectively.

Knowledge in Finance, Risk Assessment & Supply Chain, Human Capital, Information Technology.

The Board of Director of your company consists of eminent personalities from varied disciplines/skills such as in depth experience in all facets of project industry/Management, risk assessment and Management, Finance, Human Capital, Information Technology, legal and commercial aspects.

3) 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.

a) Terms of reference

The role and terms of reference of the Audit Committee cover the areas mentioned under Regulation 18 (3) of Listing Regulations and Section 177 of the Companies Act, 2013, besides other terms as may be referred to by the Board of Directors from time to time.

b) Composition

The company continued to derive immense benefit from the deliberation of the Audit Committee comprising of Directors, Mr. Niranjana R. Jagtap, Dr. K.R. Shyamsundar and Mr. Bala V Kutti who are highly experienced and having knowledge in project finance, accounts and company law. Mr. Niranjana R Jagtap is the Chairman of the Audit Committee. The Company Secretary acts as the Secretary of the Audit Committee.

c) Attendance records of Audit Committee Members

The Audit Committee met 4 times during the year ended 31st March 2019 i.e. 30th May 2018, 13th August 2018, 8th November 2018 and 12th February 2019 and the details of the attendance of the Members are as follows:

Name of Director	No. of Meetings attended
Mr. Niranjana R. Jagtap	4
Dr. K.R. Shyamsundar	4
Mr. Bala V Kutti	3



4) NOMINATION AND REMUNERATION COMMITTEE

a) Term of reference

The role and terms of reference of the Nomination and Remuneration Committee cover the areas mentioned under Regulation 19 (4) of Listing Regulations and Section 178 of the Companies Act, 2013, besides other terms as may be referred to by the Board of Directors from time to time.

b) Composition, name of members and Chairperson

The committee consists of the following members of the Board Mr. Niranjan R. Jagtap (Chairman), Dr. K.R. Shyamsundar and Ms. Alice Chhikara.

c) Meetings and attendance during the year

The Committee met on 12th February 2019 during the Financial Year 2018-19 and the details of the attendance of the Members are as follows:

Name of Directors	No. of Meetings attended
Mr. Niranjan R. Jagtap	1
Dr. K.R. Shyamsundar	1
Ms. Alice Chhikara	1

d) Criteria for evaluation of the performance of the Independent directors

The criteria for evaluation of the performance of Independent Directors include their qualification, experience, competency, knowledge, understanding of respective roles (as Independent Director and as a member of the Committee of which they are Members/Chairpersons), adherence to Codes and ethics, conduct, attendance and participation in the meetings, etc.

5) REMUNERATION OF DIRECTORS

i. Remuneration policy and criteria for making payments to Non-Executive Directors

The Remuneration Policy of the Company as approved by the Board inter alia, contains the criteria for appointment of Independent Directors, Executive Directors, Non Executive Directors, Key Managerial Personnel and other employees, guiding principles for fixing remuneration to employees who are not directors, etc. The following is the Remuneration Policy for Directors.

a. For Executive Directors

The remuneration of the Whole Time/Executive Directors shall comprise of a fixed component and a performance linked pay, as may be fixed by the Nomination and Remuneration Committee (NRC) and subsequently approved by the Board of Directors and Members. Performance Linked Pay shall be payable based on the performance of the individual and the Company during the year. Remuneration trend in the industry and in the region, academic background, qualifications, experience and contribution of the individual are to be considered in fixing the remuneration. These Directors are not eligible to receive sitting fees for attending the meetings of the Board and Committees.

b. For Non-Executive Directors

The Non-Executive Directors will be paid sitting fees for attending the Board and Committee Meetings as per the stipulations in the Act, and the Articles of Association of the Company and as recommended by the NRC. In addition to this, the travel and other expenses incurred for attending



the meetings are to be met by the Company. Subject to the provisions of the Act and the Articles of Association, the Company in General Meeting may, by special resolution, sanction and pay to the Directors remuneration not exceeding 1% of the net profits of the Company computed in accordance with the relevant provisions of the Act. The Company shall have no other pecuniary relationship or transactions with any Non-Executive Directors.

- ii. None of the Non-Executive Directors had any pecuniary relationship with the Company other than receipt of sitting fees.

iii. Details of remuneration paid to the Directors:

a) Executive Director

(Rs.in Lakhs)

S.No	Description	Bala V Kutti (Executive Director)
1.	Salary and Allowances	21.60
2.	Others	14.40
	Total	36.00

- In addition to the above, contribution to Provident and Superannuation Funds are made as per applicable law/rules/terms of employment.
- The performance linked pay is determined based on the performance.
- No Employee Stock Option has been offered by the Company to any of the directors.

b) Non Executive Director

During the year an aggregate amount of Rs.1,50,000 was paid to the Non-Executive Directors as Sitting Fees as stated below:

- Mr.Niranjan R Jagtap Rs.60,000
- Dr.K.R.Shyamsundar Rs. 60,000
- Ms.Alice Chhikara Rs. 30,000

6) STAKE HOLDERS' RELATIONSHIP COMMITTEE

In line with the Companies Act 2013 & LODR Regulations 2015, this committee has been constituted which comprises of the following members of the Board Committee. The details of the members at the meeting are as follows:

Name of Director	Designation
Mr. Niranjan R. Jagtap	Chairman
Dr. K.R. Shyamsundar	Member
Ms. Alice Chhikara	Member

The Stakeholders/ Investors grievance committee shall be responsible to look into redressal of the grievances of the shareholders and non-receipt of dividend if any.

The Company has received 'Nil' complaints during this financial year 31st March 2019.

Mr. K.K. Dinakar Company Secretary of the Company is the Compliance officer.



