INDUS FINANCE LIMITED

BOARD OF DIRECTORS

1. Bala V Kutti - Chairman
2. Niranjan R Jagtap - Independent Director
3. Dr. K.R. Shyamsundar - Independent Director
4. Alice Chhikara - Non Executive Director
5. K.B.K.Vasuki -Additional Director

COMPANY SECRETARY
K.K.Dinakar

CHIEF EXECUTIVE OFFICER
N.Bhaskara Chakkera

CHIEF FINANCIAL OFFICER
V.Kannappan

AUDITORS

STATUTORY
V.Ramaratnam & Co
Chartered Accountants
Address: 26, 4th street,
Abhirama Puram,
Chennai- 600 018.
Email: admin@vramaratnam.com

INTERNAL
Kailash Jain & Associates
Chartered Accountants
Address: No.60/1, Tana Street,
Purasaiwakkam,
Chennai - 600 007.
Email: ca.kailash@Hotmail.com

SECRETARIAL
R.Kannan
Sri Sankara Gurukripa Illam
Practicing Company secretary
No.6A, 10th Street, New Colony,
Adambakkam,
Chennai-600088.
E-mail: gkrkgram@yahoo.in

BANKERS
DCB Bank Limited
Axis Bank Limited

REGISTERED OFFICE
"Kothari Buildings" 4th Floor,
114, M.G.Road, Nungambakkam,
Chennai- 600 034.
Tel: 044-28330867/28331310
Fax: 044- 28330208.
Email: 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
Email: Murali@cameoindia.co.in

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NOTICE TO THE SHAREHOLDERS

Notice is hereby given that 29th Annual General Meeting of **Indus Finance Limited** having CIN: L65191TN1992PLC022317 will be held through **Video Conferencing ("VC") /Other Audio Visual Means (OVAM)** on **Wednesday, 30th September 2020** at **4:00 PM IST** 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, 2020 and the Reports of the Board of Directors and the Auditors thereon.**

2. **To appoint a Director in the place of Mr. Bala V Kutti (having Director Identification No. 00765036) who retires by rotation.**

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 Section 152 of the Companies Act, 2013 Mr.Bala V Kutti (DIN No.00765036), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the company, liable to retire by rotation**"**.

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. Sanjiv Shah & Associates, Chartered Accountants, Chennai having (ICAI Firm Registration No. 003572S) be and are hereby appointed as Statutory Auditors of the Company (in place of M/s. Ramaratnam & Co, Chartered Accountants, the retiring Auditors), to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, and that the Board of Directors be and is hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors.**"**

SPECIAL BUSINESS:

4**. TO CONTINUE THE DIRECTORSHIP OF Mr. NIRANJAN R JAGTAP (DIN 01237606) AS AN INDEPENDENT DIRECTOR IRRESPECTIVE OF HIS AGE:**

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded to Mr. Niranjan R Jagtap (DIN:01237606), who will be attaining the age of seventy five (75) years during the tenure, to continue to be a Non-Executive Independent Director of the Company up to the conclusion of 30th AGM of the Company, being the date of expiry of his current term of office.**"**

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".

5. APPOINTMENT OF Ms.K.B.K VASUKI (DIN: 07452011) 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 Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable Provisions, Sections, Rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the Board be and is hereby accorded, to appoint Ms. K.B.K Vasuki as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. 29th July, 2020 to hold office up to the date of the next Annual General Meeting and subject to the approval of the members in the ensuing Annual General Meeting, for appointment as an Independent Director to hold office for a term upto five consecutive years from the date of ensuing Annual General Meeting up to the Conclusion of 34th Annual General Meeting and whose office is not liable to retire by rotation."

IMPORTANT NOTES:

Statutory information:

1. The Register of Members and the Share Transfer books of the Company will remain closed from 24th September 2020 to 30th September 2020 (both days inclusive) in connection with the Annual General Meeting (AGM)
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), setting out details relating to Special Business of the meeting is annexed hereto which may also regarded as the disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations).

Meeting through Video Conferencing (VC)/Other Audio Visual Means (OAVM):

3. Pursuant to the General Circular No. 20/2020 dated 5th May 2020 read with General Circulars No. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020, the Meeting will be held through Video Conferencing/ Other Audio Visual Means.
4. In terms of the above Circulars, there is no provision for appointment of proxies for the meeting. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of bodies corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. For participating in the Meeting through the VC/OAVM please see the heading "Guidance to shareholders for attending the AGM through VC/OAVM".
6. Members desirous of speaking at the meeting may register through the web portal of the Registrar & Transfer Agent (RTA) Cameo Corporate Services Limited through the web-link: https://Investors.cameoindia.com.
7. The above facility for registration will be open from 9:00 AM on 22nd September 2020 to 5:00 PM on 26th September 2020. It may please be noted that there will be no option for spot registration and so only those shareholders who have registered through the above process will be able to speak at the meeting.
8. Members who do not wish to speak during the AGM but need clarifications on the items to be transacted at the AGM may send their queries by e-mail to contact@indusfinance.in on or before 26th September 2020, mentioning their names, demat account number/folio number, e-mail id and mobile number. These queries will be replied to by the Company suitably by email.

Despatch of Annual Report and Notice of the meeting:

9. Electronic copy of the Annual Report for the year 2019-20 and the Notice of the 29th AGM are being sent to all the members whose E-mail IDs are registered with the Company/Depository Participant(s) for communication purposes. Members may note that pursuant to the aforesaid Circulars and SEBI Circular dated 12.05.2020 there is no provision for providing printed copies of the Annual Reports.
10. Annual Report and the Notice of the AGM are available in the Company's website: www.indusfinance.in. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting during the AGM) i.e. www.evotingindia.com.

Facility for Remote E-voting and Voting during the meeting:

11. Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 108 of the Companies Act 2013, and the relevant Rules, the Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) to facilitate the Members to exercise their right to vote at the Annual General Meeting through remote e-voting. The detailed process for participating in the said e-voting is furnished in heading "Guidance To Shareholders For Remote E-Voting".
12. A person who has participated in the remote e-voting is not debarred from participating in the meeting though he/she shall not be able to vote at the meeting again and his/her earlier vote cast electronically shall be treated as final. However, as per Rule 20 of the Companies (Management & Administration) Rules, 2014, facility for voting shall also be made available at the meeting and Members who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting which would also be through electronic means.

General:

13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and the holdings should be verified.
14. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the RTA through the web-link: https://Investors.cameoindia.com
15. SEBI vide Circular dated 20-04-2018 mandated the Company to collect copy of PAN and Bank account details from Members holding shares in physical form. Accordingly in July 2018 individual letters were sent to those shareholders whose PAN and Bank account details were not available with the Company followed by two reminders. In spite of this, many shareholders have not come forward to provide the information. Such shareholders are requested to provide the information at the earliest to the Company/ RTA. As per the Circular the shareholders who have not furnished the information have been placed under "enhanced watch" and so their requests will be processed subject to enhanced due diligence.
16. Pursuant to proviso to Regulation 40 (1) of the Listing Regulations, effective from 1st April 2019 transfer of securities other than transmission or transposition of names are not to be processed by the Company in physical form. So, shareholders desirous of transferring their shares are requested to dematerialize their shares.
17. The documents and information to be made available for inspection by the Members during the AGM will be provided electronically through the e-voting facility of CDSL.

GUIDANCE TO SHAREHOLDRES FOR REMOTE E-VOTING

(i) The voting period begins at 9:00 AM on 27-09-2020 and ends on 29-09-2020 at 5:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date viz., 23-09-2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5 p.m. on 29-09-2020.

(ii) For remote e-voting shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on "Shareholders" module.

(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. Shareholders 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 e-voting of any company, then your existing password is to be used.

(vii) If you are holding shares in demat mode and a first time user or if you are holding shares in Physical mode:

a) Enter the following details:

Applicable for Shareholders holding shares in Demat form and Physical form:

PAN	Enter your 10 digit alpha-numeric "PAN issued by Income Tax Department "Members who have not updated their PAN with the Company/Depository Participant please use the sequence number which is available in the e-mail forwarding the Annual Report.
DOB	If both the details are not recorded with the Depository or Company please enter the member id / folio number as mentioned in instruction (iv).

b) After entering these details appropriately, click on "SUBMIT" tab.

c) Shareholders holding shares in physical form will then directly reach the Company selection screen. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

d) Shareholders 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 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.

(viii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(ix) Click on the EVSN for Indus Finance Limited and you will be directed to the e-voting screen.

(x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, your option would have been recorded and you will not be allowed to modify it thereafter.

(xiv) After completing the voting, you can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

(xvi) **SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE RTA OR DEPOSITORIES MAY USE THE WEBLINK OF THE RTA https://Investors.cameoindia.com AND FOLLOW THE INSTRUCTIONS THEREIN. In case of any difficulty please contact the RTA.** Upon registration of the E-mail ID as above, the RTA will provide the login credentials for the e-voting when the notice of the AGM is sent based on this registration.

GUIDANCE TO SHAREHOLDERS FOR ATTENDING THE AGM THROUGH VC/OAVM

1. As mentioned earlier, the AGM will be held through Video Conferencing (VC) /Other Audio Visual Means (OAVM).

2. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia.com under Shareholders/ Members login by using the remote e-voting credentials. The link for VC/OAVM will be available upon login where the EVSN of Company will be displayed.
3. Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. In other words, the window for joining the meeting would be available from 3:45 PM on the AGM day.
4. The facility of participation at the AGM through VC/OAVM will be made available to 1000 members on first come first served basis. This shall not apply to Shareholders holding 2% or more shares and other categories of persons mentioned in the relevant Circular.
5. The attendance of the Members participating in the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Shareholders are encouraged to join the Meeting through Laptops / IPads / Desktops for better experience. Shareholders will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. Please note that participants connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
8. Only those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting. There is no provision for spot registration to speak at the meeting. Please refer to Sl. No.8 under the heading "Important Note" to register for speaking at the Meeting.
9. Shareholders are requested not to permit any other person to use their log-in credentials, as it would be a violation of the provisions of the Companies Act, 2013 and the Rules made there under.

GUIDANCE TO SHAREHOLDERS FOR VOTING DURING THE AGM

1. The procedure for e-Voting on the day of the AGM is same as mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. E-voting facility during the meeting will be available from the beginning of the Meeting till 5 minutes after the close of the meeting. Shareholders may, at their option, vote at any time during this period. The voting facility will be closed thereafter.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

FOR THE ATTENTION OF NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login 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.
- Non Individual shareholders who have voted from the tab for individuals or not submitted the relevant documents in the CDSL E-voting system are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote by email, to the Scrutinizers gkrkgram@yahoo.in or to the Company at contact@indusfinance.in

CONTACT FOR FURTHER INFORMATION

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 022-23058542/43.

BY ORDER OF THE BOARD
For INDUS FINANCE LTD

Place: Chennai – 600 034
Date: 29th July, 2020

K.K. Dinakar
Company Secretary

ANNEXURE TO THE NOTICE

Explanatory Statement

(Pursuant to Section 102(1) of the Companies Act, 2013)

ITEM NO: 4

The Members of the Company at the Twenty Fifth Annual General Meeting had appointed Mr. Niranjan R Jagtap (DIN: 01237606) as an Independent Director of the Company for a term of five (5) consecutive years.

As the Members are aware, pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), effective from April 1, 2019, no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of seventy five (75) years unless a Special Resolution is passed to that effect and the Explanatory Statement annexed to the Notice proposing such appointment or continuation specifying the justification for such appointment or continuation, as the case may be.

Mr. Niranjan R Jagtap (DIN: 01237606), will be attaining the age of seventy five (75) years during the current tenure. Accordingly, pursuant to Regulation 17(1A) of the Listing Regulations, a Special Resolution needs to be passed enabling the Non-Executive Independent Director of the Company to continue up to the conclusion of 30th AGM of the Company, being the date of expiry of his current term of office.

The Board of Directors, at its meeting held on 29th July, 2020 has unanimously decided the continuation of Directorship irrespective of age of Mr. Niranjan R Jagtap, until the conclusion of 30th AGM, being the date of expiry of his current term of office.

Profile and justification for continuation of the Directorship of the aforesaid director is stated below:

Mr. Niranjan R Jagtap (DIN:01237606) was appointed as an Independent Director of the company pursuant to approval of the Members under the provisions of the Companies Act, 2013 through resolution passed at the Annual General Meeting. He Practiced legal profession independently till 1981 and since 1983, has been Practicing in the firm name of Niranjan Jagtap & Co., Advocates & Notary as a Sole Proprietor.

Mr. Niranjan R Jagtap handles litigations and filing of matters before the High Court at Judicature at Bombay (Original side and Appellate side), Company Law Board, Debt Recovery Tribunals, and Arbitrations generally and more particularly relating to Real Estate.

Mr. Niranjan R Jagtap also serves on the Boards of Indowind Energy Limited, Skyline Millars Limited, among others.

Mr. Niranjan R Jagtap has been an active member of the Board and the Committees of which he is a Member. He brings independent judgements on the Board of the Company and his continued association will be valuable and positive. With his expertise, skills and knowledge, particularly in the fields of Legal, finance and accounts, he articulates and provides his valuable

guidance and inputs in all matters pertaining to the legal matters and financial statements. Mr. Niranjan R Jagtap is physically fit and current with legal and finance matters.

