



BHARAT
Financial Inclusion Ltd
Prayaas se pragati

Bharat Financial Inclusion Limited
(formerly known as "SKS Microfinance Limited")

CIN: L65999MH2003PLC250504

Registered Office: Unit No. 410, Madhava, Bandra-Kurla Complex, Bandra East,
Mumbai – 400 051, Maharashtra, India

Head Office: 3rd Floor, My Home Tycoon, Block A, Kundanbagh, Begumpet, Hyderabad – 500 016, Telangana, India

Email: complianceofficer@bfil.co.in; **website:** www.bfil.co.in

Phone: 022-26592375 / 040-44526000 **Fax No.:** 022-26592375 / 040-44526001

NOTICE

Notice is hereby given that the Fourteenth Annual General Meeting of the Members of Bharat Financial Inclusion Limited (formerly known as "SKS Microfinance Limited") ("the Company") will be held at 02.30 p.m on Friday, July 7, 2017 at Y.B. Chavan Auditorium, General Jagannath Bhosle Marg, Mumbai – 400 021, Maharashtra, to transact the following business:

Ordinary Business

1. **Adoption of financial statements and reports of Directors' and Auditors**

To receive, consider and adopt the financial statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Directors' and Auditors.

2. **Appointment of Mr. M.R. Rao as a Director**

To appoint a director in place of Mr. M.R. Rao (DIN: 0327691), who retires by rotation and, being eligible, seeks re-appointment and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. M. R. Rao (DIN: 03276291) as Director, to the extent that he is required to retire by rotation and continuation as Managing Director & CEO of the Company as per the approval accorded by the Members at the Tenth Annual General Meeting of the Company held on December 3, 2013 and as revised/amended from time to time."

3. **Appointment of BSR & Associates LLP, Chartered Accountants as Statutory Auditors**

To appoint BSR & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company and, in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 139 and 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, BSR & Associates LLP, Chartered Accountants (Registration No: 116231W/W-100024), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Fourteenth Annual General Meeting until the conclusion of the Nineteenth Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting till the Eighteenth Annual General Meeting, at such remuneration plus taxes, out-of-pocket expenses, travel and other expenses, etc. in connection with the audit as may be fixed by the Board of Directors on recommendation of the Audit Committee."

Special Business

4. **Appointment of Mr. Ashish Lakhanpal as a Director liable to retire by rotation**

To appoint Mr. Ashish Lakhanpal (DIN:02410201) as Director liable to retire by rotation and, in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force),

Mr. Ashish Lakhanpal (DIN: 02410201) who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

5. Issuance of Non-Convertible Debentures and other debt securities

To approve issue and allotment of Non-Convertible Debentures and other debt securities on private placement basis and, in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 42 and 71 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications(s) or re-enactments(s) thereof, for the time being in force) read with the rules made thereunder including Companies (Prospectus and Allotment of Securities) Rules, 2014, as may be amended from time to time, and pursuant to applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable guidelines or regulations issued by the Securities and Exchange Board of India, the provision of the Memorandum and Articles of Association of the Company and subject to such other applicable laws, rules, regulations and guidelines and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions by any statutory and/or other appropriate authority, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any of the existing Committees of the Board or which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to Secured / Unsecured Redeemable Non-Convertible Debentures including but not limited to subordinate debt, bonds, and/ or other debt securities, etc., (hereinafter collectively referred as “Securities”) on a private placement basis, in one or more tranches, during the period of one year from the date of passing of this Special Resolution by the Members, within the overall borrowing limit of Rs.12,500 crore (Rupees Twelve Thousand Five Hundred Crore only), as approved by the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, the Board be and is hereby authorized to determine the terms of the issue including the class of investors to whom such Securities to be issued, total amount to be raised by issuance of Securities, Securities to be offered, the number of Securities, timing of the issue, tranches, issue price, tenor, interest rate, premium/ discount, listing and to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard as the Board may in its sole and absolute discretion deem fit and delegate all or any of its powers herein conferred to any of its Committees, Director(s) and/ or Officer(s) of the Company, if required, as it may in its absolute discretion deem it necessary or desirable.”