7) GENERAL BODY MEETINGS

(a) Location and time of last three Annual General Meetings

Year	Location	Date	Time
2017-18	The Music Academy, New No. 168, T.T.K. Road Royapettah, Chennai- 600014.	28.09.2018	11.00 A.M
2016-17	The Music Academy, New No. 168, T.T.K. Road Royapettah, Chennai- 600014.	31.08.2017	03.00 P.M
2015-16	No. 25, Hotel Clarion, Dr. Radhakrishnan Salai, Mylapore, Chennai – 600 004.	16.09.2016	11.30 A.M

(b) Special Resulation

The following special resolutions were passed in the previous three Annual General Meetings:

Date of AGM	Subject
28.09.2018	<ul style="list-style-type: none"> ♦ Re-appointment of Mr.Bala V Kutti (Din No:00765036) as Executive Chairman with remuneration ♦ Alteration of Memorandum of Association and Articles of Association as per the provisions of the Companies Act, 2013 and rules made there under
31.08.2017	<ul style="list-style-type: none"> ♦ No Special Resolution was passed
16.09.2016	<ul style="list-style-type: none"> ♦ Resolution under Sec 149 and 152 read with Schedule IV of the companies Act 2013 for the appointment of Mr. Niranjan R. Jagtap as an Independent Director of the Company. ♦ Resolution under Sec. 196, 197 read with Schedule V of the Companies Act 2013 for the appointment of Mr. Bala V. Kutti as an Executive Chairman of the Company.

(c) Passing of Special Resolution by Postal Ballot

There was no resolution requiring approval through postal ballot during the year and for which no such resolution is being proposed to be passed.

8) MEANS OF COMMUNICATION

As stipulated under Regulation 47 of SEBI (Listing obligations and disclosure Requirements) Regulation 2015, the Quarterly Results are published in one English National Newspaper (News Today) and one Tamil Newspaper (MaalaiSudar) 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.in

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.



9) GENERAL SHAREHOLDERS INFORMATION

a) 28th Annual General Meeting

Date	19 th September 2019
Time	11.00 a.m.
Venue	The Music Academy, New No.168, T.T.K. Road, Royapettah, Chennai- 600 014
Date of Book Closure	13.09.2019 to 19.09.2019
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

b) Financial calendar

The financial year of the Company commences on 1st April and ends on 31st March.

Adoption of the Quarterly Results for the quarter ending is below:

Quarter ending	Date of results adoption
30 th June 2018	13 th August 2018
30 th September 2018	08 th November 2018
31 st December 2018	12 th February 2019
31 st March 2019	30 th May 2019

c) Listing Details and Stock Code

Name Address of Stock Exchange	Stock Code
BSE Limited Registered Office: Floor 25, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001.	531841

Demat ISIN Number in NSDL and CDSL : INE935D01013

Listing fees upto 2019-20 have been paid to the aforesaid stock exchanges



d) Market Price Data

Month & Year	BSE			
	Share Price (Rs.)		Sensex	
	High	Low	High	Low
April 2018	13.40	12.78	35213.30	32972.56
May	14.07	14.00	35993.53	34302.89
june	13.96	13.30	35877.41	34784.68
July	14.65	14.50	37644.59	35106.57
August	14.50	14.50	38989.65	37128.99
September	15.00	14.25	38934.35	35985.63
October	14.06	14.06	36616.64	33291.58
November	14.06	14.00	36389.22	34303.38
December	14.00	14.00	36554.99	34426.29
January 2019	-	-	36701.03	35375.51
February	-	-	37172.18	35287.16
March	13.50	13.50	38748.54	35926.94

e) 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.

f) Share Transfer system

Requests for share transfer, transmissions, transpositions etc., are processed by the RTA and returned within the stipulated time, if the documents are found to be in order. The routine requests from shareholders like transfer, transmission, transposition, change of name etc., are approved by the Managing Director / Whole time Director (Works) / Company Secretary and the details are placed before the Stakeholders' Relationship Committee and the Board.

Pursuant to proviso to Regulation 40(1) of the Regulations, effective from 1st April 2019 transfer of securities other than transmission or transposition of names would not be processed by the Company in physical form.

g) DISTRIBUTION OF SHARE HOLDING AS ON 31.03.2019

Shareholding	Shares holders		Shares Amount	
	Number	% of total	(in ₹.)	% of total
10 – 5000	720	80.7174	484930	0.5237
5001 – 10000	46	5.1569	398610	0.4305
10001 – 20000	29	3.2511	438230	0.4733
20001 – 30000	14	1.5695	337690	0.3647
30001 – 40000	8	0.8968	295100	0.3187
40001 – 50000	9	1.0089	408530	0.4412
50001 – 100000	16	1.7937	1274550	1.3766
100001 and above	50	5.6053	88945360	96.0709
Total	892	100.00	92583000	100.00



h) SHAREHOLDING PATTERN AS ON: 31.03.2019 is given below

CATAGORY	HOLDERS		SHARES	
	No	%	No	%
Resident	856	96	1487624	16.06
NRI	4	0.44	805	0.0086
Corporate Body	26	2.9	4743974	51.2402
Bank	1	0.1	2200	0.0237
Promoters	5	0.56	3023697	32.6593
Total	892	100.00	9258300	100.00

i) DEMATERIALIZATION OF SHARES AND LIQUIDITY

99.73% Shares are held in demat as on 31st March 2019 and the balance 0.27% are in physical form which belongs to general public.

Outstanding GDRs / ADRs / Warrants or any Convertible instruments : Nil

Stock option scheme : Nil

j) ADDRESS FOR CORRESPONDENCE

Registered Office: “Kothari Building”, 4th Floor, 114, Mahatma Gandhi Road, Nungambakkam, Chennai – 600 034.

Tel: 044-28330867 / 28331310. Fax: 044-28330208.

E-Mail – contact@indusfinance.in

k) Other Disclosures

- There were no materially significant related party transactions that had potential conflict with the interests of the Company at large. Transactions in the ordinary course of business with the related parties are disclosed in the Notes to Financial Statements.
- There have been no instances of non-compliance by the Company on any matters related to the capital markets nor have any penalty/strictures been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on such matters.
- As stipulated under the Act and the Regulations a Vigil Mechanism / Whistle Blower Policy has been framed, the text of which has been uploaded in the website of the Company. No personnel has been denied access to the Audit Committee.
- All the mandatory requirements of Corporate Governance under the Regulations have been complied with.
- The policy on dealing with Related Party Transactions is disclosed in the website of the Company under the below link: <http://www.indusfinance.in/Policy%20on%20Transactions%20with%20Related%20Parties.pdf>
- The Company has received a certificate from R.Kannan, a Company Secretary in practice, stating that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of the companies by SEBI/Ministry of Corporate Affairs or any such statutory authority.