Details of Mr. Niranjan R Jagtap's attendance at the Board, Committee and General Meetings held during the last two financial years are given below:

Financial Year	Board Meeting	Audit Committee Meeting	Nomination & Remuneration Committee Meeting	Annual General Meeting
2018-19	4 out of 4	4 out of 4	1 out of 1	Yes
2017-18	4 out of 4	4 out of 4	1 out of 1	Yes

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail his services as Independent Director.

The Board of Directors recommends the resolution at Item No.4 for approval of Members of the company.

None of the Directors or Key Managerial Personnel and their relatives other than Mr. Niranjan R Jagtap, being appointee, in any way, interested or concerned, financially or otherwise in the special resolutions set out at Item 4 of the Notice.

ITEM NO: 5

Ms.K.B.K Vasuki (DIN: 07452011) was appointed as an Additional Director of the Company with effect from 29.07.2020 by the Board of Directors in terms of Section 161(1) of the Companies Act, 2013. Ms.K.B.K Vasuki shall hold office up to the date of this Annual General Meeting and subject to the approval of the members in the ensuing Annual General Meeting, for appointment as an Independent Director to hold office for a term upto five consecutive years from the date of ensuing Annual General Meeting up to conclusion of 34th Annual general Meeting and whose office is not liable to retire by rotation."

The Board of Directors recommends the resolution at Item No.5 for approval of Members of the company.

None of the Directors or Key Managerial Personnel and their relatives other than Ms. K.B.K.Vasuki, being appointee, in any way, interested or concerned, financially or otherwise in the Special Resolution set out at Item 5 of the Notice.

BRIEF PROFILE OF MR. BALA VENCKAT KUTTI

Mr. Bala V Kutti, has over 29 years of business experience in the areas of project management, investment banking, corporate lending and merchant banking. Further, he has promoted a number of companies and ventures apart from Indus Finance Ltd, The information pertaining to him to be provided as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is furnished in the Report on Corporate Governance of the Annual Report.

BRIEF PROFILE OF Ms. K.B.K.VASUKI

Ms.K.B.K.Vasuki enrolled with Bar Council of Tamil Nadu in 1979 and gained vast legal expertise while working with Thiru.R.Gandhi, Sr.Advocate and Former President of High Court Advocate Association and Tamil Nadu & Puduchery / Federation. She was appointed as District Muncif in the year 1986 and promoted as Sub-Judge in 1991 and worked at Salem and Coimbatore. In 1992, she was promoted as District Judge and worked as Additional District Judge at Salem and Coimbatore. Between 1998 & 2002 she was Labour Judge and Chief Judicial Magistrate at Coimbatore and Family Court Judge at Madurai. In 2002-03, she worked as Principal District Judge at Namakkal, Nagapattinam & Thiruvarur. Between 2003-08 she was the Appellate Authority in State Transport Appellate Tribunal and in the year 2008-09 she headed as Chief Judge, Court of Small Causes and Registrar (Vigilance) Chennai.

During the year 2009 – 10, she handled all types of cases in Civil and Criminal jurisdiction, Labour Law, Family Law and transport cases in the District Judiciary. The year 2010 witnessed her elevation as judge of the Madras High Court, a premium High Court of the Country and she continued to render her services till her retirement on 8th September, 2015. During her tenure as Judge in the esteemed High Court of Madras, she adjudicated a number of cases of which more than 100 judgments found place in various Law Journals and have become precedents till date.

Since her retirement, she was a Nominee Director with Star Health and Allied Insurance Co. Ltd. till 2019. As a Member of Arbitration Panel, presently, she is engaged in Arbitration Proceedings as both sole Arbitrator as well as Member of larger panels, thus, continuing her affection towards delivery of justice.

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

To

The Members

Your Directors are pleased to present this 29th Annual Report of the Company together with the Audited Accounts for the year ended 31st March 2020

FINANCIAL HIGHLIGHTS AND PERFORMANCE

[Rs.In Lakh]

PARTICULARS	**2019-20**	**2018-19**
Income from operations	220.91	135.67
Other Income	20.00	105.74
Gross Receipts	**240.91**	**241.41**
Expenses	230.83	211.02
Depreciation & Amortization	2.22	2.28
Total Expenses	**233.05**	**213.30**
PBT	7.86	28.11
TAX	2.43	8.58
PAT	5.42	19.53
Proposed Dividend/Dividend	NIL	NIL
Proposed Dividend Tax/Dividend Tax	NIL	NIL
Transfer to Statutory Reserve	1.08	(0.38)

FINANCIAL PERFORMANCE:

During the Financial year, your Company's income from operations was higher by 62% compared to the previous year. The steep increase is attributed to realisation of certain unrealised interest in the past years. In addition, the Company had realisation of Rs 20.00 lakh bad debt pertaining to earlier years. The fall in other income during the year under review Company done away with other assets generating other income at the end of Previous year to fall strictly in line with the regulatory norms prescribed by the Regulator. The net profit of the Company would have been higher by Rs 80.00 lakhs but for the prudential provisioning/write of doubtful/bad debts pertaining to two borrowal accounts. However, the legal recovery efforts are in place and the management is confident of recovering these bad debts in the coming years. In view of the inadequate profit your Company is not in a position to recommend dividend for the year under review.

MARKET SCENARIO:

The year 2020 experienced a turmoil in Financial Sector attributed to severe Global recession, raise in unemployment, nearly 50% fall in broad equity prices, almost 25% decline in residential real estate price, unprecedented stress in the corporate debt market as well as commercial real estate sector. Failure of certain large NBFCs resulted in huge liquidity crunch forcing the Government to introduce several reforms to liberalise and RBI taking various measures to facilitate easy access to finance for MSMEs. Lenders were finding ways to manage their books, demand and stay in the business in long-run. Due to this, a

temporary shock appeared in the NBFC circle as banks tightened credit flows and liquidity squeeze reduced the pace of acceleration of credit as entities choose to focus on asset-liability management rather than just growing their portfolio. In addition, Mutual funds too reduced their exposure to NBFCs by 30% forcing the sector walk a tight rope while managing the funds requirement. The announcement by the Regulator [RBI] in August increasing the Bank's exposure to 20% from the existing 15% of their Tier I capital to a single NBFC and easing of the priority sector norms by allowing the banks to lend to NBFCs for onward lending to Agriculture [up to Rs.10,00 lakh], MEMEs [Rs.20 lakh] and housing [Rs.20 lakh] to be covered under the priority sector lending also did not stimulate the sector to the anticipated level. IFL having no exposure to either bank borrowings or to public deposit saw one more financial year passing with asset size further reducing attributing to recovery as well as wait & watch policy. The rapid spread of corona virus (COVID-19) has dramatic impacts on financial markets all over the world. It has created an unprecedented level of risk, causing investors & lenders to suffer significant loses in a very short period. Even advanced economies entered this crisis with interest rates at historical lows, unprecedented job loss and sharp &sudden fall in the GDP. If the liquidity crunch caused by the systemic failure of certain large sized NBFC and global recession are the root cause for the low growth in the first half, the pandemic caused by Covid-19 worldwide and its negative impact on every business sector in the 2nd half has overshadowed the minimal growth achieved in the first half. With prediction of negative growth already in place across all regions of the world in both Advanced economies and Emerging markets and Developing economies (source: IMF, world economic outlook, April 2020), there left hardly anything to appreciate the performance of 2020.

ROAD AHEAD

After the Global Financial Crisis, a decade ago, the world is engulfed in a new crisis caused by the COVID-19 pandemic with unimaginable impacts on health and economy. The health crisis and poor healthcare system in the developing economies have severe impact on the economic activities. According to most estimates, the Indian economy is expected to register a record contraction of over 4.5% in the current fiscal year due to the pandemic. The medium-term outlook for the Indian economy also appears to be very uncertain with supply chains and demand yet to be restored fully while the trajectory of the corona virus spread, and the length of its impact remain unknown. The Global economy is expected to contract by 3 % in the current fiscal [April-March] and is expected to be much worse than the financial crisis of 2008-09. Effective policies to forestall the possibilities of worse outcome and necessary measures to protect the lives are the need of the hour. The Central Government had announced several economic stimulus packages announcing significant fiscal support to heavily impacted sectors and workers. The future suggests that NBFCs will continue to experience normal growth if the credit flow does not stop and the risk mitigation mechanisms improve.

OPPORTUNITIES & THREAT

The pre Covid-19 situation with increased stress on asset quality, liquidity crunch had made the NBFCs to focus on diversification and find alternate source of income. The biggest strength of the NBFC sector is their existing customer base, distribution capability and consumer understanding and they can leverage these for an alternate business model. Subject to Regulatory approvals NBFCs can use their core strength in developing a market driven business platform.

According to a study on Indian Economic performance 2019-20 *there are around 55-60 million MSMEs in India, contributing to about 30 per cent of India's GDP. This sector had a credit demand of about INR 45 lakh crore in 2018 out of which 40 per cent was served by informal*

credit. As a result, there is big opportunity in the coming years for NBFCs to capture this unserved population and partner in India's growth story. This is because banks often find it expensive or unviable to serve these segment which new-age NBFCs are serving on the back of advanced technology and better reach in the remote corners of the country. Another most affected social segments is the informal sector comprising small businesses, local shopkeepers, daily wage earners, and farmers most of whom have been dealing with the NBFCs for ages. On the way to recovery all these business as well as individuals need fresh credit. Many of them being new to credit and there being no past credit history, it is unlikely that the traditional or formal lenders would grab the opportunity by deviating the norms or match the speed with which a NBFCs delivers. Post COVID-19, this segment is expected to be much bigger in size and NBFC should be able to grab this opportunity should there be enough liquidity in the system. However, as hitherto has been the case, the real threat lies in maintaining the quality of the portfolio and complying with the regulatory norms. The challenge to maintaining and augmenting the deposit portfolio due to shaken customer confidence post crisis of a large NBFC and stricter regulatory norms, default in payment by the existing borrowers in post covid-19 pandemic breakdown and resultant impact on liquidity mismatch and profitability may severely affect many small and mid-sized NBFCs.

RISKS & CONCERNS

The disruption caused by Covid-19 has put most of the small and mid-sized NBFCs particularly those having substantial exposure to public funds by way of debt & deposit, as the large lenders (NBFCs) have an avenue to tap the "Targeted Long Term Refinancing operations [TLTRO] announced by the Regulator. With substantial quantum of commercial papers and NCDs becoming due during the current year, mid-sized NBFCs will be forced to dip into the reserves to pay back the liabilities and may find it very difficult to raise funds. With this background it is likely that business models of some of the NBFCs undergo considerable changes within the regulatory framework given the uncertainty due to lockdown. With auto sales having virtually coming to a standstill, real estate sector experiencing unprecedented recession and MSME sector a paradise for these NBFCs yet to commence operations small and medium sized NBFCs will take lot of time to recuperate. Another major concern for the NBFCs in the near future is the significantly deteriorating asset quality as economic disruptions from the corona virus outbreak deepen an economic slowdown that has been underway in the past few years. According to rating agency Moody's *Non-banking financial companies (NBFCs) in the country are more vulnerable to the risks brought on by the Covid-19 disruption than banks*. The agency reported that "Stresses on the liquidity and asset-quality fronts are set to be exacerbated for non-bank lenders". With flattening of the covid-19 curve still uncertain and the complete effect of outbreak of the pandemic unknown, it is very difficult to imagine the bottom line of the NBFC sector at least in the next two fiscals.

The Covid-19 pandemic is truly an unprecedented event. No one would have imagined that the whole world would come to a standstill for a couple of months. The potential economic loss caused by the pandemic is as brutal as the loss of life. In addition to both internal and external risks hitherto experienced, IFL also experienced one more risk "the effect of Pandemic caused by covid-19" like the rest of the world. The management followed all the statutory and regulatory guidelines issued in dealing with the situation. While Your company has suitable policies in place to manage the interest, liquidity, market and credit risk, it has also evolved proper standard operating procedure [SOP] to deal with the Corona virus outbreak. As mentioned in our earlier year's reports, the cautious wait & watch approach adapted by the Company for the last couple of years has enabled 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 current ratio and Debt Equity Ratio is more by 28% and less by 46% as compared to the previous financial year. The variance is due to repayment of loan.

The operating profit and Net profit is less by 67% and 72% respectively as compared to the previous financial year. The negative variance is on account of increase in expenses.

DETAILS OF CHANGE IN RETURN ON NETWORTH

Return on Net worth was 1.15% for 2018-19 and less by 12% for 2019-20. The negative variance is due to adjustment on account of Ind AS adoption.

NUMBER OF MEETINGS OF BOARD

Indus Finance Ltd, held 4 Board Meetings during the year ended 31st March 2020. These were on 30th May 2019, 11th September 2019, 7th November 2019 and 14th February 2020.

REAPPOINTMENT OF DIRECTORS RETIRING BY ROTATION

In terms of Section 152 of the Companies Act, 2013, Mr. Bala V Kutti (DIN 00765036) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors based on the recommendation of Nomination and Remuneration Committee, has recommended the re-appointment of Mr. Bala V Kutti (DIN 00765036) retiring by rotation.

TO CONTINUE THE DIRECTORSHIP OF INDEPENDENT DIRECTOR IRRESPECTIVE OF THE AGE

Mr. Niranjan R Jagtap was appointed as Independent Director to hold the office for 5 consecutive years until the conclusion of the 30th AGM of the company. Pursuant to the Regulation 17 (1A) of SEBI (LODR) Regulation, based on the recommendation of the NRC, the Board recommends for the approval of the members through special resolution at the ensuing AGM to continue to be a Non-Executive Independent Director of the Company up to the conclusion of 30th AGM of the Company, being the date of expiry of his current term of office.