6. Enhancement of Employee Stock Options pool

To approve enhancement of employee stock options pool by 27,50,000 stock options and amendments in the “SKS Microfinance Employee Stock Employee Option Plan 2011” and, in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications(s) or re-enactments(s) thereof, for the time being in force) and the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”) and other applicable guidelines or regulations issued by the Securities and Exchange Board of India and in accordance with the Memorandum and Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions by any statutory and/or other appropriate authority, the consent of the Members of the Company be and is hereby accorded for the following:

- (a) change of the Company’s employee stock option plan name from ‘SKS Microfinance Employees Stock Option Plan 2011’ to ‘Bharat Financial Inclusion Employee Stock Option Plan 2011’ (hereinafter referred to as “ESOP Plan 2011”) and substitution of the words “SKS Microfinance” with the words “Bharat Financial Inclusion” wherever appearing in the ESOP Plan 2011;
- (b) increase the maximum number of stock options that may be issued under the ESOP Plan 2011 from 13,50,000 (Thirteen Lakh Fifty Thousand) stock options to 41,00,000 (Forty One Lakh) stock options by addition of 27,50,000 (Twenty Seven Lakh Fifty Thousand) stock options to the ESOP Pool which shall

be convertible into equivalent number of equity shares of the Company having of face value of Rs.10/- (Rupees Ten) each fully paid-up upon exercise of stock options by the Employees.

(c) To make suitable changes / amendments in the ESOP Plan 2011 to give effect to the aforesaid approval.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any of the existing Committees of the Board or which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to grant, offer, issue and allot from time to time, in one or more tranches, such number of stock options convertible into equitable number of equity shares at such price and on such terms and conditions as may be determined by the Board in accordance with the provisions of applicable law, as may be prevailing at that time, to the present and future employees and other persons eligible to receive the same in terms of ESOP Plan 2011 and under the applicable laws .

RESOLVED FURTHER THAT the equity shares to be issued and allotted to the employees consequent upon the exercise of stock options by them in terms of 'ESOP Plan 2011', shall rank pari passu with the then existing equity shares of the Company for all purposes.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including initiation of all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard."

**By order of the Board of Directors
For Bharat Financial Inclusion Limited
(Formerly known as SKS Microfinance Limited)**

Sd/-

Rajendra Patil

Executive Vice President – Legal & Company Secretary

Date: June 8, 2017

Place: Mumbai

Notes

1. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to Special Business to be transacted at the Fourteenth Annual General Meeting ("AGM") is annexed hereto.
2. A Member entitled to attend and vote at this AGM is entitled to appoint a proxy to attend and vote, instead of himself/ herself/itself and the proxy need not be a Member of the Company. A person can act as proxy on behalf of Members up to and not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company. Further, a Member holding more than 10% of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such a person shall not act as proxy for any other person or Member. The instrument appointing the proxy should, however, be deposited at the Registered/ Head Office of the Company not less than 48 hours before the commencement of the AGM.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company a certified copy of the Board resolution / appropriate authorization document, authorizing their representative to attend and vote on their behalf at the AGM.
4. The Members of the Company, whose names appear on the Register of Members/ Proxy holders and who are in possession of valid attendance slips duly filled in and signed, will be permitted to attend the AGM. The Company reserves the right to take all steps as may be deemed necessary to restrict non-Members from attending the AGM.
5. Members/ proxies are requested to bring duly filled in Attendance Slips along with their copies of the Annual Report of the Company to the AGM as no copies of Annual Reports will be issued at the venue of AGM.
6. In case of joint holders attending the AGM, only such a joint holder who is higher in the order of names, as per the Register of Members, will be entitled to vote.
7. The Register of Members and Share Transfer Books will remain closed from July 1, 2017 to July 7, 2017 (both days inclusive).
8. A Certificate issued by the Statutory Auditors of the Company for the Company's Employee Stock Option Plans in terms of the applicable regulations issued by the Securities and Exchange Board of India will be made available for inspection at the AGM.
9. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which Directors are interested, maintained under the Companies Act, 2013, will be available for inspection at the AGM.
10. Members can send their queries to Karvy Computershare Private Limited by post to the following address:
Karvy Computershare Private Limited, Unit: Bharat Financial Inclusion Limited (formerly known as SKS Microfinance Limited) Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguuda, Hyderabad 500 032, Phone: 040 -67162222, Fax: 040-23001153
Members can also send email to the designated email id: einward.ris@karvy.com.
11. In support of the "Green Initiative" announced by the Government of India and as well as the provisions of the Act and rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of the Annual Report and the Notice, *inter alia* indicating the process and manner of remote e-voting along with attendance slip and proxy form are being sent by email to those Members whose email addresses have been made available to the Company/ Depository Participants, unless the Member has requested for a printed copy of the same.
12. For Members who have not registered their email addresses, printed copies of this Notice *inter alia* indicating the process and manner of remote e-voting along with attendance slip and proxy form, are being sent to them by the permitted mode. Members who have not updated their email IDs, are requested to update the same with their respective Depository Participant(s) or Karvy Computershare Private Limited, Registrar and Transfer Agent (R&T) of the Company. Further, Members holding shares in electronic mode are requested to update their email addresses with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the R & T of the Company quoting their folio number(s).
13. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection by Members at the Registered Office of the Company on all working days (except holidays) between 11.00 a.m. and 1.00 p.m. up to July 6, 2017. This notice and the Annual Report would also be available on the Company's website: www.bfil.co.in.
14. Brief profile of Directors proposed to be appointed/re-appointed as required under Regulation 36 of SEBI (LODR) Regulations, 2015, is provided in this Notice.