- vii. The total fees paid to the statutory auditors is Rs.1,06,200 and Rs.35,400 for certification and there were no other payments to the Statutory Auditor or other entities in the network firm/network entity of which the statutory auditor is a part.
- viii. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 No. of complaints filed during the financial year is Nil. No. of complaints disposed of during the financial year is Nil. No. of complaints pending as on end of the financial year is Nil.
- 10) All the requirements of corporate governance report specified in Sub-paras (2) to (10) of Para C of Schedule V to the Regulations have been complied with.
- 11) The details of adoption of discretionary requirements as stipulated in Part E of Schedule II of SEBI(LODR) Regulations, 2015 are as follows:
- A non-executive chairperson is allowed reimbursement of expenses incurred in the performance of his duties
 - There have been no modified opinions on the financial statements and the Company is under a regime of unmodified audit opinions.
 - The Company has appointed an internal Auditor who carries out the audit and the report is presented to the Audit Committee for review and further directions.
- 12) The Company has complied with the Corporate Governance requirements specified in Regulations 17 to 27 and Regulation 46 (2) (b) to (i) of the Regulations.
- 13) A Management Discussion and Analysis Report has been presented as part of the Directors' Report.

ON BEHALF OF THE BOARD
For INDUS FINANCE LTD.,

Place: Chennai - 600 034
Date: 30th May 2019

Bala V Kutti
Director

DECLARATION

To

The Members of Indus Finance 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 LTD.,

Place: Chennai - 600 034
Date: 30th May 2019

Bala V Kutti
Director



CERTIFICATE ON CORPORATE GOVERNANCE

We have examined the compliance of conditions of Corporate Governance by **M/s. Indus Finance Limited**, for the year ended 31st March 2019, as stipulated in Schedule V of SEBI (Listing Obligation and disclosures Requirements) Regulations 2015 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 Schedule V of SEBI (Listing Obligation and disclosures) Regulations 2015. 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
Firm Registration No. 002956S

Place: Chennai.
Date: 30th May 2019

R. SUNDAR
Partner
Membership No. 12339



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF INDUS FINANCE LIMITED

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the standalone financial statements of Indus Finance Limited (Formerly Known as INDUS FINANCE CORPORATION LIMITED) ("the Company"), which comprise the balance sheet as at March 31, 2019, and the statement of Profit and Loss and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 Basis for Qualified Opinion section of our report, the aforesaid financial statements give the information required by the Companies Act 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st, 2019 and its profit & loss and its cash flows for the year ended on that date.

Basis of Qualified Opinion

- (i) We refer to Note 9 in the financial statements under Long Term Loans and Advances. There are three parties where no interest or principal amount is realized during the course of the year, including lack of a consistent income recognition policy. In the absence of regular repayment of principal and / or interest, reconciliation and conformation from the parties amounting to Rs.79,47,443.00/-, We are not in position to ascertain and comment on the recoverability of the outstanding balance and resultant impact of the same on the financial statements of the company. We recommend 100% provisioning despite the fact that prudential norms are not applicable.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone 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 principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Emphasis of Matter

- We refer to Note No. 10 of the financial statements under staff loans, amounting to Rs. 54,49,594/- (Previous Year Rs.70,27,979/-) In our opinion, the loans are not in accordance with the remuneration policy of the company or in accordance with the conditions of service applicable to the employee.
- We refer to Note 5 of the financial statement under Secured Term Loan, a loan has been taken against three LIC Policies, accrued interest payable of Rs.92,98,431/- against the said LIC loan has not been recognized in the financial statement.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
2. Further to the comments in the annexure, as required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For V. Ramaratnam & Co
Chartered Accountants
Firm Registration No. 002956S

Place: Chennai.
Date: 30th May 2019

R. Sundar
Partner
Membership No. : 012339

“Annexure A” to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2019:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has no immovable property. Thus, paragraph 3(i)(c) of the Order is not applicable to the Company.
- (ii) The Company does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) The Company has granted loans, both secured and unsecured to companies, firms, limited liability partnerships and other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
 - a) “According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of loans granted by the company to a party covered in the register maintained under section 189 of the Companies Act, 2013, are not prejudicial to the company's interest.
 - b) According to the information and explanation given to us, the schedule of repayment of principal and payment of interest has been stipulated and regular.
 - c) According to the information and explanations given to us, there are no over dues for more than 90 days from the parties covered in the register maintained under section 189 of the Companies Act, 2013 except to the parties mentioned above.
- (iv) In our opinion and according to the information and explanation given to us the provisions of section 185 and 186 of the Companies Act, 2013 are not applicable. Thus, paragraph 3(iv) of the Order is not applicable to the Company.
- (v) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of the directives issued by the Reserve Bank of India to the limit extent applicable. Since the company is a Non-Banking Finance Company not accepting deposits from the public, the provisions of section 73 to 76 of the Companies Act, 2013 are not applicable to the Company.
- (vi) The Central Government has not prescribed the maintenance of Cost Records under sub-section (1) of section 148 of the Companies Act, 2013 for any of the services rendered by the Company. Thus, paragraph 3(vi) of the Order is not applicable to the Company.
- (vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Goods and Service tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.
- (b) According to the information and explanations given to us, there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute, except for the following:



S. No	Name of the Statute	Amount (Rs.) in lakhs	Period	Forum where dispute is pending
1	Income tax act, 1961	227.02	AY 2012-13	Third appellate authority High Court

- (viii) According to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks or financial institution. The company does not have any loans or borrowings from the government and has not issued any debentures.
- (ix) The company did not raise money by way of initial public offer or further public offer including debt instruments and term Loans. Thus, paragraph 3(ix) of the Order is not applicable to the Company.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Thus, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanation given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- (xv) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him.
- (xvi) The Company has registered as required under section 45-IA of the Reserve Bank of India Act 1934.

For V. Ramaratnam & Co
Chartered Accountants
Firm Registration No. 002956S

R. Sundar
Partner
Membership No. : 012339

Place: Chennai
Date : 30th May 2019



“Annexure B” to the Independent Auditors’ Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Indus Finance Limited (“the Company”) as of 31st March, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;



- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by Institute of Chartered Accountants of India.