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, 2020 and profit/loss for the Company for the year ended 31st March 2020.

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 the Corporate Governance Report (CGR) annexed to this Report. All the recommendations of the Committee were accepted by the Board.

THE RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN REMUNERATION OF THE EMPLOYEES OF THE COMPANY FOR THE FINANCIAL YEAR 2019-20 ARE GIVEN BELOW

Name of the Director	Ratio to Median Employee Remuneration
Mr. Bala V Kutti - Executive Chairman	36.00
Mr. Niranjan R. Jagtap – Independent Director	0.60
Dr. K.R. Shyamsundar – Independent Director	0.60
Ms. Alice Chikkara – Non Executive Director	-

THE PERCENTAGE INCREASE IN REMUNERATION OF DIRECTORS, KMP AND MEDIAN EMPLOYEE FOR THE FINANCIAL YEAR 2019-20

There is no increase in remuneration to the Directors, KMP during the financial year 2019-20.

THE KEY PARAMETERS FOR ANY VARIABLE COMPONENT OF REMUNERATION AVAILED BY THE DIRECTORS

None

THE RAIO OF THE REMUNERATION OF THE HIGHEST PAID DIRECTOR TO THAT OF THE EMPLOYEES WHO ARE NOT DIRECTORS BUT RECEIVE REMUNERATION IN EXCESS OF THE HIGHEST PAID DIRECTOR DURING THE YEAR

None

THERE ARE NO EMPLOYEES IN RECEIPT OF REMUNERATION MORE THAN THE STIPULATED AMOUNT MENTIONED UNDER RULE 5(2) OF COMPANIES (APPOINTMENT AND REMUNERATION) RULES 2014

AFFIRMATION THAT THE REMUNERATION IS AS PER THE REMUNERATION POLICY OF THE COMPANY

The Company affirms remuneration is as per the remuneration policy of the Company.

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.

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

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

Ms.Alice Chhikara has resigned from the post of Director on 14th February 2020 of the Company during the year under review.

Ms.K.B.K.Vasuki has been appointed as Additional Director (Non-Executive & Independent) with effect from 29th July, 2020 of the Company.

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS

Detailed information is provided in respect of loans under long term loans and advances in Notes No.4 of Notes forming part of the financial statements, similarly detailed information is provided under Non-Current Investments in Note No.5 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:

Section 134 of the Companies Act, 2013 states that formal evaluation needs to be made by the Board, of its own performance and that of its committees and the individual Directors. Schedule IV of the Companies Act,2013 and regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors excluding the Directors being evaluated.

Pursuant to the Provisions of Section 134 (3) (p) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 the Board has carried out an evaluation of its own performance, the Directors individually as well as the evaluation of the working of its 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, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its shareholders etc. 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

The Company does not have any Subsidiary

INDUSTRIAL RELATIONS AND PARTICULARS OF EMPLOYEES

As of 31st March 2020, 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, 2020	March 31, 2019	% Change
Market Capitalization (Rs.)	8,25,84,036/-	12,49,87,050/-	(33.93)%
Price earnings ratio	6.99	64.29	(89.13)%

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 31.03.2020, Rs. 8.92/- difference (Rs. 21.08) (70.27%)

CORPORATE GOVERNANCE

Your Company has complied with the requirements regarding Corporate Governance as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. 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

As per section 139 (2) of the Companies Act, 2013 M/s. Sanjiv Shah & Associates, Chartered Accountants, Chennai having (ICAI Firm Registration No. 003572S) be and are hereby appointed as Statutory Auditors of the Company (in place of M/s. Ramaratnam & Co, Chartered Accountants, the retiring Auditors), to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.

RESPONSE TO THE AUDITORS' BASIS OF QUALIFIED OPINION:

As regards Auditors' basis of qualified opinion mentioned in their report dt. 29th July, 2020, your Directors wish to state as under:

Company has been informed by Indowind Energy Ltd, that the winding up petition filed on behlf of a section of bondholders before the Hon'ble High Court of Madras is allowed. However Indowind Energy Limited has preferred an appeal challenging the said admission, which has been numbered before the registry of Hon'ble High Court of Madras. It is also informed that the petitioner is seeking a proposal for the redressal of petitioners' grievance. We have also analyzed the subject order, admitting the winding up petition and the grounds of admission do not seem to be sustainable under the law. Hence, a conscious decision has been taken to wait till the outcome of the appeal or any other subsequent appeal before the higher Courts by either parties.

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

The particulars of contracts or arrangements with related parties referred to in section 188(1) and applicable rules of the Companies Act, 2013 is provided with respect to the list of Related Parties under note No.23 of the Notes on accounts and with respect to transactions with related parties are given in detailed under note No.23 of the notes on accounts in the format Form AOC-2, which forms part of this report in 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). As regards the observation of the Secretarial Auditor in his report your company is taking steps for appropriate solution.

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. Kailash Jain & Associates are the Internal Auditors who continuously monitor and strengthen the financial control procedures in line with the 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 on 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 be may materially influenced 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 LIMITED

Place: Chennai – 600 034
Date: 29th July, 2020

Bala V Kutti
Director

ANNEXURE I
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March 2020

[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	91.69 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Not Applicables

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

i) Category-wise Share Holding

Category Code	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	SHAREHOLDING OF PROMOTER AND PROMOTER GROUP									
1.	INDIAN									
a.	INDIVIDUALS/ HINDU UNDIVIDED FAMILY	3023697	0	3023697	32.6593	3023697	0	3023697	32.6593	0.0000

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.	INSURANCE COMPANIES	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.0000

f.	FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0.0000	0	0	0	0.0000	0.0000
g.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
h.	ANY OTHER									
	SUB - TOTAL (B)(1)	**0**	**2200**	**2200**	**0.0237**	**0**	**2200**	**2200**	**0.0237**	**0.0000**
2.	NON-INSTITUTIONS									
a.	BODIES CORPORATE	859679	0	859679	9.2854	857505	0	857505	9.2620	-0.0234
b.	INDIVIDUALS -									
	I INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UPTO RS. 1 LAKH	257655	22402	280057	3.0249	249658	22402	272060	2.9385	-0.0863
	II INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH	1150514	0	1150514	12.4268	1160550	0	1160550	12.5352	0.1084
c.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	ANY OTHER									
	HINDU UNDIVIDED FAMILIES	57053	0	57053	0.6162	57188	0	57188	0.6176	0.0014
	NON RESIDENT INDIANS	805	0	805	0.0086	805	0	805	0.0086	0.0000
		57858	**0**	**57858**	**0.6249**	**57993**	**0**	**57993**	**0.6263**	**0.0014**
	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	29.16	-	2700495	29.16	-
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 between 01.04.2019 to 31.03.2020**			
At the end of the year				

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

Sl No	Name of the Share holder	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 30-Mar-2019	721806	7.7963	721806	7.7963	'IN30169610546965	AABCC8543N
	At the end of the Year 31-Mar-2020	721806	7.7963	721806	7.7963		
2	K K GOVINDA MOORTHY						
	At the beginning of the year 30-Mar-2019	367400	3.9683	367400	3.9683	'IN30154917198315	ADRPG4049H
	At the end of the Year 31-Mar-2020	367400	3.9683	367400	3.9683		
	HAVING SAME PAN						
2	K K GOVINDA MOORTHY						
	At the beginning of the year 30-Mar-2019	2	0.0000	2	0.0000	'IN30021411157380	ADRPG4049H
	At the end of the Year 31-Mar-2020	2	0.0000	2	0.0000		
3	ARVIND SHAH						
	At the beginning of the year 30-Mar-2019	80728	0.8719	80728	0.8719	'1302590001317166	AAPPS5253A
	At the end of the Year 31-Mar-2020	80728	0.8719	80728	0.8719		
4	JAINAM SHARE CONSULTANTS PVT. LTD						
	At the beginning of the year 30-Mar-2019	43850	0.4736	43850	0.4736	'1204150000007808	AABCJ3918N
	Sale 27-Sep-2019	-43850	0.4736	0	0.0000		
	At the end of the Year 31-Mar-2020	0	0.0000	0	0.0000		
	HAVING SAME PAN						
4	JAINAM SHARE CONSULTANTS PRIVATE LIMITED						
	At the beginning of the year 30-Mar-2019	0	0.0000	0	0.0000	'1204150001293543	AABCJ3918N
	Purchase	43850	0.4736	43850	0.4736		

	11-Oct-2019						
	At the end of the Year 31-Mar-2020	43850	0.4736	43850	0.4736		
5	RAHUL GUPTA						
	At the beginning of the year 30-Mar-2019	40000	0.4320	40000	0.4320	'IN30148510070679	AEKPG9424J
	Sale 08-Nov-2019	-160	0.0017	39840	0.4303		
	At the end of the Year 31-Mar-2020	39840	0.4303	39840	0.4303		
6	JIGISHA PRAVINCHANDRA SHAH						
	At the beginning of the year 30-Mar-2019	38753	0.4185	38753	0.4185	'IN30061010431753	ALWPS7330Q
	At the end of the Year 31-Mar-2020	38753	0.4185	38753	0.4185		
7	AMRITA V SHAH						
	At the beginning of the year 30-Mar-2019	36504	0.3942	36504	0.3942	'IN30281411077186	ACRPV2658N
	At the end of the Year 31-Mar-2020	36504	0.3942	36504	0.3942		
8	NILESHBHAI ARVINDKUMAR SHAH						
	At the beginning of the year 30-Mar-2019	33000	0.3564	33000	0.3564	'1202970000188237	AQSPS7141L
	At the end of the Year 31-Mar-2020	33000	0.3564	33000	0.3564		
9	C M GOENKA STOCK BROKERS PRIVATE LIMITED						
	At the beginning of the year 30-Mar-2019	30215	0.3263	30215	0.3263	'1208490000000022	AACCC6274D
	Sale 18-Oct-2019	-30215	0.3263	0	0.0000		
	At the end of the Year 31-Mar-2020	0	0.0000	0	0.0000		
	HAVING SAME PAN						
9	C M GOENKA STOCK BROKERS PRIVATE LIMITED						
	At the beginning of the year 30-Mar-2019	0	0.0000	0	0.0000	'1208490000010161	AACCC6274D
	Purchase 18-Oct-2019	30215	0.3263	30215	0.3263		
	At the end of the Year 31-Mar-2020	30215	0.3263	30215	0.3263		

10	PURSHOTTAMBHAI SHANKARBHAI PATEL						
	At the beginning of the year 30-Mar-2019	27500	0.2970	27500	0.2970	'1201370000348300	ACMPP2066K
	At the end of the Year 31-Mar-2020	27500	0.2970	27500	0.2970		
	NEW TOP 10 AS ON (31-Mar-2020)						

v) Shareholding of Directors and Key Managerial Personnel

There is no change in Directors' Shareholding between 01.04.2019 to 31.03.2020

For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during 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**
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	-	-	-	-
Mr.Shyamsundar				
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 Crores
Indebtedness at the beginning 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**
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
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 (in.Lakhs)
	Gross Salary		
1	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 (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	36.00 -	**36.00** -
2	Stock Options	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify….	-	-
	Others, please specify i. Deferred bonus (pertaining to the current Financial year payable in 2020) ii. Retrials	-	-
	Total (A)	**36.00**	**36.00**

B. Remuneration to other Directors:

1. Independent Directors

Sr. No.	Particulars of Remuneration	Name of Director		Total Amount (in.Lakhs)
		Mr. K.R.Shyamsundar	Mr.Niranjan 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 Directors

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

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. Bhaskara Chikkara Chief Executive Officer	Total Amount (in.Lakhs)
	Gross Salary	14.15	27.09	**14.15**

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

There were no penalties punishment or compounding of offences during the year ended 31st March, 2020

For and on behalf of the Board of
INDUS FINANCE LIMITED

Place: Chennai – 600 034
Date: 29th July, 2020

Bala V Kutti
Director

ANNEXURE II

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 Arms length basis**.

   There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2020 which were not at Arm's length basis.

2. **Details of contracts or arrangements or transactions at Arms length basis.**

Name of the Related Party	Nature of Relationship	Salient terms	Amount (Rs)
Indeco ventures Limited	Associate	Borrowing	41,21,092
Soura Investment Holdings Pvt. Limited	Associate	Borrowing	2,24,86,167

For and on behalf of the Board of
INDUS FINANCE LIMITED

Place: Chennai – 600 034
Date: 29th July, 2020

Bala V Kutti
Director

ANNEXURE III
Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL *YEAR ENDED MARCH 31, 2020*
[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.

Dear Sir,

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** (here in after 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 governance 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, 2020** 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.

During the year on account of COVID i.e. Corona Virus, the company has reported that they have lockdown their office as per the instructions of Central Government/ State Government. The company is expected to announce its financial implications in due course.

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, 2020** 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. mentioned above subject to the following observations:

(a) Certain form under companies Act, 2013 for the FY 2019-2020 have not been filed by the Company.

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.

I further report that the SEBI has granted temporary relaxations with respect to certain compliances to be submitted by the Companies due to the impact of COVID-19 Virus Pandemic in India for the last quarter of the audit period.

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: 29th July, 2020

Signature:

R.Kannan
Practicing Company Secretary
FCS No: 6718
C P No: 3363
UDIN No: F006718B000650891

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL *YEAR ENDED MARCH 31, 2020*

[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: 29th July, 2020

Signature:
R.Kannan
Practicing Company Secretary
FCS No: 6718
C P No: 3363
UDIN No: F006718B000650891

REPORT ON CORPORATE GOVERNANCE OF INDUS FINANCE LTD

INTRODUCTION

This Corporate Governance Report relating to the year ended on 31st March 2020 has been issued in compliance with the requirements of the regulation 34(3) read with clause of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and forms part of the Report of the Directors to the Members of the company.