15. Members desiring any information relating to the financial statements of the Company are requested to write to the Company at least 10 (ten) days before the AGM, to enable the Company to keep the information ready at the AGM.
16. The Company is also offering the facility for voting by way of physical ballot at the AGM. Members attending the AGM should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote at the AGM for all businesses specified in the accompanying Notice. Members who have exercised their right to vote by remote e-voting may attend the AGM but shall not vote at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date, which is June 30, 2017.
17. Results of the voting on the above Resolutions shall be declared not later than 48 hours from the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the Resolutions.
18. The Board of Directors of the Company has appointed Mr. K.V.S. Subramanyam, Partner, Ravi & Subramanyam Company Secretaries to act as Scrutinizer for remote e-voting and also for voting at the AGM.
19. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is providing e-voting facility to its Members, holding shares in physical or dematerialized form ("demat"), as on June 30, 2017 ("cut-off date"), to exercise their right to vote by electronic means on any or all of the businesses specified in this Notice.
20. The remote e-voting period commences on July 3, 2017 at 10.00 a.m. and ends on July 6, 2017 at 5 p.m. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being June 30, 2017, may cast their vote by electronic means in the manner and process set out below.
21. Instructions and other information relating to remote e-voting are mentioned in the e-mail/letter relating to e-voting forming part of the notice.

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

The following statement sets out all material facts relating to the Business mentioned in the accompanying Notice:

Item No. 2

Although not strictly necessary, the Explanatory Statement is being given in respect of Item No.2 of the Notice.

At the Tenth Annual General Meeting of the Company held on December 3, 2013, the Members have approved the re-appointment of Mr. M. R. Rao as the Managing Director & Chief Executive Officer (CEO) of the Company with effect from October 4, 2013 up to October 3, 2018.

In terms of Section 152(6)(a) of the Companies Act 2013, not less than two-thirds of the 'total number of directors' of a public company are liable to retire by rotation, unless the articles of association of such company provide for retirement of all directors at every annual general meeting. The explanation to Section 152(6)(a) of the Companies Act, 2013, states that the term 'total number of directors' shall not include independent directors of a company. Further, Section 149(13) of the Companies Act, 2013, provides that, Sections 152(6) and 152(7) dealing with retirement of directors by rotation shall not be applicable to independent directors.

Till May 24, 2017, the Board of the Company comprised of eight directors of which six are independent directors, one Director nominated by SIDBI (SIDBI Nominee Director) and one Managing Director. Mr. Ashish Lakhani was appointed as Additional Director (liable to retire by rotation) w.e.f. May 24, 2017.

In accordance with Section 152(6)(c) of the Companies Act, 2013, one-third of the total number of directors are liable to retire by rotation, or if their number is neither three nor a multiple of three, then the number nearest to one-third, shall retire at the AGM of a company every year.

As per Section 47(2) of the SIDBI Act, 1989, SIDBI Nominee Director is not be liable to retirement by rotation and shall not be taken into account for computing the number of directors liable to such retirement". Therefore, in addition to independent directors, the Nominee Director shall also not be considered for determining the 'total number of directors' liable to retire by rotation.

In order to ensure compliance of Section 152 of the Companies Act, 2013, Mr. Rao agreed to retire at this annual general meeting and, being eligible, is seeking re-appointment. This retirement and re-appointment is only to comply with the provisions of the Companies Act, 2013 and as such shall not be treated as break in the employment of Mr. Rao as Managing Director & CEO if he is re-appointed at the AGM.

In view of the above, the Board recommend the reappointment of Mr. Rao as Director and his continuation as the Managing Director & CEO of the Company on the terms and conditions approved by the members at their earlier meetings.

6

A brief profile of Mr. Rao is given in the Annexure to this Notice, as required under SEBI LODR Regulations.