For V. Ramaratnam & Co
Chartered Accountants
Firm Registration No. 002956S

R. Sundar
Partner
Membership No. : 012339

Place: Chennai
Date : 30th May 2019



INDUS FINANCE LIMITED
CIN - L65191TN1992PLC022317

BALANCE SHEET AS AT 31st MARCH, 2019

PARTICULARS		NOTE No.	As at 31.3.2019 Rs.	As at 31.3.2018 Rs.
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	3	92,583,000	92,583,000
	(b) Reserves and surplus	4	76,098,527	74,181,066
			168,681,527	166,764,066
2	Non-current liabilities			
	(a) Long-term borrowings	5	132,870,173	134,304,329
	(b) Other long-term liabilities		-	-
	(c) Long-term provisions		-	-
			132,870,173	134,304,329
3	Current liabilities			
	(a) Short-term borrowings		-	-
	(b) Trade payables		-	-
	(c) Other current liabilities	6	2,096,289	974,731
	(d) Short-term provisions		-	-
			2,096,289	974,731
	TOTAL		303,647,989	302,043,126
B	ASSETS			
1	Non-current assets			
	(a) Fixed assets			
	(i) Tangible assets	7	346,888	1,227,231
	(ii) Intangible assets		-	-
			346,888	1,227,231
	(b) Non-current investments	8	118,385,990	118,385,990
	(c) Deferred tax assets (net)	17.6	1,740,950	1,696,740
	(d) Long-term loans and advances	9	181,598,018	177,447,147
	(e) Other non-current assets		-	-
			302,071,846	298,757,108
2	Current assets			
	(a) Current investments		-	-
	(b) Inventories		-	-
	(c) Trade receivables	10	103,535	21,282
	(d) Cash and cash equivalents	11	367,970	2,022,018
	(e) Short-term loans and advances		-	-
	(f) Other current assets		1,104,638	1,242,718
			1,576,143	3,286,018
	TOTAL		303,647,989	302,043,126

See accompanying notes forming part of the financial statements

In terms of our report attached

For V. Ramaratnam & Co.

Chartered Accountants
FRN: 002956S

R. Sundar

Partner

Membership No. 012339

Place : Chennai.

Date : 30th May 2019

For and on behalf of the Board of Directors

Bala Venckat Kutti

Director

DIN - 00848817

K.R. Shyamsundar

Director

DIN - 03560150

Niranjan R Jagtap

Director

DIN - 01237606

V. Kannappan
Chief Financial Officer

K.K. Dinakar
Company Secretary



INDUS FINANCE LIMITED
CIN - L65191TN1992PLC022317

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2019

PARTICULARS		NOTE No.	for the year ended 31.3.2019 Rs.	for the year ended 31.3.2018 Rs.
A	CONTINUING OPERATIONS			
1	Revenue from operations	12	13,568,764	14,437,551
2	Other income	13	10,572,087	7,603,086
3	Total revenue (1+2)		24,140,851	22,040,637
4	Expenses			
	(a) Employee benefits expenses	14	9,030,074	7,214,783
	(b) Finance costs`	15	-	81,259
	(c) Depreciation and amortisation expense	7	228,147	195,528
	(d) Other expenses	16	12,107,501	13,352,232
	Total expenses		21,365,722	20,843,802
5	Profit / (Loss) before exceptional and extraordinary		2,775,129	1,196,835
6	Exceptional items		-	-
7	Profit / (Loss) before extraordinary items and tax (5 + 6)		2,775,129	1,196,835
8	Extraordinary items		-	-
9	Profit / (Loss) before tax (7 + 8)		2,775,129	1,196,835
10	Tax expense:			
	(a) Current Tax		901,878	404,622
	(b) Deferred tax	17.6	(44,210)	(29,491)
			857,668	375,131
11	Profit / (Loss) from continuing operations (9 +10)		1,917,461	821,704
12	Profit / (Loss) for the year (10 + 11)		1,917,461	821,704
	Note:			
	Proposed dividend		-	-
	Dividend distribution tax		-	-
	Total		-	-
	Earnings per share (of Rs.10/- each):			
	(a) Basic		0.21	0.09
	(b) Diluted		0.21	0.09

See accompanying notes forming part of the financial statements

In terms of our report attached

For and on behalf of the Board of Directors

For V. Ramaratnam & Co.

Chartered Accountants
FRN: 002956S

Bala Venckat Kutti
Director
DIN - 00848817

K.R. Shyamsundar
Director
DIN - 03560150

Niranjan R Jagtap
Director
DIN - 01237606

R. Sundar

Partner
Membership No. 012339
Place : Chennai.
Date : 30th May 2019

V. Kannappan
Chief Financial Officer

K.K. Dinakar
Company Secretary



INDUS FINANCE LIMITED
CIN - L65191TN1992PLC022317

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2019

PARTICULARS	For the year ended 31.3.2019		For the year ended 31.3.2018	
	Rs.	Rs.	Rs.	Rs.
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		2,775,129		1,196,835
Adjustments for:				
Depreciation and amortisation	228,147		195,528	
Finance costs	-		81,259	
Profit on sale of asset	-			
	-	228,147		276,787
Operating profit / (loss) before working capital changes		3,003,276		1,473,622
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Trade receivables	(82,253)		(6,985)	
Short-term loans and advances	-		-	
Long-term loans and advances	(4,150,871)		3,061,606	
Other current assets	138,080		(1,242,718)	
Other non-current assets	-		-	
Adjustments for increase / (decrease) in operating liabilities:				
Other current liabilities	1,121,558		(248,920)	
Other long-term liabilities	-		-	
Short-term provisions	-		-	
Long-term provisions	-	(2,973,486)	-	1,562,983
		29,790		3,036,605
Cash flow from extraordinary items		-		-
Cash generated from operations		29,790		3,036,605
Net income tax (paid) / refunds		(901,878)		(404,622)
Net cash flow from / (used in) operating activities (A)		(872,089)		2,631,983
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances	(67,804)		(118,983)	
Sale of investments	-		1,380,798	
Proceeds from sale of fixed assets	720,000	652,196	13,524	1,275,339
Cash flow from extraordinary items	-		-	
Net income tax (paid) / refunds	-		-	
Net cash flow from / (used in) investing activities (B)		652,196		1,275,339
C. Cash flow from financing activities				
Proceeds from issue of equity shares	-		-	
Increase / (Decrease) in long-term borrowings	(1,434,156)		(2,765,806)	
Increase / (Decrease) in short-term borrowings	-		-	
Increase / (Decrease) in Reserves	-		-	
Decrease / (Increase) in Mis Expenditure	-		-	
Finance cost	-		(81,259)	
Dividend paid	-		-	
Tax on dividend	-		-	
		(1,434,156)		(2,847,065)
Net cash flow from / (used in) financing activities (C)		(1,434,156)		(2,847,065)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		(1,654,048)		1,060,258
Cash and cash equivalents at the beginning of the year		2,022,018		961,760
Cash and cash equivalents at the end of the year		367,970		2,022,018
(a) Cash on hand		120,067		1,399,429
(b) Balances with banks in Current Accounts		247,903		622,589
		367,970		2,022,018