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 2020. These were on 30th May 2019, 11th September 2019, 7th November 2019 and 14th February 2020.

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	➢ M/s. Ind Eco ventures Ltd ➢ M/s. Indowind Energy Ltd., ➢ M/s. Indonet Global Ltd. ➢ M/s. Loyal Credit & Investment Ltd

					➢ M/s. Ever On Power Ltd ➢ M/s. Quantum Ltd ➢ The Council of EU Chambers of Commerce in India
Mr. Niranjan R Jagtap	Independent Director	4	4	Yes	➢ Ms. Indowind Energy Ltd ➢ M/s. Ind Eco ventures Ltd ➢ M/s Skyline Millars Ltd ➢ M/s Quantum Limited ➢ M/s Ever On Power Ltd
Dr. K.R. Shyamsundar	Independent Director	4	4	Yes	➢ M/s. Indowind Energy Ltd.,
Ms. Alice Chhikara	Non-Executive Director	4	0	No	➢ Ms. 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, 2020:

Name of the Director	**Director in listed entity**	**Category**	**Committees**	
			Membership	**Chairmanship**
Mr. Bala V Kutti	M/s.Indowind Energy Ltd., M/s. Indus Finance Ltd.,	Non Executive Director Executive Director	**1** **1**	**0** **0**
Mr. Niranjan R Jagtap	M/s.Indowind Energy Ltd., M/s. Skyline Millars Ltd, M/s. Indus Finance Ltd	 Independent Director	**3** **2** **3**	**3** **0** **3**
Dr.K.R.Shyamsundar	M/s.Indowind Energy Ltd., M/s. Indus Finance Ltd.,	Independent Director	**3** **3**	**0** **0**
Mr.Alice Chhikara	M/s.Indowind Energy Ltd., M/s.Indus Finance Ltd.,	Non Executive Director	**0** **2**	**0** **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://iglitzhosting.com/indusfinance/wp-content/uploads/2020/03/Familiarisation-Programme-for-Independent-Directors.pdf
- In the opinion of the Board, the independent Director fulfills the conditions specified as per Companies Act, 2013 and SEBI (LODR) Regulation, 2015.
- Ms. Alice Chhikara has resigned from the post of Director on 14th February 2020.

d) A CHART OR A MATRIX SETTING OUT SKILLS/ EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS

Effective Governance are leaders in establishing robust Director competency frameworks that can be used by Boards to identify Director skill gaps and ensure the skills of the current Directors are being properly utilized.

Building the right Board requires an understanding of Director competencies, which involves consideration of the Directors' experience, skills, attributes and capabilities. Director competencies encompass two distinct areas:

(i) Technical competencies and
(ii) Behavioural competencies.

Technical competencies are a Director's technical skills and experience such as accounting or legal skills, industry knowledge, experience in strategic planning and Corporate Governance.

Behavioural competencies are a Director's capabilities and personal attributes and include, for example, linkages to the "ownership"; an ability to positively influence people and situations; an ability to assimilate and synthesize complex information; time availability; honesty and integrity; and high ethical standards.

Thus, the Board of Directors of your Company has identified the following list of core skills/expertise/competencies required for each Director(s) in the context of its business(es) and sector(s) for it to function effectively and those available with the board.

(1) Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments.

(2) Monitoring the effectiveness of governance practices and making changes as needed.

(3) Selecting, compensating, monitoring and, when necessary, replacing key managerial personnel and overseeing succession planning.

(4) Aligning key managerial personnel and remuneration of Board of Directors with the longer-term interests of the company and its shareholders.

(5) Ensuring a transparent nomination process to the Board of Directors with the diversity of thought, experience, knowledge, perspective and gender in the board of directors.

(6) Monitoring and managing potential conflicts of interest of management, members of the board of directors and shareholders, including misuse of corporate assets and abuse in related party transactions.

(7) Ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place systems for risk management, financial and operational control, and compliance with the law and relevant standards.

(8) Overseeing the process of disclosure and communications.

(9) Monitoring and reviewing Board of Director's evaluation framework.

The following matrix table describes the Director, who has the skills/ expertise/ competencies identified by the board of directors

Sl. No	Name of the Directors	1	2	3	4	5	6	7	8	9
1	Mr. Bala V Kutti	✓	✓	✓	✓	✓	✓	✓	✓	✓
2	Mr.Niranjan R Jagtap	✓	✓	✓	✓	✓	✓	✓	✓	✓
3	Dr.K.R.Shyamsundar	✓	✓	✓	✓	✓	✓	✓	✓	✓
4	Ms. Alice Chhikara	✓	✓	✓	✓	✓	✓	✓	✓	✓

Code of Conduct – Regulation 26(3)

The company addresses the highest standards of business ethics, compliance with statutory and legal requirements and commitments to transparency in business dealings. The Board of Directors has framed Code of Conduct for Board Members and Senior Management and the same has been communicated to them.

This Code is applicable to all Directors and Senior Management Executives. The Code impresses upon Directors and Senior Management Executives to uphold the interest of the company and its shareholders and to endeavour to fulfil all the fiduciary obligations towards them.

All Directors and Senior Management Executives shall act in accordance with the highest standard of honesty, Integrity, fairness and ethical conduct and shall exercise utmost good faith due care and integrity in performing their duties.

The code has been posted on the website of the company http://indusfinance.in/code-of-conduct/

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.Niranjan R. Jagtap, Mr.K.R. Shyamsundar** and **Mr.Bala V Kutti** who are highly experienced and having knowledge in project finance, accounts and company law. **Mr.Niranjan 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 2020 i.e. 30th May 2019, 11th September 2019, 7th November 2019 and 14th February 2020 and the details of the attendance of the Members are as follows:

Name of Director	No. of Meetings attended
Mr. Niranjan 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 30th May 2019 during the Financial Year 2019-20 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 Chikkara	0

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. Remuneration policy for Executive and Non-Executive Directors. 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/p.a)

Description	**Bala V Kutti (Executive Director)**
Salary and Allowances	**36.00**

- 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.1,20,000 was paid to the Non-Executive Directors as Sitting Fees as stated below:

- Mr.Niranjan R Jagtap Rs.60,000
- Mr.K.R.Shyamsundar Rs.60,000

6. STAKE HOLDERS' RELATIONSHIP COMMITTEE

As per Section 178(5) of the Companies Act, 2013 the Board of Directors of the company which consist of more than one thousand shareholders, debenture holders, deposit holders or any other security holder at any time during a financial year shall constitute Stakeholder's Relationship Committee consisting of a Chairman who shall be a non-executive director and such other member as decided by the board. In addition to 178(5) of the Companies Act, 2013 this committee complies with Regulation 20 of SEBI (LODR) Regulations, 2015. 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	**Designation**
Mr. NiranjanR.Jagtap	Chairman
Dr. K.R. Shyamsundar	Member
Mr. Bala V Kutti	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.

As per Regulation 20 of SEBI (LODR) Regulations, 2015 Chairman of the Stakeholder's Relationship Committee shall be present in the Annual General Meeting to answer the queries to the shareholders.

The Stakeholder's Relationship Committee met on 14th February 2020.

The Company has received 'Nil' complaints during the financial year ended 31st March 2020.

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
2018-19	The Music Academy, New No. 168, T.T.K. Road Royapettah, Chennai- 600014.	19.09.2019	11.00 A.M
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	3.00 P.M

(b) Special Resolution

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

Date of AGM	Subject
19.09.2019	• Re-Appointment of Dr.K.R.Shyamsundar (DIN:03560150) as an Independent Director
28.09.2018	• 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
31.8.2017	• No Special Resolution was passed

(c) Passing of Special Resolution by Postal Ballot

There was no Resolution requiring approval through postal ballot during the year. No Postal ballot proposed to Current year passed.

8. MEANS OF COMMUNICATION:

As stipulated under Regulation 47 of SEBI (Listing obligation and disclosure Requirements) 2015, the Quarterly Results are published in one English National Newspaper (News Today) and one Tamil Newspaper (Maalai Sudar) 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) 29th Annual General Meeting

Date	30th September 2020
Time	4.00 PM
E-Annual General Meeting	E-Annual General Meeting has been fixed on Wednesday 30th September, 2020
Date of Book Closure	24.09.2020 to 30.09.2020
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**
30th June 2019	11th September 2019
30th September 2019	7th November 2019
31st December 2019	14th February 2020
31st March 2020	29th July 2020

c) Listing Details and Stock Code

Name and Address of stock Exchange	**Stock Code**
BSE Limited, Registered Office: Floor 25, PhirozeJeejeebhoy Towers, Dalal Street, Mumbai – 400 001.	**531841**

Demat ISIN Number in NSDL and CDSL : INE935D01013
Payment of Listing fees for year 2020- 21 is under process.

d) Market Price Data

Month & Year	BSE			
	Share Price (Rs.)		Sensex	
	High	Low	High	Low
April 2019	13.50	13.50	39487.45	38460.25
May	-	-	40124.96	36956.10
June	12.83	12.19	40312.07	38870.96
July	12.15	11.45	40032.41	37128.26
August	11.45	10.34	37807.55	36102.35
September	10.34	10.34	39441.12	35987.80
October	10.00	9.03	40392.22	37415.83
November	8.58	7.76	41163.79	40014.23
December	8.50	7.76	41809.96	40135.37
January 2020	8.50	8.08	42273.87	40476.55
February	8.50	8.50	41709.30	38219.97
March	8.92	8.50	39083.17	25638.90

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.

g) DISTRIBUTION OF SHARE HOLDING AS ON 31.03.2020

Shareholding	Share holders		Shares Amount	
	Number	% of total	(in Rs.)	% of total
10 – 5000	745	81.24%	481890	0.52%
5001 – 10000	48	5.23%	409280	0.44%
10001 – 20000	28	3.05%	423050	0.45%
20001 – 30000	13	1.41%	312270	0.33%
30001 – 40000	8	0.87%	293100	0.31%
40001 – 50000	8	0.87%	358790	0.38%
50001 – 100000	16	1.74%	1258900	1.35%
100001 and above	51	5.56%	89045720	96.17%
Total	**917**	**100.00**	**92583000**	**100%**

SHAREHOLDING PATTERN AS ON: 31.03.2020 is given below:

CATEGORY	HOLDERS		SHARES	
	No	%	No	%
Resident	886	96.61%	1489798	16.09%
NRI	4	0.44%	805	0.008%
Corporate Body	21	2.30%	4741800	51.21%
Bank	1	0.1%	2200	0.023%
Promoters	5	0.55%	3023697	32.65%
Total	**917**	**100%**	**9258300**	**100%**

h) DEMATERIALIZATION OF SHARES AND LIQUIDITY:

99.73% Shares are held in demat as on 31st March 2020 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

i) 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

10. OTHER DISCLOSURES:

i. 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.

ii. 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.

iii. 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 have been denied access to the Audit Committee.

iv. All the mandatory requirements of Corporate Governance under the Regulations have been complied with.

v. The policy on dealing with Related party Transactions is disclosed in the website of the Company under the below link: http://iglitzhosting.com/indusfinance/wp-content/uploads/2020/03/Policy-on-Transactions-with-Related-Parties.pdf

vi. The Company has received a certificate from Mr.R.Kannan, a Company Secretary in practice, stating that certifying that none of the Directors on the Board of the Company has 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.90,000 and Rs.25,000 for certification and there services 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 Work place (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.

11. 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.

12. 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 not allowed reimbursement of expenses incurred in the performance of his duties
- There are modified opinions on the financial statements and the Company is trying to have 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.

13. 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.

14. Recommendation of the Committee: There are no such incidents or event where the board had not accepted any recommendation of any committee of board, which is mandatorily required, in reporting financial year 2019-20.

15. Disclosure of material transactions to the Board by the Senior Management: No such transactions have taken place during the financial year 2019 – 2020.

16. 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: 29th July, 2020

Bala V Kutti
Chairman

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: 29th July, 2020

Bala V Kutti
Chairman

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 2020,** 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-600034
Date: 29th July, 2020

R. SUNDAR
Partner
Membership No.12339

TO THE MEMBERS OF INDUS FINANCE LIMITED

Report on the Audit of the Standalone Ind AS Financial Statements

Qualified Opinion

We have audited the Ind AS Financial Statements of Indus Finance Limited **(Formerly Known as INDUS FINANCE CORPORATION LIMITED)** ("the Company"), which comprise the balance sheet as at March 31, 2020, and the statement of Profit and Loss, including the statement of Other Comprehensive Income and the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Ind AS 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 Ind AS 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, 2020 and its profit & loss and its cash flows for the year ended on that date.

Basis of Qualified Opinion

- We refer to note no 5 of the Ind AS Financial Statements under Investments, out of the total investments of Rs 1,146 Lakhs an amount of Rs 115.59 Lakhs is relating to an Investment in Indowind Energy Limited, a BSE and NSE listed company. An order of admission has been pronounced by the Madras High court vide CD No. 172/2011 dated 20.05.2020. The company has appealed against this order and it stands numbered before the Division bench at Madras High Court. Under these circumstances we are unable to ascertain the recoverability of this investment.

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 Ind AS 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 Ind AS 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.