Mr. Rao is not related to any other Director and Key Managerial Personnel of the Company.

Except Mr. Rao, no Director and/or key managerial person is in any way concerned or interested in the Resolution at Item No.2 of the Notice.

Item No. 3

Although not strictly necessary, the Explanatory Statement is being given in respect of Item No. 3 of the Notice.

The existing Statutory Auditors, S. R. Batliboi & Co. LLP, Chartered Accountants, were appointed until the conclusion of the Fourteenth Annual General Meeting.

In view of the mandatory requirement for rotation of auditors upon completion of 10 years of association with a company, in terms of Section 139 of the Companies Act, 2013, S. R. Batliboi & Co. LLP will retire as the Company's Auditors at the conclusion of the ensuing Fourteenth Annual General Meeting. It is proposed to appoint BSR & Associates LLP, Chartered Accountants, as the new Statutory Auditors of the Company. The Board of Directors (the "Board") , based on the recommendation of the Audit Committee, had recommended appointment of BSR & Associates LLP as the Statutory Auditors of the Company for a period of five continuous years i.e. from the conclusion of Fourteenth Annual General Meeting till the conclusion of Nineteenth Annual General Meeting of the Company.

BSR & Associates LLP have informed the Company that their appointment, if made, would be within the limits prescribed under Section 141 of the Companies Act, 2013. BSR & Associates LLP have confirmed that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold valid certificates issued by the Peer Review Board of the ICAI. BSR & Associates LLP have also furnished a declaration in terms of Section 141 that they are eligible to be appointed as auditors and that they have not incurred any disqualification under the Companies Act 2013.

The Board recommends appointment of BSR & Associates LLP as Statutory Auditors of the Company from the conclusion of Fourteenth Annual General Meeting up to the conclusion of Nineteenth Annual General Meeting of the Company, subject to ratification at every Annual General Meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested in the Ordinary Resolution as set out in Item No. 3 of the Notice.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company (the "Board") appointed Mr. Ashish Lakhanpal as an Additional Director on the Board of the Company with effect from May 24, 2017. In terms of the provision of Section 161 of the Act, Mr. Lakhanpal will hold office up to the date of the Fourteenth Annual General Meeting.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr. Lakhanpal as a Director of the Company.

Mr. Lakhanpal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

A brief profile of Mr. Lakhanpal is given in the Annexure to this Notice, as required under SEBI LODR Regulations.

Mr. Lakhanpal is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Lakhanpal are, in any way, concerned or interested in the said resolutions.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for approval of the Members.

Item No. 5 – To approve issue and allotment of Non-Convertible Debentures and other debt securities on private placement basis

The Company to meet its funding requirements, has been borrowing money from banks and financial institutions mainly by way of Term Loan, Commercial Papers, Non-Convertible Debentures (NCDs) and other debt instruments. NCDs including subordinated debts, bonds, etc, issued on a private placement basis constitute an alternate source of borrowing for the Company other than traditional borrowings from banks and financial institutions. The Company has in the past issued NCDs and intends to borrow by issuing NCDs or other debt securities on private placement basis within the overall borrowing limit as may be approved by the Members.

As per the provisions of Section 42 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, a company offering or making an invitation to subscribe to Secured/ Unsecured Redeemable NCDs on a private placement basis is required to obtain prior approval of the Members of the Company by way of a Special

Resolution. Such a Special Resolution would remain valid for a period of one year for all the offers and invitations for such NCDs to be made during the year.

The Members of the Company, by way of a Special Resolution, passed through the Postal Ballot dated June 14, 2016, had authorized the Board of Directors of the Company to borrow monies, from time to time, for the purpose of the business of the Company, from banks or financial institutions and other persons, firms or bodies corporate, subject to an overall outstanding borrowing limit of Rs.12,500 crore.

It is proposed to offer or invite subscriptions for NCDs including subordinate debts, bonds, and/ or other debt securities, etc., on a private placement basis, in one or more tranches, within the overall borrowing limits of the Company, approved by the Members on June 14, 2016, with an authority to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any of the existing Committee of the Board or which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) to determine the terms and conditions, including the issue price of the NCDs, interest rate, repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in their absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution. Accordingly, approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any of the Act and its rules thereunder.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said Resolution, except to the extent of equity shares/ stock options of the Company held by them.

The Board of Directors accordingly recommends the Special Resolution for the approval of the Members.