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 and on behalf of the Board of Directors

For V. Ramaratnam & Co.

Chartered Accountants
FRN: 002956S

R. Sundar

Partner

Membership No. 012339

Place : Chennai.

Date : 30th May 2019

Bala Venckat Kutti

Director

DIN - 00848817

K.R. Shyamsundar

Director

DIN - 03560150

Niranjan R Jagtap

Director

DIN - 01237606

V. Kannappan

Chief Financial Officer

K.K. Dinakar

Company Secretary



INDUS FINANCE LIMITED
CIN - L65191TN1992PLC022317

Notes forming part of the financial statements

Note	Particulars
1	<p>Corporate Information</p> <p>The company was incorporated as a private limited company on 11th March 1992 and was converted into public limited company U/s 44 of the Companies Act, 1956 on 29th March, 1994 with an object of carrying business as "Non - Banking Finance Company" having registered office at Kothari building, 4th Floor, No.114, Mahatma Gandhi Salai, Nungambakkam, Chennai - 600 034.</p> <p>The Company has been registered with Reserve Bank of India as "Non - Banking Finance Company" on 5th May 1998 vide Registration No. B-07-00068</p> <p>Formerly, the company was known as "Indus Finance Corporation Limited" and the name has been changed to "Indus Finance Limited" on 22nd January, 2015.</p>
2	<p>Significant accounting policies</p>
2.1	<p>Basis of accounting and preparation of financial statements</p> <p>The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) including Accounting Standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.</p>
2.2	<p>Use of estimates</p> <p>The preparation of the financial statements in conformity with Indian GAAP requires the 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	<p>Cash and cash equivalents (for purposes of Cash Flow Statement)</p> <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>
2.4	<p>Cash flow statement</p> <p>Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.</p>
2.5	<p>Depreciation and amortisation</p> <p>Depreciation/amortisation on fixed assets, including revaluation cost and the capitalisation of capital expenditure, are charged over the period of the remaining useful life of the asset, arrived at after considering the asset life as prescribed under Schedule-II to the Companies Act, 2013, adopting straight line method of depreciation/amortisation.</p>
2.6	<p>Revenue recognition - Income from Financing Activity</p> <p>Interest income is recognised in the Profit and Loss Account as it accrues except in the case of non-performing assets where it is recognised upon realization as per the prudential norms of the Reserve Bank of India. Accrual of income is also suspended on certain other loans where in the opinion of the management, significant uncertainties exist as at the year end.</p> <p>All other fees are recognised upfront on their becoming due.</p>
2.7	<p>Revenue recognition - Income from Non-Financing Activity</p> <p>(i) Power income is recognised on accrual basis as they are earned or incurred.</p>



Note	Particulars
	(ii) Dividend income is accounted for when the right to received.
2.8	Tangible fixed assets
	Fixed assets are stated at historical cost less accumulated depreciation.
2.9	Investments
	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.
2.10	Employee benefits
	The Company has not formulated any policy for employee benefits, including Provident Fund, ESI or Gratuity.
2.11	Borrowing costs
	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.
2.12	Segment Reporting
	The company is operating in two business segment viz., Non-Banking Finance and Power Generation.
	Details of Segment-wise Assets and Profit & Loss Statement can be referred in Note No.17.7
2.13	Earnings Per Share
	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.
2.14	Taxes on income
	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.
2.15	Impairment of assets
	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.
2.16	Provisions
	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.



INDUS FINANCE LIMITED
CIN - L65191TN1992PLC022317
Notes forming part of the financial statements

Note 3 Share Capital

PARTICULARS	As at 31.3.2019		As at 31.3.2018	
	Number of Shares	Rs.	Number of Shares	Rs.
(a) Authorised Equity shares of Rs. 10/- each with voting rights	18,000,000	180,000,000 180,000,000	18,000,000	180,000,000 180,000,000
(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	9,258,300	92,583,000
Total		92,583,000		92,583,000

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, 2019				
Number of shares	9,258,300	-	-	9,258,300
Amount (Rs.)	92,583,000	-	-	92,583,000
Year ended 31 March, 2018				
Number of shares	9,258,300	-	-	9,258,300
Amount ('Rs.)	92,583,000	-	-	92,583,000

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

CLASS OF SHARES / NAME OF SHAREHOLDER	As at 31.3.2019		As at 31.3.2018	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Bala Venkat Kutti	2,238,511	24.18	2,238,511	24.18
Ind Eco Ventures Limited	2,700,495	29.17	2,700,495	29.17
Loyal Credit and Investments Limited	1,133,800	12.25	1,133,800	12.25
K B Prathadevi	783,600	8.46	783,600	8.46
Commendam Investments Private Limited	721,806	7.80	721,806	7.80

(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 31.3.2018	As at 31.3.2017	As at 31.3.2016	As at 31.3.2015	As at 31.3.2014
Fully paid up by way of bonus shares	-	-	-	-	-
Equity shares with voting rights	-	-	-	-	-



