

28th September 2018

Indus Finance Ltd

CIN: L65191TN1992PLC022317 E-mail: contact@indusfinance.com

Bombay Stock Exchange Limited,

Registered office: Floor 25, P J Street, Dalal Street, Mumbai-400 001.

Dear Sir,

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

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

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

Kindly take the same on record.

Thanking You,

You's faithfully For IND US FINANCE LIMITED

K.K.Dinakar

Company Secretary

Encl:a/a



NAME OF THE COMPANY: SUF-INDUS FINANCE CORPORATION LIMITED

1.ORDINARY BUSINESS: To consider and adopt the Audited Financial statement of the Company for the financial year ended 31st March 2018 and the Report of the Board of Directors and the Auditors thereon

Resolution Required:(Ordinary/Special)								
Whether promoter/ promoter groups are interested in the agenda/resolution?	ested in the agenda/resolution?			Ordinary Aesolution				-
DAPTICITI ADC								
CARTOCIANA	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON	NO OF VOTES IN	NO OF VOTES	% OF VOTES IN	% OF VOTES AGAINST
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- TOT GW TOO	SUB IOIAL	2348108	1089206	46.39	1089206	o	1001	
SKOLD LOLAE		9258300	7211087	77.89	7211087	c	2	
						,	3	0

2.ORDINARY BUSINESS: To appoint a Director in the place of Ms. Alice Chhikara (holding DIN-00088920) who retires at this meeting in terms of selection 152(6) of the Comapnies Act 2013 and being eligible, offers herself for Re-appointment

Resolution Required (Ordinary/Special)								
(reported to the second				Ordinary Resolution				
Whether promoter promoter groups are interested in the agenda/resolution?	rested in the agenda/resolution?							
PARTICULARS	MODE OF VOTING	The Contract of the Contract o						
		NO OF SHAKES HELD	NO OF VOTES	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN	% OF VOTES AGAINST
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-	VENUE-VOTING	<u>L.</u>	0	0			Þ)
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							200	

3.ORDINARY BUSINESS: Appointment of Auditor

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NAME OF THE COMPANY: SUF-INDUS FINANCE CORPORATION LIMITED

Whether promoter/ promoter groups are interested in the agenda/resolution?	rested in the agenda/resolution?							
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN	NO OF VOTES	% OF VOTES IN	% OF VOTES AGAINST
		(3)	(2)	(A)-(A)	woo.w.	Levinor	FAVOUR ON VOTES	ON VOTE POLLED
PROMOTER AND PROMOTER GROTIP E-VOTING	B_VOTING	ľ			(+)	9	(6)=(4/2)*100	(7)=(5/2)*100
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	POSTAL_BALLOT	1	C			>		9
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	VENUE-VOTING		0	0	C			
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GRAND TOTAL		9258300	7244007		0075001	2	100	0
		000007	1001171	(7.89	7211087	0	100	0

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

Resolution Required:(Ordinary/Special)				Cracial Decelusion				
Whether promoter/ promoter groups are interested in the agenda/resolution?	rested in the agenda/resolution?			operativesolution				
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CARCACA	MODE OF YOUNG	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES	% OF VOTES AGAINST
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GRAND TOTAL		2010407	0075001	40.39	1089206	0	100	PANIS
		000000	/20108/	77.89	7211087	0	100	100
5.SPECIAL BUSINESS: Alteration of Memorandum of Association and Artú as per the provisions of the Companies Act, 2013 and rules made there under	5.SPECIAL BUSINESS: Alteration of Memorandum of Association and Articles of Association as per the provisions of the Companies Act, 2013 and rules made there under							E LIM,
Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter promoter promise are interested in the needs/recolution?	ested in the agenda/recolution?							ACC

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

NAME OF THE COMPANY: SUF-INDUS FINANCE CORPORATION LIMITED

PROMOTER AND PROMOTER~GROUP E-VOTING	E-VOTING		6121881	V-0 00				
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PUBLIC-INSTITUTIONS	E-VOITING	2200	0	0	0) ic		
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	VENUE-VOTING		0	0) c		
	SUB TOTAL	2200	0					
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GRAND TOTAL		9258300	7244087	00 11			3	
J			1001117	60.77	7211087	ō	100	



28th September 2018

Indus Finance Ltd

CIN: L65191TN1992PLC022317 E-mail: contact@indusfinance.com

RESULTS OF VOTING AT THE GENERAL MEETING

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

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

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

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

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

For Indus Finance Limited

Bala V Kutti Chairman

Encl: as above

Galedolla"