Key Audit Matter:

Key Audit Matter	Key Audit Matter Description	How the Key Audit Matters were addressed
Application of new accounting standards	• With reference to Note 2.1 of the Ind AS Financial Statements, The Company has adopted Indian Accounting Standards (Ind AS) with effect from April 1, 2019 in terms of the Companies (Indian Accounting Standards) (Amendment) Rules, 2016. The transition date balance sheet as on April 1, 2018 and the comparative Ind AS Financial Statements for the year ended March 31, 2019 included in these Ind AS Ind AS Financial Statements, is based on the statutory Ind AS Financial Statements prepared in accordance with the Companies (Accounting Standard) Rules, 2006 and have been restated to comply with Ind AS. • The application of mandatory and optional transitional adjustment involves significant level of judgment by the management and there is a significant increase in the disclosure requirements under Ind AS. Hence this has been identified as a key audit matter.	• Considered the Ind AS impact assessment performed by management to identify areas to be impacted on account of Ind AS transition. Also considered the changes made to the accounting policies in light of the requirements of the new framework. • Understood the financial statement closure process and the additional controls established by the Company for transition to Ind AS. • Tested the accounting adjustments posted as at the transition date and in respect of the previous year to convert the financial information reported under erstwhile Indian GAAP to Ind AS. • Compared the disclosures included in the Ind AS Ind AS Financial Statements, in respect of the previous periods presented, with the requirements of Ind AS 101.

Impairment of loans measured at amortized cost	With reference to Note 4 of the Ind AS Financial Statements the company has financial assets in the form of loans and advances given to customers of Rs 674.83 Lakhs net of provision for expected credit loss(ECL). The management has exercised the following assumptions in estimation of ECL: 1. The Company recognizes lifetime expected credit losses (ECL) when there has been a significant increase in credit risk since initial recognition and when the financial instrument is credit impaired. If the credit risk on the financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month ECL. 2. When determining whether credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, including on historical experience and forward-looking information.	• Our audit procedures included considering the Company's accounting policies for impairment of financial instruments and assessing compliance with the policies in terms of Ind AS 109. • Engaged our team to review management's approach for calculating the impairment provision and assess the key assumptions i.e., Probability of Default (PD) and Loss Given Default (LGD) used to determine the impairment provision • Tested the assumptions used by the Company for grouping and staging of loan portfolio into various categories and default buckets for determining the PD and LGD rates. • Tested the arithmetical accuracy of computation of ECL provision performed by the Company in spreadsheets. • Compared the disclosures included in the Ind AS Ind AS Financial Statements in respect of

		expected credit losses with the requirements of Ind AS 107 and 109.

Other Information:

The other information comprises the information included in the Audit Report but does not include the Ind AS Financial Statements and our Auditor's report thereon. The Company's Board of Director's is responsible for the other information.

Our opinion on the Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our Audit of the Ind AS Financial Statements, our responsibility is to read and the other information and, in doing so, considers whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is no material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Ind AS 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 Ind AS 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 Ind AS 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.

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

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS 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 Ind AS 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 Ind AS 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 Ind AS 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 Ind AS Financial Statements, including the disclosures, and whether the Ind AS 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.

Emphasis of Matter

1. We refer to note no 2.10(c) of the Financial Statement, whereby a loan given of Rs 600 Lakhs to Quantum Capital has been adjusted from Associate Companies loans and the resultant asset and liability amounts have been reduced to that extent vide notice of assignment dated 31/03/2020.
2. We refer to Note 19 of the Ind AS Financial Statements under Travelling and Conveyance, expenses amounting to Rs 9.49 Lakhs which were not supported with adequate supporting evidences.
3. We refer to Note 9 of Ind AS Financial Statements under other Non-Financial Assets, the Staff loan of Rs. 43 Lakhs extended by the company, is not in accordance with the remuneration policy of the company and we are unable to comment on the recoverability of the advance.
4. We refer to Note no 1 of the Ind AS Financial Statements which is related to the impact of COVID-19 pandemic on the company's operations and financial metrics (Including impact on impairment allowances for loan portfolio). The financial metrics will depend on future developments including governmental and regulatory measures and the company's response thereto, which are highly uncertain at this time.

Our opinion is not modified in respect of above matters.

Other Matters:

Further to the continuous spreading of COVID-19 across India, the Indian Government announced a strict 21-day lockdown on March 24, 2020, which was further extended till July 31, 2020 across India to contain the spread of virus. This has resulted in restriction on physical visit to the client locations and the need for carrying out alternative audit procedures as per the Standards of Auditing prescribed by the Institute of Chartered Accountants of India (ICAI).

As a result of the above, the entire audit was carried out based on remote access of the data as provided the management. This has been carried out based on the advisory on "Specific Considerations while conducting Distance Audit/Remote Audit/Online audit under Covid-19 situation" issued by the Auditing and the Assurance Standards Board of ICAI. We have been represented by the management that the data provided for our audit purposes is correct, complete, reliable and are directly generated by the accounting system of the company without any further manual modifications.

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 including the Statement of Other Comprehensive Income, and the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the aforesaid Ind AS 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, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 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) In our opinion, the managerial remuneration for the year ended March 31, 2020 has been provided by the Company to its directors in accordance with the provisions of Section 197 read with the Schedule V to the Act.

(h) 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 to be disclosed in its Ind AS Financial Statements- Refer to Note no. 26 of the Ind AS 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 and Company,
Chartered Accountants,
Firm Registration No: 002956S

Venkat Krishnamurthy
Partner
Membership Number: 049322
UDIN: 20049322AAAACW8072

Place: Chennai
Date: 29th July 2020

"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 Ind AS Financial Statements of the Company for the year ended March 31, 2020:

1. In respect of the Company's fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a program of verification to cover all the items of fixed assets in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. However no physical verification has been carried at the end the year due to Covid-19 pandemic lockdown. Accordingly, we were unable to comment on whether any material discrepancies were noticed on such verification and whether they are properly dealt with in the Ind AS Financial Statements.

(c) According to the information and explanations given by the management, there are no immovable properties, included in property, plant and equipment of the Company and accordingly the requirements under the clause 3(i)(c) of the Order are not applicable to the Company.

2. The Company's business does not involve inventories, accordingly the requirements under clause 3(ii) of the Order is not applicable to the Company.

3. 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 by the management 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 are covered in the register maintained under section 189 of the Companies Act, 2013, except for the advance as mentioned under point no.2 under emphasis of matters.

b) According to the information and explanation given by the management and based on the audit procedures conducted by us the schedule of repayment of principal and payment of interest has been stipulated except for the advance as mentioned under point no.2 under emphasis of matters.

c) According to the information and explanations given by the management, there are over dues for more than 90 days from the parties covered in the register maintained under section 189 of the Companies Act, 2013.

4. In our opinion and according to the information and explanation given by the management and based on the audit procedures conducted by us, the provisions of section 185 and I86 of the Companies Act, 2013 are not applicable.

5. In our opinion and according to the information and explanations given by the management , the Company has not accepted any deposits from public within the meaning of Sections 73 to 76 of the Companies Act, 20 13and the Companies (Acceptance and Deposit) Rules,2014(as amended).Accordingly, the provisions of Clause 3(v) of the Order are not applicable.

6. 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.

7. (a)According to the records of the company, the company is generally regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Sales-tax, Value Added Tax, Wealth Tax, Service Tax, Goods and services tax, Custom Duty, Excise Duty, Cess & other statutory dues applicable.

(b) According to the records of the company, there are no dues to Sales Tax, Custom Duty, Income tax, Wealth Tax, Value Added Tax, Service Tax, Excise Duty or Cess 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	227.021	AY 2012-13	Third appellate authority – High Court
2	Income tax act, 1961	10.61	AY 2013-14	Second appellate authority – ITAT

8. According to the information and explanations given by the management, 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.

9. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.

10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
11. According to the information and explanations given to us and based on our examination of the records of the company, the company has paid an amount of Rs.36 Lakhs as remuneration to the directors.

    The remuneration paid is in accordance with the requisite approvals mandated under the provisions of section 197 read with provisions of part II of Schedule V of Companies Act, 2013.

12. 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.

13. 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 Section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the financial statement as required by the applicable accounting standard except for the advance as mentioned under point no. 2 of emphasis of matters.

14. According to the information and explanations 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. Thus, paragraph 3(xiv) of the Order is not applicable.

15. According to the information and explanations given to us and based on our examination of the records of the company, the company has not into entered Non-cash transactions with directors or persons connected with him.

16. The company has obtained the registration as required under Section 45 IA of Reserve Bank of India Act, 1934.

For V Ramaratnam and Company,
Chartered Accountants,
Firm Registration No: 002956S

Venkat Krishnamurthy
Partner
Membership Number: 049322
UDIN: 20049322AAAACW8072

Place: Chennai
Date: 29th July 2020

"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**(Formerly Known as INDUS FINANCE CORPORATION LIMITED)** ("the Company") as of 31stMarch, 2020 in conjunction with our audit of the Ind AS 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 Ind AS 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 Ind AS 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 Ind AS 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 Ind AS 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 2020, 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 and Company,
Chartered Accountants,
Firm Registration No: 002956S

Venkat Krishnamurthy
Partner
Membership Number: 049322
UDIN: 20049322AAAACW8072

Place: Chennai
Date: 29th July 2020

Indus Finance Limited

Balance Sheet as at March 31, 2020

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	Notes	As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
ASSETS				
Financial Assets				
Cash and cash equivalents	3	4.82	3.68	20.22
Loans	4	622.17	1,344.62	1,308.56
Investments	5	1,202.81	1,358.41	1,474.03
Other Financial assets	6	28.93	27.93	19.93
Total financial assets		**1,858.73**	**2,734.65**	**2,822.74**
Non-financial Assets				
Deferred tax Assets (Net)	7	58.76	-	-
Property, Plant and Equipment	8	3.08	3.47	12.27
Other non-financial assets	9	140.96	146.42	149.17
Total non-financial Assets		**202.79**	**149.89**	**161.44**
Total Assets		**2,061.53**	**2,884.53**	**2,984.18**
LIABILITIES AND EQUITY				
Financial Liabilities				
Borrowings (Other than Debt Securities)	10	707.91	1,328.70	1,343.04
Other financial liabilities	11	1.53	6.02	3.32
Total Financial Liabilities		**709.44**	**1,334.72**	**1,346.37**
Non-Financial Liabilities				
Deferred tax liabilities (Net)	**7**	-	6.54	37.04
Current tax liabilities (Net)		2.88	14.94	6.42
Total Non-Financial Liabilities		**2.88**	**21.48**	**43.46**
Total liabilities		**712.32**	**1,356.20**	**1,389.83**
EQUITY				
Equity Share capital	12	925.83	925.83	925.83
Other Equity	13	423.38	602.50	668.52
Total Equity		**1,349.21**	**1,528.33**	**1,594.35**
Total Liabilities and Equity		**2,061.53**	**2,884.53**	**2,984.18**

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For and on behalf of the board

For M/s V Ramaratnam & Company
Chartered Accountants
(FRN No. 002956S)

BALA VENCKAT KUTTI	**K R SHYAMSUNDAR**	**N BHASKARA CHAKKERA**	**Venkat Krishnamurthy**
Chairman	Director	Chief Executive Officer	Partner
DIN - 00765036	DIN - 03560150		**M.No. 049322**

KRISHNA RAO KONDAPALLI DINAKAR	**KANNAPPAN VELLAIYAPPAN**	**Place : Chennai**
Company Secretary	Chief Financial Officer	**Date : 29.07.2020**

Indus Finance Limited

Statement of profit and loss for the year ended March 31, 2020

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	Notes	For the year ended March 31, 2020	For the year ended March 31, 2019
Revenue from Operations			
A Income			
Interest Income	14	220.89	135.67
Dividend Income		0.01	0.02
Net Gain on Fair value changes	15	-	-
Sale of Electricity		-	87.92
Profit on sale of Assets		-	17.80
Babt Debts Recovered		20.00	-
Total income		**240.91**	**241.41**
B Expenses			
Impairment on financial instruments	16	8.22	1.02
Employee Benefits Expenses	17	101.54	90.30
Depreciation, amortization and impairment	18	2.22	2.28
Others expenses (to be specified)	19	121.08	119.69
Total expenses		**233.05**	**213.30**
C Profit / (loss) before exceptional items and tax		**7.86**	**28.11**
Exceptional items			
D Profit before tax from continuing operations		7.86	28.11
Income tax expense			
Current tax		2.89	9.02
Deferred tax charge/ (credit)		(0.46)	(0.44)
F Profit/(loss) for the period		**5.42**	**19.53**
G Other comprehensive income			
Items that will not be reclassified to profit or loss		(249.38)	(115.61)
Income tax relating to items that will not be reclassified to profit or loss		(64.84)	(30.06)
Subtotal (A)		**(184.54)**	**(85.55)**
Items that will be reclassified to profit or loss			
Income tax relating to items that will be reclassified to profit or loss			
Subtotal (B)		**-**	**-**
Other comprehensive income for the year		**(184.54)**	**(85.55)**
Total comprehensive income for the year		**(179.12)**	**(66.02)**
Earnings per share	20		
Basic earnings per share		(1.93)	(0.71)
Diluted earnings per share		(1.93)	(0.71)

The accompanying notes form an integral part of the financial statements

As per our report of even date attached
For M/s V Ramaratnam & Company
Chartered Accountants
(FRN No. 002956S)