INDUS FINANCE LIMITED
CIN - L65191TN1992PLC022317

Notes forming part of the financial statements

PARTICULARS	As at 31.3.2019 Rs.	As at 31.3.2018 Rs.
Note 4 Reserves and surplus		
(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) Statutory Reserve		
Opening balance	13,206,679	13,642,338
Add: Addition during the year	383,492	164,341
Closing balance	13,590,171	13,206,679
(c) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	59,120,137	58,462,774
Add: Profit / (Loss) for the year	1,917,461	821,704
Less: Transferred to / Adjustments		
Statutory Reserve	383,492	164,341
Prior period items	-	-
Closing balance	60,654,106	59,120,137
Total	76,098,527	74,181,066
Note 5 Long-term borrowings		
(a) Term loans		
From other parties		
Secured (refer Note (i) below)	44,184,006	44,184,006
(b) Loans from related parties		
Secured (refer Note (i) below)	88,686,167	90,120,323
Total	132,870,173	134,304,329



INDUS FINANCE LIMITED
CIN - L65191TN1992PLC022317

Notes forming part of the financial statements

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 31.3.2019 Rs.	As at 31.3.2018 Rs.
Term loans from other parties: Secured (i) LIC of India	To be repaid on maturity of policy. Secured against Keyman Insurance Policy	44,184,006	44,184,006
Loans and advances from related parties: Secured (i) Indowind Energy Ltd (ii) Indowind Energy Ltd	Secured against 1.5 MW wind project Repayment :	88,686,167 -	90,120,323
	Total	88,686,167	90,120,323
Note 6 Other Current Liabilities			
Other payables			
(i) Statutory remittances		1,494,275	642,473
(ii) Current maturities of Long-term debt		-	-
(iii) Other Payables		602,014	332,258
Total		2,096,289	974,731

INDUS FINANCE LIMITED CIN - L65191TN1992PLC022317 Notes forming part of the financial statements											
Note 7 Fixed assets											
PARTICULARS	Gross block			Accumulated depreciation and impairment			Net block				
	Balance As at 1 April, 2018	Additions	Disposals	Balance As at 31 March, 2019	Balance As at 1 April, 2018	Depreciation /amortisation expense for the year	Eliminated on sale	Balance As at 31 March, 2019			
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
TANGIBLE ASSETS											
(a) Plant and Equipment Owned	90,000,000	-	90,000,000	89,280,000	-	-	89,280,000	-	720,000	-	-
(b) Vehicles	1,444,064	-	444,064	1,000,000	1,150,860	110,501	444,064	817,297	293,204	182,703	
(c) Office equipment	216,338	67,804	-	284,142	116,730	39,473	-	156,203	99,608	127,939	
(d) Computers & accessories	227,271	-	-	227,271	112,852	78,173	-	191,025	114,419	36,246	
Total - Tangible Assets	91,887,673	67,804	90,444,064	1,511,413	90,660,442	228,1147	89,724,064	1,164,525	1,227,231	346,888	
Particulars						For the year ended 31 March, 2019 Rs.		For the year ended 31 March, 2018 Rs.			
Depreciation and amortisation for the year on tangible assets						228,147		195,528			
Depreciation and amortisation relating to continuing operations						228,147		195,528			



INDUS FINANCE LIMITED
CIN - L65191TN1992PLC022317

Notes forming part of the financial statements

Note 8 Non-current investments		As at 31 March, 2019				As at 31 March, 2018			
PARTICULARS	No of Shares	As at 31 March, 2019		As at 31 March, 2019		As at 31 March, 2018		As at 31 March, 2018	
		Quoted	Unquoted	Total	Rs.	Quoted	Unquoted	Total	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 Power 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.,	1,280	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	-	-		-	-	-	
Reliance Industries Ltd.,	200	82,000	-	82,000		82,000	-	82,000	
Picture House Media Ltd	500	5,000	-	-		-	-	-	
Country Club India Ltd (Amruta Inns Ltd.,)	9,500	19,855	-	-		-	-	-	
Hindustan Industrial Chemicals Ltd.,	2,700	22,950	-	-		-	-	-	
Resins Ltd	650	3,250	-	-		-	-	-	
Skyline NEPC (previously									
Daman Airways)	10,000	50,000	-	-		-	-	-	
Ravlon Pen Co. Ltd	5,000	43,750	-	-		-	-	-	
Money Shoppe Network Limited	240,000	-	-	-		-	-	-	
Other Misc Investments									
Axis Bank Ltd	10	5,303	-	5,303		5,303	7	7	
		58,347,458	27,719,330	85,885,990		58,166,653	27,719,337	85,885,990	
b) Investment in mutual funds			20,000	20,000			20,000	20,000	
(c) Other non-current investments									
(Key Man Insurance Policy)									
Total of Non-Current Investments		58,347,458	60,219,330	118,385,990		58,166,653	60,219,337	118,385,990	
Notes:									
Book Value of Quoted Investments		58,347,458		58,166,653					
Market value of Quoted Investment		37,487,794		49,063,941					
Diminution in value of investments (temporary)		20,859,664		9,102,712					



INDUS FINANCE LIMITED
CIN - L65191TN1992PLC022317

Notes forming part of the financial statements

PARTICULARS	As at 31.3.2019 Rs.	As at 31.3.2018 Rs.
Note 9 Long-term loans and advances		
(a) Loans and advances to related parties		
Secured, considered good	-	-
Unsecured, considered good	475,000	23,380,176
	475,000	23,380,176
(b) Loans and advances to employees		
Unsecured, considered good	5,449,594	7,027,979
(c) Balances with government authorities	30,765,967	29,541,605
(d) Other loans and advances		
Secured, considered good*	139,964,741	113,351,171
Unsecured, considered good	4,942,707	4,146,207
Doubtful	9	9
	144,907,457	117,497,387
Total (a + b + c + d)	181,598,018	177,447,147
Note: Long-term loans and advances include amounts due from:		
Companies where Directors are interested		
Ind Eco Ventures Limited	-	22,905,176
Total	-	22,905,176
*The secured loans includes an amount of Rs 160 Lakhs reoverable from Tyro India Ltd. The company had made an advance of Rs 5 Crores to the party in the Financial year 2011 - 2012. Consequent to non servicing of the loan as per the terms of agreement, the company had initiated arbitration proceedings and received an award of Rs 913 lakhs in the Financial year 2018-2019. The company management deems it prudent not to recognise the awarded amount in the financial statements. The company has taken into account the value of security in the nature of a residential flat having a value of Rs 160 Lakhs. It was decided to write off Rs 69.51 Lakhs each in financial year 2017-2018 & 2018-2019 and retain Rs 160 Lakhs in the books of accounts.		
Note 10 Trade receivables		
Accrued interest / finance income		
Loans	103,535	21,282
Total	103,535	21,282
Note 11 Cash and cash equivalents		
(a) Cash on hand	120,067	1,399,429
(b) Balances with banks		
in current accounts	247,903	622,589
Total	367,970	2,022,018