Practicing Company Secretary Trade Mark Agent Ex - Insolvency Professional

SRI SANKARA GURUKRIPA ILLAM

No. 6A, 10th Street, New Colony, Adambakkam, Chennai - 600 088 E -mail : (Off) gkrkgram@yahoo.in

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

Ph: 044 - 4355 9396

SCRUTINIZER'S REPORT FOR E VOTING AND POLL

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

To

The Chairman

27th Annual General Meeting
INDUS FINANCE LIMITED
(Formerly known as Indus Finance Corporation Ltd)
(CIN: L65191TN1992PLC022317)

"Kothari Buildings",
4th Floor,
114, Mahatma Gandhi Salai,
Nungambakkam,
Chennai - 600 034

Dear Sir,

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

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

Responsibility of the Management

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

C.P.No. 3363

& R.KANNAN_{M.Com., GDMM., ACMA., F.C.S}

Practicing Company Secretary Trade Mark Agent Ex - Insolvency Professional

SRI SANKARA GURUKRIPA ILLAM

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Responsibility as a Scrutinizer

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

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

ORDINARY BUSINESS:

ORDINARY RESOLUTIONS:

Item 1

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

VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	VOTED T ELECTRONIC	F MEMBERS HROUGH MEANS AND DLL	NUMBER O	F VOTES CAST	PERCENTA NUMBER O	GE OF TOTAL F VOTES CAST
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	DOLL
Promoter and	6	0				POLL
Promoter group			6121881	0	84.90	0
Public	2	0	4000		1	
	_ _		1089206	0	15.10	0

* C.P.No. 3363

Practicing Company Secretary Trade Mark Agent Ex - Insolvency Professional

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VOTES CAST AGAINST THE RESOLUTION

PARTICULARS	THROUG	MEMBERS VOTED I ELECTRONIC S AND POLL	NUMBER O	F VOTES CAST	TOTAL NUI VOTES	ING POLL
4	E-VOTING	POLL	EVOTOR		<u> </u>	
D			E-VOTING	POLL	E-VOTING	POLI
Promoter and	0	0	0			
Promoter group	1	_	U	0	0	0
October .		_ _		1		
Public	0	0	0			
	1		U	0	0	0

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

VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	VOTED T ELECTRONIC	F MEMBERS 'HROUGH MEANS AND DLL	į.	F VOTES CAST	PERCENTA NUMBER O	GE OF TOTAL F VOTES CAST
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	6	0	6121881	0	84.90	0
Public	 					
		0	1089206	0	15.10	0

VOTES CAST AGAINST THE RESOLUTION

PARTICULARS	THROUGH	MEMBERS VOTED HELECTRONIC S AND POLL	NUMBER O	F VOTES CAST	PERCENT. TOTAL NUI VOTES	MBER OF
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	
Promoter and	 				E-VOTING	POLL
Promoter group		0	0	0	0	0
Public	0	+			•	1
		0	0	0	0	0



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Item 3

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

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

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

VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	VOTED 1 ELECTRONIC	F MEMBERS THROUGH MEANS AND DLL	ŀ	F VOTES CAST	PERCENTA NUMBER O	GE OF TOTAL OF VOTES CAST
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and	6	0	£131004			FOLE
Promoter group			6121881	0	84.90	0
Public	2	0	1089206	 		
				0	15.10	0

C.P.No. 336

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VOTES CAST AGAINST THE RESOLUTION

PARTICULARS	THROUGH	MEMBERS VOTED I ELECTRONIC I AND POLL	NUMBER O	VOTES CAST	PERCENT, TOTAL NUI VOTES	VIBER OF
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	
Promoter and	0		<u></u>		r-401144	POLL
romoter group	J	0	0	0	0	0
Public						1
	U	0	0	0	0	1
CIAL BUSINESS:	0	0	0	0	0	

SPECIAL BUSINESS:

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

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

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

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

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VOTES CAST IN FAVOUR OF THE RESOLUTION

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

VOTES CAST AGAINST THE RESOLUTION

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

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

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

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

Practicing Company Secretary Trade Mark Agent Ex - Insolvency Professional

SRI SANKARA GURUKRIPA ILLAM

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

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

VOTES CAST IN FAVOUR OF THE RESOLUTION

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

VOTES CAST AGAINST THE RESOLUTION

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

COURANT STORY

Practicing Company Secretary Trade Mark Agent Ex - Insolvency Professional

SRI SANKARA GURUKRIPA ILLAI

No. 6A, 10th Stree New Colony, Adambakkan Chennai - 600 08

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

The Outcome of the 27th Annual General Meeting may be declared accordingly based on the

Date: 28.09.2018 Place: Chennai

acticing Company Segretal

P.No. 3363

Countersigned by Chairman

Bala Venckat Kutti 00765036