For and on behalf of the board

BALA VENCKAT KUTTI
Chairman
DIN - 00765036

K R SHYAMSUNDAR
Director
DIN - 03560150

N BHASKARA CHAKKERA
Chief Executive Officer

Venkat Krishnamurthy
Partner
M.No. 049322

KRISHNA RAO KONDAPALLI DINAKAR
Company Secretary

KANNAPPAN VELLAIYAPPAN
Chief Financial Officer

Place : Chennai
Date : 29.07.2020

Indus Finance Limited

Statement of cash flows for the year ended March 31, 2020

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before exceptional items and taxes	**7.86**	**28.11**
Add: Non-cash expense		
Depreciation and amortisation expense	2.22	2.28
Bad debts and write offs	-	-
Misc Expense	0.20	-
Impairment on financial instruments	8.22	1.02
Net Gain in fair value of derivative financial instruments	-	-
	10.63	**3.30**
Less: Income considered separately		
Dividend income	0.01	(0.02)
(Profit)/ Loss on sale of fixed asset	-	(17.80)
	0.01	-17.82
Operating profit before working capital changes	**18.50**	**13.59**
Changes in -		
Loans	(71.91)	(22.96)
Investments	93.78	-
Other Financial assets	(1.00)	(8.00)
Other financial liabilities	-	-
Other non-financial assets	(2.53)	2.75
Cash used in operations	**18.34**	**-28.21**
Income taxes paid (net of refunds)	2.43	8.58
NET CASH USED IN OPERATING ACTIVITIES (A)	**23.77**	**-26.50**
CASH FLOW FROM INVESTING ACTIVITIES		
Proceeds from sale of Property, plant and equipment	-	25.00
Dividend income received	(0.01)	(0.02)
Purchase of Property, plant and equipment and intangible assets	(1.83)	(0.68)
NET CASH GENERATED FROM / (USED IN) INVESTING ACTIVITIES [B]	**(1.84)**	**24.30**
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Borrowings (Other than Debt Securities)	(20.79)	(14.34)
NET CASH GENERATED FROM / (USED IN) FINANCING ACTIVITIES [C]	**(20.79)**	**(14.34)**
Net decrease in cash and cash equivalents (A+B+C)	**1.14**	**-16.54**
Cash and cash equivalents at the beginning of the financial year	3.68	20.22
Cash and cash equivalents at end of the year	**4.82**	**3.68**

Notes:

1. The above cash flow statement has been prepared under indirect method prescribed in Ind AS 7 "Cash Flow Statements".

2. Components of cash and cash equivalents

Balances with banks		
- in current accounts	4.69	2.48
- in EEFC Account		
- in Treasury bank savings accounts		
Cash on hand	0.13	1.20
	4.82	**3.68**

As per our report of even date attached

For and on behalf of the board

For M/s V Ramaratnam & Company
Chartered Accountants
(FRN No. 002956S)

BALA VENCKAT KUTTI	**K R SHYAMSUNDAR**	**N BHASKARA CHAKKERA**	**Venkat Krishnamurthy**
Chairman	Director	Chief Executive Officer	Partner
DIN - 00765036	DIN - 03560150		M.No. 049322

KRISHNA RAO KONDAPALLI DINAKAR	**KANNAPPAN VELLAIYAPPAN**	**Place : Chennai**
Company Secretary	Chief Financial Officer	**Date : 29.07.2020**

1 Company Information

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. The object of the company is to carry on business as "Non - Banking Finance Company". The registered office of the company is located at Kothari building, 4th Floor, No.114, Mahatama Gandhi Salai, Nungambakkam, Chennai - 600 034.

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.

2 Summary Of Significant Accounting Policies

2.1 Statement of compliance and basis forpreparation and presentation of financialstatements

These standalone or separate financial statements of the Company have been prepared in accordance with the Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules 2015 as amended and notified under Section 133 of the Companies Act, 2013 ("the Act"), in conformity with the accounting principles generally accepted in India and other relevant provisions of the Act. Any application guidance/ clarifications/ directions issued by RBI or other regulators are implemented as and when they are issued/ applicable.

The Company's financial statements upto and for the year ended 31 March 2019 were prepared in accordance with the Generally Accepted Accounting Principles in India (IGAAP) under the historical cost convention as a going concern and on accrual basis, unless otherwise stated, and in accordance with the provisions of the Companies Act, 2013, the Accounting Standards specified under section 133 of the Companies Act, 2013 ("the Act") read with rule 7 of the Companies (Accounts) Rules 2014 (as amended), prudential norms for income recognition, assets classification and provisioning for non-performing assets as well as contingency provision for standard assets as prescribed by The Reserve Bank of India (RBI) for NBFCs and the guidelines issued by Securities and Exchange Board of India (SEBI) to the extent applicable, collectively referred as "Previous GAAP".

These are the Company's first standalone or separate financial statements prepared in accordance with Indian Accounting Standards (Ind AS). The Company has applied Ind AS 101, First-time Adoption of Indian Accounting Standards for transition from Previous GAAP to Ind AS. An explanation of how transition to Ind AS has affected the previously reported financial position, financial performance and cash flow of the Company is provided in Note 24.

These standalone or separate financial statements were approved by the Company's Board of Directors and authorised for issue on 29.07.2020.

2.2 Functional and presentation currency

These financial statements are presented in Indian Rupees ('INR' or 'Rs.') which is also the Company's functional currency. All amounts are rounded-off to the nearest lakhs, unless otherwise indicated.

2.3 Basis of measurement

The financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values.

2.4 Measurement of fair values

A number of Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has established policies and procedures with respect to the measurement of fair values. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

2.5 Use of estimates and judgements and Estimation uncertainity

In preparing these financial statements, management has made judgements, estimates for the year ended 31 March 2020 and assumptions that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income, expenses and the disclosures of contingent assets and liabilities. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were issued. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Following are areas that involved a higher degree of estimate and judgement or complexity in determining the carrying amount of some assets and liabilities.

Effective Interest Rate (EIR) Method

The Company recognizes interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected life of the loans given / taken. This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments, as well as expected changes to other fee income/expense that are integral parts of the instrument.

Impairment of Financial Assets

The measurement of impairment losses on loan assets and commitments, requires judgement, in estimating the amount and timing of future cash flows and recoverability of collateral values while determining the impairment losses and assessing a significant increase in credit risk.

The Company's Expected Credit Loss (ECL) calculation is the output of a complex model with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL model that are considered accounting judgements and estimates include:
- The Company's criteria for assessing if there has been a significant increase in credit risk
- The segmentation of financial assets when their ECL is assessed on a collective basis
- Development of ECL model, including the various formulae and the choice of inputs
- Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into the ECL model

It has been the Company's policy to regularly review its model in the context of actual loss experience and adjust when necessary

The company addopt the policy of taking atleast 200% of loan amount as security value. Normally the same is ascertained with previling guidline value and the present market rate as per the latest registration in the locality. However, in the case of large property does obtain valuation report from a approved valuer from commerical bank of the locality. However, ECL is applicable, company adress to provising norms as precribe.

During the year their has been reduction of loan by Rs. 600 lakhs carried out by assigment and setoff against balance with liability through agreement.

Provisions and other contingent liabilities

The reliable measure of the estimates and judgemets pertaining to litigations and the regulatory proceedings in the ordinary course of the Company's business are disclosed as contingent liabilities. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

2.6 First-time adoption of Ind AS – mandatoryexceptions and optional exemptions

Overall principle :

The Company has prepared the opening balance sheet as per Ind AS as of 1st April 2018 ("the transition date") by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from Previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities. However, this principle is subject to certain exceptions and certain optional exemptions availed by the Company as mentioned below:

Deemed cost for property, plant and equipment and intangible assets

The Company has elected to measure property, plant and equipment, and intangible assets at its Previous GAAP carrying amount and use that Previous GAAP carrying amount as its deemed cost at the date of transition to Ind AS.

2.7 Revenue recognition :

Recognition of interest income on loans

Interest income is recognised in Statement of profit and loss using the effective interest method for all financial instruments measured at amortised cost. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument.

The calculation of the effective interest rate includes transaction costs and fees that are an integral part of the contract. Transaction costs include incremental costs that are directly attributable to the acquisition of financial asset.

The Company calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets. When a financial asset becomes credit-impaired, the Company calculates interest income by applying the effective interest rate to the net amortised cost of the financial asset. If the financial asset cures and is no longer credit-impaired, the Company reverts to calculating interest income on a gross basis

Dividend, bonus and interest income on investments:

- Dividends are recognised in Statement of profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of the dividend can be measured reliably.
- In the case of keyman insurance policies, bonus is recongnised in statement of profit and loss only when the policy matures.
- Interest income from investments is recognised when it is certain that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

2.8 Property, Plant and Equipments (PPE)

PPE are stated at cost of acquisition (including incidental expenses), less accumulated depreciation and accumulated impairment loss, if any.

Depreciation on PPE is provided on straight-line basis in accordance with the useful lives specified in Schedule II to the Companies Act, 2013 on a pro-rata basis.

2.9 Investments in subsidiaries and associates

Investments in subsidiaries and associate are measured at cost, if any.

2.10 Financial instruments :

a] Recognition and initial measurement -

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in Statement of profit and loss.

b] Classification and Subsequent measurement of financial assets-

On initial recognition, a financial asset is classified as measured at
- Amortised cost;
- FVOCI - equity instruments;
- FVTPL

Amortised cost -

The Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios being the level at which they are managed. The financial asset is held with the objective to hold financial asset in order to collect contractual cash flows as per the contractual terms that give rise on specified dates to cash flows that are solely payment of principal and interest (SPPI) on the principal amount outstanding. Accordingly, the Company measures Bank balances, Loans, Trade receivables and other financial instruments at amortised cost.

FVOCI - equity instruments -

The Company subsequently measures all equity investments at fair value through profit or loss, unless the Company's management has elected to classify irrevocably some of its equity instruments at FVOCI, when such instruments meet the definition of Equity under Ind AS 32 Financial Instruments and are not held for trading.

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

All financial assets not classified as measured at amortised cost or FVOCI are measured at FVTPL.

Subsequent measurement of financial assets

Financial assets at amortised cost are subsequently measured at amortised cost using effective interest method. The amortised cost is reduced by impairment losses. Interest income, and impairment are recognised in Statement of profit and loss. Any gain and loss on derecognition is recognised in Statement of profit and loss.

For equity investments, the Company makes an election on an instrument-by-instrument basis to designate equity investments as measured at FVOCI. These elected investments are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the reserves. The cumulative gain or loss is not reclassified to Statement of profit and loss on disposal of the investments. These investments in equity are not held for trading. Instead, they are held for strategic purpose. Dividend income received on such equity investments are recognised in Statement of profit and loss.

Equity investments that are not designated as measured at FVOCI are designated as measured at FVTPL and subsequent changes in fair value are recognised in Statement of profit and loss.

Financial assets at FVTPL are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Statement of profit and loss.

c] Financial liabilities and equity instruments

Classification as debt or equity -

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments -

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by Company are recognised at the proceeds received. Transaction costs of an equity transaction are recognised as a deduction from equity.

Financial liabilities -

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-fortrading or it is a derivative or it is designated as such on initial recognition. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Statement of profit and loss. Any gain or loss on derecognition is also recognised in Statement of profit and loss.

d] Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

e] Impairment of financial instruments

Equity instruments are not subject to impairmentunder Ind AS 109.

The Company recognises lifetime expected credit losses (ECL) when there has been a significant increase in credit risk since initial recognition and when the financial instrument is credit impaired. If the credit risk on the financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12 month ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition. 12month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

When determining whether credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, including on historical experience and forward-looking information. (refer note ___)

f] Write offs -

The gross carrying amount of a financial asset is written off when there is no realistic prospect of further recovery. This is generally the case when the Company determines that the debtor/borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in Statement of profit and loss.

2.11 Employee benefits:

The Company has not formulated any policy for employee benefits, including Provident Fund, ESI or Gratuity.

2.12 Finance costs :

Finance costs include interest expense computed by applying the effective interest rate on respective loans measured at Amortised cost. Finance costs are charged to the Statement of profit and loss. In the case of loan against keyman insurance policy, interest payable will be accounted on relisation of insurance proceeds.

2.13 Taxation - Current and deferred tax:

Income tax expense comprises of current tax and deferred tax. It is recognised in Statement of profit and loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

a] Current tax :

Current tax comprises amount of tax payable in respect of the taxable income or loss for the year determined in accordance with Income Tax Act, 1961 and any adjustment to the tax payable or receivable in respect of previous years. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

b] Deferred tax :

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequence that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary difference could be utilized. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

2.14 Provisions :

Provisions are recognised when there is a present obligation as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

2.15 Cash and cash equivalents:

Cash and cash equivalents in the balance sheet comprise cash on hand, cheques and drafts on hand, balance with banks in current accounts and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

2.16 Earnings Per Share :

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, sub-division of shares etc. that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders is divided by the weighted average number of equity shares outstanding during the period, considered for deriving basic earnings per share and weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

		As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
3	**Cash and Cash Equivalents**			
	Cash on Hand	0.13	1.20	13.99
	Balance with banks in currents accounts	4.69	2.48	6.23
		4.82	**3.68**	**20.22**
4	**Loans**			
A]	**Loans [at amortised cost]**			
	Business loans	18.20	18.00	52.65
	Loan against security	590.51	1,315.42	1,054.56
	Personal loans	92.70	82.22	42.31
	Inter corporate deposits to related parties	-	-	229.05
	Total [Gross]	**701.41**	**1,415.65**	**1,378.56**
	Less: Impairment loss allowance	(79.24)	(71.02)	(70.00)
	Total [Net]	**622.17**	**1,344.62**	**1,308.56**
B]	Secured by tangible assets	590.51	1,315.42	1,054.56
	Secured by intangible assets			
	Covered by bank / government guarantees			
	Unsecured	110.90	100.22	324.00
	Total [Gross]	**701.41**	**1,415.65**	**1,378.56**
	Less: Impairment loss allowance	(79.24)	(71.02)	(70.00)
	Total [Net]	**622.17**	**1,344.62**	**1,308.56**
C]				
	i) Loans in India			
	Public Sector			
	Others	701.41	1,415.65	1,378.56
	Total [Gross]	**701.41**	**1,415.65**	**1,378.56**
	Less: Impairment loss allowance	(79.24)	(71.02)	(70.00)
	Total [Net] - c(i)	**622.17**	**1,344.62**	**1,308.56**
	ii) Loans outside India			
	Public Sector			
	Others			
	Total [Gross]	**-**	**-**	**-**
	Less: Impairment loss allowance	**-**	**-**	**-**
	Total [Net] - c(ii)	**-**	**-**	**-**
	Total [Net] - c(i+ii)	**622.17**	**1,344.62**	**1,308.56**

Note: During the year the company has assigned it receivable from Quantum Limited in favor of Soura Capital Limited amounting to Rs. 600 lakhs vide notice of assignment dated 31.03.2020. This is pursuant to demerger of Ind-Eco Venture limited to Soura Capital Limited. As a result of this transaction, the payable amount to Soura Capital Limited has been reduced to Rs. 224.86 Lakhs.