INDUS FINANCE LIMITED
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Notes forming part of the financial statements

PARTICULARS	for the year ended 31.3.2019 Rs.	for the year ended 31.3.2018 Rs.
Note 12 Revenue from operations		
(a) Income From Operations	13,566,652	14,434,301
(b) Income from Investments	2,112	3,250
Total	13,568,764	14,437,301
Notes: Income From Operations		
(i) Interest Income	13,566,652	14,434,301
Total	13,566,652	14,434,301
Note 13 Other income		
(a) Other Income - Income from Sale of Electricity	8,792,087	7,603,086
(b) Profit on sale of asset	1,780,000	-
Total	10,572,087	7,603,086
Note 14 Employee benefits expenses		
Salaries and wages	8,771,544	7,040,929
Staff welfare expenses	258,530	173,854
Total	9,030,074	7,214,783
Note 15 Finance costs		
(a) Interest expense on:		
- Borrowings	-	81,259
Total	-	81,259
Note 16 Other expenses		
Repairs & Maintenance	69,190	78,373
Rent	6,900	237,000
Repairs and maintenance - Vehicles	13,600	7,886
Fees, Rates and taxes	488,842	472,850
Communication	72,695	164,988
Travelling and conveyance	1,430,630	1,325,431
Printing and stationery	83,364	72,894
Business promotion	387,680	753,657
Advertisement & Publicity expenses	102,260	93,114
AGM / EGM Expenses	93,488	100,016
Legal & Professional Charges	1,490,290	2,031,926
Payments to auditors (Refer Note (i))	241,100	438,550
Bank Charges	168,567	182,485
Sitting Fee	163,500	187,600
Bad Debts	6,951,135	6,951,135
Insurance Charges	125,643	-
Miscellaneous expanses	218,617	254,327
Total	12,107,501	13,352,232
Notes (i) - Payments to the auditors comprises:		
As auditors - statutory audit	141,600	243,350
For taxation matters	25,000	25,000
Others	74,500	170,200
Total	241,100	438,550



INDUS FINANCE LIMITED
CIN - L65191TN1992PLC022317

Note 17 Additional information to the financial statements and Disclosures under Accounting Standards

17.1 Contingent liabilities and commitments (to the extent not provided for)		As at 31.3.2019 Rs. In lacs	As at 31.3.2018 Rs. In lacs
Contingent liabilities			
(a) Claims against the Company not acknowledged as debt			
Total Demand as per Order raised by Income Tax Department	493.00		
Less : Income Tax Refund Due or Tax paid during Regular / Scrutiny Assessment	227.02	265.98	265.98
<p>The Company is disputing various demands raised by the Income Tax Department at various forums. The Company has got Opinion from Legal Counsel which is in favour of the 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>			
17.2 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>			
17.3 Foreign Exchange Expenses / Earnings		for the year ended 31.3.2019 Rs.	for the year ended 31.3.2018 Rs.
Expenditure in foreign currency		-	-
Earnings in foreign exchange		-	-
17.4 Related party transactions			
Details of related parties:			
Description of relationship		Related parties	
Associates / Companies where Key Managerial Personnel have a significant influence.		Indowind Energy Limited Indowind Power Private Limited Everon Power Limited Indus Capital Private Limited Ind Eco Ventures Limited Indus Nutri Power Pvt Ltd Indonet Global Ltd Soura Capital Pvt Ltd Loyal Credit & Investments Ltd Bekae Properties Pvt Ltd Perpetual Power Pvt Ltd Kishore Electro Infra Pvt Ltd BVK Agri Producer Company Ltd	
Key Managerial Personnel (KMP)		Bala V Kutti - Director N. Bhaskara Chakkera - Executive Director K K Dinakar - Company Secretary	

Note: Related parties have been identified by the Management.



INDUS FINANCE LIMITED
CIN - L65191TN1992PLC022317

Note 17 Additional information to the financial statements and Disclosures under Accounting Standards (contd.)

Details of related party transactions during the year ended 31 March, 2019 and balances outstanding as at 31 March, 2019: (Rs.)

Details	KMP	Companies where key Managerial Personnel has significant influence	Directors & their relatives
Power share payments	-	8,792,087	-
Interest expenses	-	-	-
Managerial Remuneration	-	-	-
Sitting fees	-	-	-
Investments	-	85,180,205	-
Companies where Key Managerial Personnel has a significant influence.	Transactions during the year		Balances outstanding at the end of the year
	Granted/taken during the year	Repaid during the year	
Long-term borrowings	-	-	88,686,167
Current liability	-	-	-
Loans and advances	800,000	-	2,400,000
Director & their relatives			
Loans and advances	475,000	-	475,000

PARTICULARS	For the year ended 31 March, 2019 Rs.	For the year ended 31 March, 2018 Rs.
17.5 EARNINGS PER SHARE		
Basic		
<u>Total operations</u>		
Net profit / (loss) for the year attributable to the equity shareholders	1,917,461	821,704
Weighted average number of equity shares	9,258,300	9,258,300
Par value per share	10.00	10.00
Earnings per share - Basic	0.21	0.09
Diluted		
Total operations		
Net profit / (loss) for the year attributable to the equity shareholders	1,917,461	821,704
Profit / (loss) attributable to equity shareholders (on dilution)	1,917,461	821,704
Weighted average number of equity shares for Basic EPS	9,258,300	9,258,300
Weighted average number of equity shares - for diluted EPS	9,258,300	9,258,300
Par value per share	10.00	10.00
Earnings per share - Diluted	0.21	0.09
17.6 Deferred tax (liability) / asset		
Opening balance - Deferred tax asset	1,696,740	1,667,249
Additions for the year:		
Tax effect of items constituting deferred tax liability	-	-
-- On difference between book depreciation and tax depreciation	-	-
Tax effect of items constituting deferred tax assets	-	-
-- On difference between book balance and tax balance of fixed assets	44,210	29,491
Closing balance - Deferred tax asset	1,740,950	1,696,740



INDUS FINANCE LIMITED
CIN - L65191TN1992PLC022317

Note 17 Additional information to the financial statements and Disclosures under Accounting Standards (contd.)

Note	Particulars
------	-------------

17.7 Segment information

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.

(Rs.)

Particular	Business segments				Total	
	Finance		Power			
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Revenue	13,568,764	14,437,551	10,572,087	7,603,086	24,140,851	22,040,637
Expenses	10,520,364	9,327,968	168,567	182,485	10,688,931	9,510,453
Segment result	3,048,400	5,109,583	10,403,520	7,420,601	13,451,920	12,530,184
Unallocable expenses (net)					10,676,791	11,333,349
Exceptional expenses					-	-
Extra-Ordinary Items					-	-
Profit before taxes					2,775,129	1,196,835
Tax expense					857,668	375,131
Net profit for the year					1,917,461	821,704
Segment assets	145,382,457	140,877,563	-	720,000	145,382,457	141,597,563
Segment liabilities	132,870,173	44,184,006	-	90,120,323	132,870,173	134,304,329

17.8 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

FRN: 002956S

R. Sundar

Partner

Membership No. 012339

Place : Chennai.

Date : 30th May 2019

For and on behalf of the Board of Directors

Bala Venckat Kutti

Director

DIN - 00848817

K.R. Shyamsundar

Director

DIN - 03560150

Niranjan R Jagtap

Director

DIN - 01237606

V. Kannappan

Chief Financial Officer

K.K. Dinakar

Company Secretary

**INDUS FINANCE LIMITED**

CIN: L65191TN1992PLC022317

No.114, Kothari Building, IV Floor, M.G. Road,
Nungambakkam, Chennai 600 034.Tel: 044-28330867 Fax: 044-28330208 Email: contact@indusfinance.comWebsite: www.indusfinance.in**ATTENDANCE SLIP**

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

NAME AND ADDRESS OF THE SHARE HOLDER

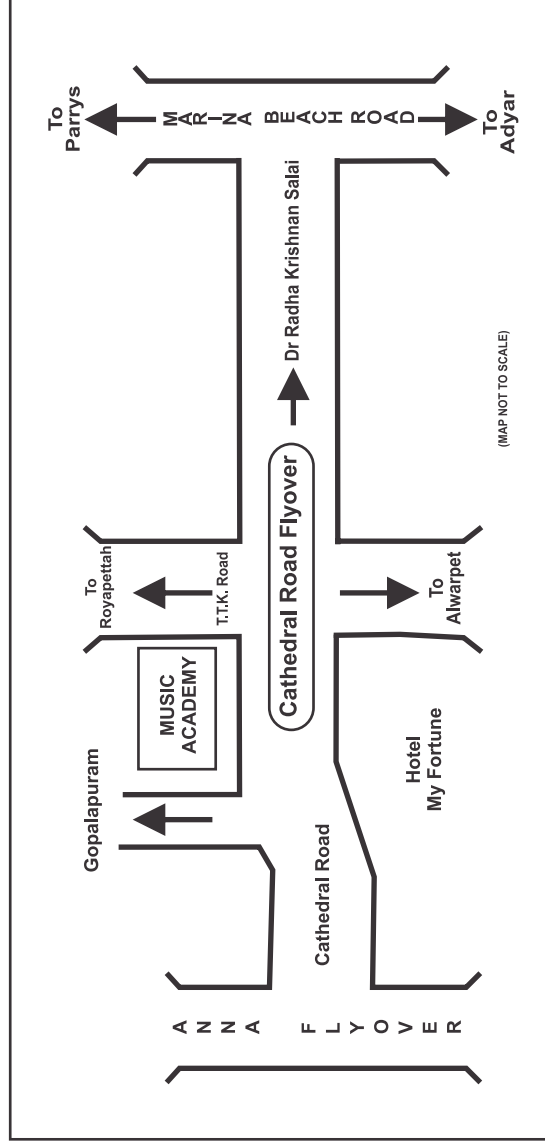
Folio No.	
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DP.ID	
CLIENT ID	

I hereby record my presence at the 28th Annual General Meeting being held on Thursday, 19th September 2019 at 11.00 am at The Music Academy, New No. 168, T.T.K. Road, Royapettah, Chennai - 600 014.

SIGNATURE OF THE MEMBERS OR THE PROXY	NO OF SHARES HELD

ROUTE MAP TO AGM VENUE





PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]



INDUS FINANCE LIMITED

CIN: L65191TN1992PLC022317

No.114, Kothari Building, IV Floor, M.G. Road,
Nungambakkam, Chennai 600 034.

Tel: 044-28330867 Fax: 044-28330208 Email: contact@indusfinance.com

Website: www.indusfinance.in

Name of the member(s):

Registered address

E-mail Id:

Folio No. / Client ID: DP ID:

I / We, being the member(s) of INDUS FINANCE LIMITED, holding..... Equity shares of the Company, hereby appoint

1. Name:

Address:

.....

.....

Email Id:

Signature:

or failing him

2. Name:

Address:

.....

.....

Email Id:

Signature:

or failing him

3. Name:

Address:

.....

.....

Email Id:

Signature:

or failing him



As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Thursday, 19th September 2019 at 11.00 am at The Music Academy, New No. 168, T.T.K. Road, Royapettah, Chennai - 600 014. India and at any adjournment there of in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
ORDINARY BUSINESS		For	Against	Abstain
1	To consider and adopt the Audited Financial statement of the Company for the financial year ended 31 st March 2019 and the Report of the Board of Directors and the Auditors thereon			
2	To appoint a Director in the place of Ms. Alice Chhikara, (holding DIN- 00088920) who retires at this meeting in terms of section 152(6) of the Companies Act 2013 and being eligible, offers herself for Re-appointment.			
3	Appointment of Auditor			
SPECIAL BUSINESS				
4	Re-Appointment of Dr. K. R. Shyamsundar, (holding DIN:03560150) as an Independent Director			

Signed this/-----/day of/-----/2019.

Signature of shareholder: -----

Signature of the proxy holder(s): -----

Re 1/-
Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

If Undelivered Please Return to:-

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