5 Investments

Investments	As at March 31, 2020						As at March 31, 2019						As at April 01, 2018				
	Amortised cost	At Fair Value			Others (at cost)	Total	Amortised cost	At Fair Value			Others (at cost)	Total	Amortised cost	At Fair Value			Others (at cost)	Total
		Though OCI	Though profit & loss	Sub-total				Though OCI	Though profit & loss	Sub-total				Though OCI	Though profit & loss	Sub-total		
Units of Mutual Funds	-	-	-	-	-	-	-	-	-	-	0.20	0.20	-	-	-	-	0.20	0.20
Debt Securities -																		
(Key Man Insurance Policy			705.64	705.64		705.64			705.64	705.64	-	705.64			705.64	705.64	-	705.64
Equity instruments of other entities -																		
a] Associates																		
i) Indowind Energy Limited		115.59		115.59	-	115.59		358.98		358.98	-	358.98		475.21		475.21	-	475.21
ii) Bekae Properties Pvt Limited				-	150.00	150.00				-	150.00	150.00				-	150.00	150.00
iii) Indonet Global Limited				-	111.44	111.44				-	111.44	111.44				-	111.44	111.44
iv) Ind Eco Ventures Limited				-	3.25	3.25				-	3.25	3.25				-	3.25	3.25
v) Indus Nutri Power Private Limited				-	12.50	12.50				-	12.50	12.50				-	12.50	12.50
vi) Quantum Limited				-	93.98	93.98				-	-	-				-	-	-
						-												
b] Others																		
Andhra Bank		0.83		0.83	-	0.83		2.56		2.56	-	2.56		3.79		3.79	-	3.79
ICICI Bank Ltd.,		4.56		4.56	-	4.56		5.62		5.62	-	5.62		3.92		3.92	-	3.92
IDBI Ltd.,		0.96		0.96	-	0.96		2.31		2.31	-	2.31		3.58		3.58	-	3.58
ITC Ltd.,		1.80		1.80	-	1.80		3.12		3.12	-	3.12		2.68		2.68	-	2.68
NEPC India Ltd.,		-		-	-	-		-		-	-	-				-	-	-
Reliance Industries Ltd.,		2.23		2.23	-	2.23		2.73		2.73	-	2.73		1.77		1.77	-	1.77
Axis Bank Ltd		0.04		0.04	-	0.04		0.08		0.08	-	0.08		0.05		0.05	-	0.05
Total - Gross [A]		**126.00**	**705.64**	**831.64**	**371.17**	**1,202.81**	**-**	**375.38**	**705.64**	**1,081.02**	**277.39**	**1,358.41**	**-**	**491.00**	**705.64**	**1,196.63**	**277.39**	**1,474.03**
i] Investment outside India																		
ii] Investment in India		126.00	705.64	831.64	371.17	1,202.81	-	375.38	705.64	1,081.02	277.39	1,358.41	-	491.00	705.64	1,196.63	277.39	1,474.03
Total - Gross [A]		**126.00**	**705.64**	**831.64**	**371.17**	**1,202.81**	**-**	**375.38**	**705.64**	**1,081.02**	**277.39**	**1,358.41**	**-**	**491.00**	**705.64**	**1,196.63**	**277.39**	**1,474.03**
Less: Allowance for impairment loss [C]																		
Total - Net D [A-C]		**126.00**	**705.64**	**831.64**	**371.17**	**1,202.81**	**-**	**375.38**	**705.64**	**1,081.02**	**277.39**	**1,358.41**	**-**	**491.00**	**705.64**	**1,196.63**	**277.39**	**1,474.03**

		As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
6	**Other Financial Assets**			
	Security Deposit	28.93	27.93	19.93
		28.93	**27.93**	**19.93**

7 Deferred Tax Assets / (Liabilites)

	Balance as at April 01, 2018	Charges / (Credit) to profit & loss	Charges / (Credit) to OCI	Balance as at March 31, 2019
Tax Effect of items consituting deferred tax				
Application of EIR on financial assets	(54.01)	0.44	30.06	(23.51)
Others	16.97			16.97
	(37.04)	**0.44**	**30.06**	**(6.54)**

	Balance as at April 01, 2019	Charges / (Credit) to profit & loss	Charges / (Credit) to OCI	Balance as at March 31, 2020
Tax Effect of items consituting deferred tax				
Application of EIR on financial assets	(23.51)	0.46	64.84	41.79
Others	16.97			16.97
	(6.54)	**0.46**	**64.84**	**58.76**

9	**Othre non-financial assets**			
	GST Input	9.90	9.90	9.90
	Income Tax	66.03	70.73	58.49
	Staff Advance	64.16	64.75	80.53
	Other Advances	0.87	1.04	0.25
		140.96	**146.42**	**149.17**

8 Property, plant and equipment

Particulars	Tangible Assets				
	Plant & Machinery	Vehicles	Office Equipment	Computers & Accessories	Total
Deemed Cost as at April 1, 2018	900.00	14.44	2.16	2.27	918.88
Additions			0.68		0.68
Disposals	900.00	4.44			904.44
Cost as at March 31, 2019	**-**	**10.00**	**2.84**	**2.27**	**15.11**
Additions			1.08	0.75	1.83
Disposals			0.59	1.42	2.02
Cost as at March 31, 2020	**-**	**10.00**	**3.33**	**1.60**	**14.92**
Depreciation/Amortisation	892.80	11.51	1.17	1.13	906.60
Charge for the year	-	1.11	0.39	0.78	2.28
Disposals	892.80	4.44			897.24
As at March 31, 2019	**-**	**8.17**	**1.56**	**1.91**	**11.65**
Charge for the year		1.11	0.59	0.52	2.22
Disposals			0.59	1.42	2.02
As at March 31, 2020	**-**	**9.28**	**1.56**	**1.01**	**11.85**
Net Block					
As at April 1, 2018	7.20	2.93	1.00	1.14	12.27
As at March 31, 2019	-	1.83	1.28	0.36	3.47
As at March 31, 2020	-	0.72	1.77	0.59	3.08

		As at March 31, 2020	As at March 31, 2019	As at April 1, 2018
10	**Borrowings [Other Than Debt Securities]**			
	At Amortised cost			
	a] Term loans			
	i] Secured -			
	- from LIC of India	441.84	441.84	441.84
	ii] Unsecured -	-	-	-
	b] Loans from related parties			
	Unsecured -			
	Associates Companies	266.07	886.86	901.20
	Total	**707.91**	**1,328.70**	**1,343.04**
	Borrowings in India	707.91	1,328.70	1,343.04
	Borrowings outside India			
	Total	**707.91**	**1,328.70**	**1,343.04**
	Details of term loans [Secured]			
	Repayable on maturity :			
	Maturing between 1 year to 3 years	441.84	441.84	441.84
		441.84	**441.84**	**441.84**
11	**Other Financial liabilities**			
	Salary Payable	-	5.21	2.38
	Provision for Expense	1.53	0.81	0.95
		1.53	**6.02**	**3.32**
12	**Capital**			
	Authorised Share Capital			
	1,80,00,000 Equity shares of Rs. 10 each	1,800.00	1,800.00	1,800.00
		1,800.00	**1,800.00**	**1,800.00**
	Issued Share Capital			
	92,58,300 Equity shares of Rs. 10 each	925.83	925.83	925.83
		925.83	**925.83**	**925.83**
	Subscribed and fully paid up share capital			
	92,58,300 Equity shares of Rs. 10 each	925.83	925.83	925.83
		925.83	**925.83**	**925.83**

Notes:

(a)	**Reconciliation of number of equity shares subscribed**			
	Balance as at the beginning of the year	92,58,300	92,58,300	92,58,300
	Add: Issued during the year	-		
	Balance at the end of the year	**92,58,300**	**92,58,300**	**92,58,300**

(b) **Shares issued for consideration other than cash**

There are no shares which have been issued for consideration other than cash during the last 5 years.

(c) **Shareholders holding more than 5% of the total share capital**

Name of the share holder	March 31, 2020		March 31, 2019		April 1, 2018	
	No of shares	%	No of shares	%	No of shares	%
Bala Venckat Kutti	14,52,400	16%	14,52,400	16%	14,52,400	16%
Bala Venckat Kutti - HUF	7,80,000	8%	7,80,000	8%	7,80,000	8%
Ind Eco Ventures Limited	27,00,495	29%	27,00,495	29%	27,00,495	29%
Loyal Credit and Investments Limited	11,33,800	12%	11,33,800	12%	11,33,800	12%
K B Prathadevi	7,83,600	8%	7,83,600	8%	7,83,600	8%
Commendam Investments Pvt Ltd	7,21,806	8%	7,21,806	8%	7,21,806	8%

(d) **Rights, preferences and restrictions in respect of equity shares issued by the Company**

The company has only one class of equity shares having a par value of Rs.10 each. The equity shares of the company having par value of Rs.10/- rank pari-passu in all respects including voting rights and entitlement to dividend.

13 Other Equity

General reserve	18.54	18.54	18.54
Other comprehensive income	134.82	135.90	132.07
Retained earnings	607.21	600.70	585.00
Equity Instruments through OCI	(337.19)	(152.65)	(67.10)
Total	**423.38**	**602.50**	**668.52**

a) Capital reserve

Balance at the beginning of the year	18.54	18.54	18.54
Additions/ (deductions) during the year			
Balance at the end of the year	**18.54**	**18.54**	**18.54**

b) Statutory Reserves as per Section 45-IC of the RBI Act, 1934

Balance at the beginning of the year	135.90	132.07	132.07
Other comprehensive income for the period	(1.08)	3.83	
Deductions/Adjustments during the year			
Balance at the end of the year	**134.82**	**135.90**	**132.07**

c) Retained earnings

Balance at the beginning of the year	600.70	585.00	585.00
Net profit for the period	5.42	19.53	
Transfers to Statutory Reserves	1.08	(3.83)	
Ind AS adjustments			
Balance at the end of the year	**607.21**	**600.70**	**585.00**

d) Equity Instruments through OCI

Balance at the beginning of the year	(152.65)	(67.10)	(67.10)
Net profit for the period	(184.54)	(85.55)	-
Transfers to Statutory Reserves	-	-	-
Ind AS adjustments			
Balance at the end of the year	**(337.19)**	**(152.65)**	**(67.10)**

		For the year ended March 31, 2020	For the year ended March 31, 2019
14	**Interest Income**		
	Interest on loans	220.89	135.67
		220.89	**135.67**

Includes 90.03 Lakhs representing realisation of interest ordered by corporate insolvency resolution process (CIRP) before National Company Law Tribunal, Mumbai against the loan given and recovered in the past.

15	**Net Gain / [Loss] on Fair Value Changes**		
	A] Net gain / [loss] on financial instruments at FVTPL		
	i] On trading portfolio		
	- Investments	-	-
	- Others		
	ii] On financial instruments designated at FVTPL		
	B] Others - Mutual fund units		
	C] Total Net gain / [loss] on financial instruments at FVTPL	**-**	**-**
	Fair value changes:		
	- Realised		
	- Unrealised	-	-
	C] Total Net gain / [loss] on financial instruments at FVTPL [D = C]	**-**	**-**
16	**Impairment on financial instruments**		
	On financial instruments measured at Amortised cost		
	Loans	8.22	1.02
		8.22	**1.02**
17	**Employee benefits expense**		
	Salaries and wages	96.02	87.72
	Staff Welfare Expenses	5.52	2.59
		101.54	**90.30**
16	**Depreciation and amortisation expense**		
	Depreciation of property, plant and equipment	2.22	2.28
		2.22	**2.28**
19	**Other expenses**		
	Repairs & Maintenance	1.25	0.69
	Rent	-	0.07
	Bad Debts	80.84	69.51
	Repairs and maintenance - Vehicles	0.20	0.14
	Fees, Rates and taxes	6.06	4.89
	Communication	0.67	0.73
	Travelling and conveyance	11.51	14.31
	Printing and stationery	0.03	0.83
	Business promotion	2.81	3.88
	Advertisement & Publicity expenses	1.64	1.02
	AGM / EGM Expenses	1.13	0.93
	Legal & Professional Charges	5.89	14.90
	Payments to auditors (Refer Note (i) belc	4.59	2.41
	Bank Charges	0.02	1.69
	Sitting Fee	1.42	1.64
	Insurance Charges	0.06	1.26
	Miscellaneous expenses	2.97	0.81
		121.08	**119.69**

Payment to auditors		
Statutory Audit Fees	1.41	1.42
Tax Audit Fees	0.25	0.25
For Taxation Matters	2.93	0.75
	4.59	**2.41**

20 Earnings per share

Profit for the year attributable to owners of the Company	(179.12)	(66.02)
Weighted average number of ordinary shares outstanding	92,58,300	92,58,300
Basic earnings per share (Rs)	(1.93)	(0.71)
Diluted earnings per share (Rs)	(1.93)	(0.71)

21 Commitments and contingent asset & contingent liability

Particulars	**Year ended March 31, 2020**	**Year ended March 31, 2019**
Contingent Liability		
Income Tax	237.93*	265.98*
	265.98	**265.98**
Total Contigent Liability	**265.98**	**265.98**
Capital Commitments		
Estimated amount of investments remaining to be executed on capital account and not provided for Tangible assets	-	-

* Net of Tax Paid under protest

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.

Indus Finance Limited

Statement of Changes in Equity for the year ended March 31, 2020

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

(A) Equity Share Capital

Balance at the beginning of April 1, 2018	925.83
Changes in equity share capital during the year	-
Balance at the end of March 31, 2019	925.83
Changes in equity share capital during the year	-
Balance at the end of March 31, 2020	925.83

(B) Other Equity

Particulars	General Reserve	Capital Reserve	Statutory Reserves as per Section 45-IC of the RBI Act, 1934	Retained Earnings	Equity Instruments through OCI	Total
Balance as at April 1, 2018		18.54	132.07	585.00	(67.10)	668.52
Additions/ (deductions) during the year			3.83	19.53	(85.55)	(62.19)
Transfer to Statutory Reserves				(3.83)		(3.83)
Total Comprehensive Income for the year						-
Balance as at March 31,2019	**-**	**18.54**	**135.90**	**600.70**	**(152.65)**	**602.50**
Additions/ (deductions) during the year			(1.08)	5.42	(184.54)	(180.20)
Transfer to Statutory Reserves				1.08		1.08
Total Comprehensive Income for the year						-
Balance as at March 31, 2020	**-**	**18.54**	**134.82**	**607.21**	**(337.19)**	**423.38**

The accompanying notes form an integral part of the financial statements

As per our Report of even date attached

For and on behalf of the board

For M/s V Ramaratnam & Company
Chartered Accountants
(FRN No. 002956S)

BALA VENCKAT KUTTI
Chairman
DIN - 00765036

K R SHYAMSUNDAR
Director
DIN - 03560150

N BHASKARA CHAKKERA
Chief Executive Officer

Venkat Krishnamurthy
Partner
M.No. 049322

KRISHNA RAO KONDAPALLI DINAKAR
Company Secretary

KANNAPPAN VELLAIYAPPAN
Chief Financial Officer

Place : Chennai
Date : 29.07.2020

22 Asset Classification as per RBI Norms

Particulars	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
Performing Assets						
Standard	Stage - 1	593.38	5.46	587.92	1.48	3.97
	Stage - 2	15.00	6.75	8.25	0.04	6.71
Sub Total		**608.38**	**12.21**	**596.17**	**1.52**	**10.69**
Non-Performing Assets (NPA)						
Substandard	Stage-3	26.00	-	26.00	-	-
Doubtful						
- up to 1 year	Stage-3	3.89	3.89	-	0.97	2.92
- 1 to 3 years	Stage-3	-		-	-	-
more than 3 years	Stage-3	36.54	36.54	-	36.54	-
Subtotal for doubtful		40.43	40.43	-	37.51	2.92
loss	Stage-3	26.60	26.60	-	26.60	-
Subtotal of NPA		**93.03**	**67.03**	**26.00**	**64.11**	**2.92**
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage-1	-	-	-	-	-
	Stage-2	-	-	-	-	-
	Stage-3	-	-	-	-	-
Subtotal		**-**	**-**	**-**	**-**	**-**
Total	**Stage-1**	**593.38**	**5.46**	**587.92**	**1.48**	**3.97**
	Stage-2	**15.00**	**6.75**	**8.25**	**0.04**	**6.71**
	Stage-3	**93.03**	**67.03**	**26.00**	**64.11**	**2.92**
	Total	**701.41**	**79.24**	**622.17**	**65.63**	**13.61**

23 Related party disclosure

a) List of parties having significant influence

Holding company	The Company does not have any holding company
Associate Companies	Indus Finance Limited
	Ind Eco Ventures Limited
	Indonet Global Limited
	Indus Nutri Power Private Limited
	Loyal Credit and Investments Limited
	Indus Capital Private Limited
	Everon Power Limited
	Bekae Properties Private Limited
	Soura Capital Private limited
	Perpetual Power Private Limited
	Bvk Agri Producer Company Secretary
	Kishore Electro Infra Private limited
	Quantam Limited

Key management personnel

Bala Venckat Kutti	Chairman
N Bhaskara Chakkera	Chief Executive Officer
K K Dinakar	Company Secretary

b) Transactions during the year

Nature of Transactions	2019 - 2020	2018 - 2019
Companies where key managerial personnel has significant influence		
Long-term borrowings		
Loans and advances		
Investments		
Directors		
Loans and advances	4.75	4.75
Director Remuneration	36.00	30.00
Sitting Fees	1.20	1.39

c) Balance at the end of the year

Companies where Key Managerial Person have significant influence	Balances Outstanding at end of the year	
	2019 - 2020	2018 - 2019
Companies where Key Managerial Person have significant influence-Accruals Payments		
Investments	486.76	636.17
Loans (Liability)	41.21	886.86
Security Deposit	25.00	24.00
Companies where Key Managerial Person have significant influence-Accruals Payments		

24 First-time adoption of Ind AS

Transition to Ind AS

This note explains the principal adjustments made by the Company in restating its Previous GAAP financial statements, including the balance sheet as at 1 April 2018 and the financial statements as at and for the year ended 31 March 2019 to comply with Ind AS.

i] Comparative Balance sheet as at 1 April 2018 and 31 March 2019.

Particulars	Notes	As at 31 March 2019			As at 31 March 2018		
		Previous GAAP	Adjustment	Ind AS	Previous GAAP	Adjustment	Ind AS
ASSETS							
Financial Assets							
Cash and cash equivalents		3.68		3.68	20.22	-	20.22
Loans		1,415.65	(71.02)	1,344.62	1,378.56	(70.00)	1,308.56
Investments		1,165.26	193.15	1,358.41	1,183.86	290.17	1,474.03
Other Financial assets		27.93		27.93	19.93		19.93
Total financial assets		**2,612.51**	**122.13**	**2,734.65**	**2,602.57**	**220.17**	**2,822.74**
Non-financial Assets							
Deferred tax Assets (Net)		23.95	(23.95)	-	54.01	(54.01)	-
Property, Plant and Equipment		3.47		3.47	12.27	-	12.27
Other non-financial assets		384.49	(238.07)	146.42	388.62	(239.45)	149.17
Total non-financial Assets		**411.91**	**(262.02)**	**149.89**	**454.91**	**(293.46)**	**161.44**
Total Assets		**3,024.42**	**(139.89)**	**2,884.53**	**3,057.48**	**(73.29)**	**2,984.18**
LIABILITIES AND EQUITY							
Financial Liabilities							
Borrowings (Other than Debt Securities)		1,328.70		1,328.70	1,343.04	-	1,343.04
Other financial liabilities(to be specified)		6.02		6.02	3.32	-	3.32
Total Financial Liabilities		**1,334.72**	**-**	**1,334.72**	**1,346.37**	**-**	**1,346.37**
Non-Financial Liabilities							
Current tax liabilities (Net)		14.94		14.94	6.42	-	6.42
Total Non-Financial Liabilities		**14.94**	**-**	**14.94**	**6.42**	**-**	**6.42**
Total liabilities		**1,349.66**	**-**	**1,349.66**	**1,352.79**	**-**	**1,352.79**
EQUITY							
Equity Share capital		925.83	-	925.83	925.83	-	925.83
Other Equity		742.38	(139.89)	602.50	741.81	(73.29)	668.52
Total Equity		**1,668.21**	**(139.89)**	**1,528.33**	**1,667.64**	**(73.29)**	**1,594.35**
Total Liabilities and Equity		**3,017.88**	**(139.89)**	**2,877.99**	**3,020.43**	**(73.29)**	**2,947.14**

ii] Comparative Statement of profit and loss for the year ended 31 March 2019

	Particulars	Note	Previous GAAP	Adjustment	Ind AS
	Revenue from Operations				
A	**Income**				
	Interest Income		135.67		135.67
	Dividend Income		0.02		0.02
	Net Gain on Fair value changes		-	-	-
	Sale of Electricity		87.92	-	87.92
	Profit on sale of Assets		17.80	-	17.80
	Total income		**241.41**	**-**	**241.41**

B	**Expenses**			
	Impairment on financial instruments	-	1.02	1.02
	Employee Benefits Expenses	90.30	-	90.30
	Depreciation, amortization and impairment	2.28	-	2.28
	Others expenses	121.07	(1.38)	119.69
	Total expenses	**213.66**	**(0.36)**	**213.30**
C	**Profit / (loss) before exceptional items and tax**	**27.75**	**0.36**	**28.11**
	Exceptional items			
D	**Profit before tax from continuing operations**	27.75	0.36	28.11
	Income tax expense			
	Current tax	9.02	-	9.02
	Deferred tax charge/ (credit)	(0.44)	-	(0.44)
E	**Profit for the year from continuing operations**	**19.18**	**0.36**	**19.53**
F	**Profit/(loss) for the period**	**19.18**	**0.36**	**19.53**
G	**Other comprehensive income**			
	Items that will not be reclassified to profit or loss	-	(115.61)	(115.61)
	Income tax relating to items that will not be reclassified to profit or loss	-	(30.06)	(30.06)
	Subtotal (A)	**-**	**(85.55)**	**(85.55)**
	Items that will be reclassified to profit or loss			
	Income tax relating to items that will be reclassified to profit or loss			
	Subtotal (B)	**-**	**-**	**-**
	Other comprehensive income for the year	**-**	**(85.55)**	**(85.55)**
Total comprehensive income for the year		**19.18**	**(85.20)**	**(66.02)**

iii] Reconciliations between Ind-AS and Previous GAAP for equity and profit or loss are given below.

a) Profit reconciliation

Particulars	Notes	Year ended 31 March 2019
Profit after tax as reported under Previous GAAP		19.18
Net Gain on Fair value changes		-
Impairment on financial instruments		(1.02)
Written back of Misc Expense		1.38
Profit after tax as per Ind AS		**19.53**
Other Comprehensive Income / (loss) (net of tax)		(85.55)
Total Comprehensive Income as per Ind AS		**(66.02)**

b) Equity reconciliation

Particulars	Notes	As at 31 March 2019	As at 01 April 2018
Equity as reported under Previous GAAP		**1,668.21**	**1,667.64**
Misc Expense to be Written Off		(238.07)	(12.43)
Net gain on derecognition of financial instruments under amortised cost category		399.44	380.84
Net loss on fair value changes on Loans		(71.02)	(70.00)
Prior period income tax		-	(227.02)
Deferred Tax on the above adjustment		(77.58)	(77.59)
		1,680.98	**1,661.44**
Other Comprehensive Income / (loss) (net of tax)		(152.65)	(67.10)
Total Comprehensive Income as per Ind AS		**1,528.33**	**1,594.35**

iv] Material adjustments to the Statement of cash flows for the year ended 31 March 2019

	Previous GAAP	Adjustments	Ind AS
Net cash flows from operating activities	-8.72	-	-8.72
Net cash flows from investing activities	6.52	-	6.52
Net cash flows from financing activities	-14.34	-	-14.34
Net increase/(decrease) in cash and cash equivalents	**-16.54**	-	**-16.54**
Cash and cash equivalents at the beginning of the year	20.22	-	20.22
Cash and cash equivalents at the end of the year	**3.68**	-	**3.68**

The accompanying notes form an integral part of the financial statements

As per our report of even date attached
For and on behalf of the board **For M/s V Ramaratnam & Company**
Chartered Accountants
(FRN No. 002956S)

BALA VENCKAT KUTTI	**K R SHYAMSUNDAR**	**N BHASKARA CHAKKERA**	**Venkat Krishnamurthy**
Chairman	Director	Chief Executive Officer	Partner
DIN - 00765036	DIN - 03560150		**M.No. 049322**

KRISHNA RAO KONDAPALLI DINAKAR	**KANNAPPAN VELLAIYAPPAN**	**Place : Chennai**
Company Secretary	Chief Financial Officer	**Date : 29.07.2020**

Resolution Number	Resolution	Voting		
	ORDINARY BUSINESS	**For**	**Against**	**Abstain**
1.	To Consider and adopt the Audited Financial statement of the Company for the financial year ended 31st March 2020 and the Report of the Board of Directors and the Auditors thereon			
2	To appoint a Director in the place of Mr.Bala V Kutti (holding DIN -00765036) who retires at this meeting in terms of section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for Re-appointment.			
3	Appointment of Auditor			
	SPECIAL BUSINESS			
4	To Continue the directorship of Mr.Niranjan R Jagtap (DIN 01237606) as an Independent Director irrespective of his age			
5	Appointment of Ms.K.B.K Vasuki , (DIN. 0742011) as an Independent Director			