Item No. 6

In order to attract, reward and retain the talent and key employees in the competitive environment and encourage them to align individual performance with the Company's objectives, the Company has been granting stock options to the employees under the Company's stock option plan which were approved by the Members. The last plan viz. "SKS Microfinance Employees Stock Option Plan 2011" ("ESOP Plan 2011") was approved by the Members of the Company vide Special Resolution passed through Postal Ballot on December 7, 2011.

As of date, the unallocated ESOP pool consists of 7,93,657 (Seven Lakh Ninety-three Thousand Six Hundred Fifty-seven) under various ESOP Plans which is approximately 0.5% of the paid-up Share Capital of the Company as on March 31, 2017. With a view to meet the aforesaid objectives, it is proposed to increase the maximum number of stock options that may be issued under the ESOP Plan 2011 from the existing 13,50,000 (Thirteen Lakh Fifty Thousand) to 41,00,000 (Forty One Lakh) stock options by addition of 27,50,000 (Twenty Seven Lakh Fifty Thousand) stock options (which constitutes ~2% the paid-up Share Capital as on March 31, 2017) to the ESOP Pool and to grant stock options to the employees of the Company in such manner as may be decided by the Nomination and Remuneration Committee in accordance with the ESOP Plan 2011.

With the approval of the Members, Reserve Bank of India and the Ministry of Corporate Affairs, the name of the Company has been changed from "SKS Microfinance Limited" to "Bharat Financial Inclusion Limited" w.e.f. June 13, 2016. In view of this, it is proposed to rename ESOP Plan 2011 as 'Bharat Financial Inclusion Employee Stock Option Plan 2011' so as to reflect the new name of the Company.

The revised ESOP Plan (including the proposed changes) is being made available for your perusal on the website of the Company and a copy thereof will be sent to the Member on request.

The main features of the ESOP Plan 2011 are as under:

a) Brief description of the Scheme:

The Company implemented ESOP Plan 2011 pursuant to approval of the Members of the Company vide Special Resolution passed through Postal Ballot on December 7, 2011 and modified thereafter from time to time.

The ESOP Plan 2011 was implemented and administered by the Nomination and Remuneration Committee (earlier known as "Compensation Committee") ("Committee") to attract, reward and retain the talented and key eligible employees of the Company in the competitive environment and encourage them to align individual performance with the Company's objectives. The Company views employee stock options as instruments that would enable the employees to share the value they would create and contribute to the Company in the years to come. Options granted under the Scheme shall vest on satisfaction of vesting conditions which can thereafter be exercised resulting in allotment/transfer of equity shares of the Company.

b) Total number of Options to be granted:

The total number of options to be granted under ESOP Plan 2011 shall not exceed 41,00,000 (Forty One Lakh) (including 13,50,000 options that were approved by the Members earlier on December 7, 2011 under ESOP

2011). Each option when exercised shall be converted into 1 (one) fully paid up equity share of the Company. The options may be granted in one or more tranches as may be decided by the Committee.

The Company has already granted 10,82,536 stock options under the ESOP Plan 2011 and 3,45,974 stock options (after adjusting the stock options which has come back to pool due to employee(s) resignation) are available under the ESOP pool.

c) Identification of classes of employees entitled to participate in ESOP Plan 2011:

Following classes of employees are entitled to participate in ESOP Plan 2011

- permanent employee of the Company who has been working in India or outside India; or
- a director of the Company, whether a whole-time director or not but excluding an independent director but does not include –
- an employee who is a promoter or a person belonging to the promoter group;
- a director who either himself or through his relative(s) or through anybody corporate(s), directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

d) Requirements of vesting and period of vesting:

Options Granted under this Scheme would vest vesting schedule or any other criteria as may be decided by the Committee and specified in the Grant Letter. The vesting period shall commence after the expiry of 1 (one) year from the date of the Grant of such options and shall end over a period as may be decided by the Committee.

e) Maximum period within which the options shall be vested:

The maximum period within which options granted under ESOP Plan 2011 shall vest would not be more than 5 (five) years from the date of grant of such options.

f) Exercise price or pricing formula:

The exercise price shall be fixed by the Committee at its discretion and specified in the grant letter based on the Fair Market Value per Share on the date of Grant of the Option but it shall not be lower than the face value of the Equity Shares to be issued.

g) Exercise period and the process of Exercise:

Eligible Employee will be permitted to exercise vested options on and from the date of vesting of the options for an exercise period as may be determined by the Committee and set out in the Grant Letter. However, in no event shall the Exercise Period exceed a period of 5 (five) years from the Vesting Date.

The vested options shall be exercisable by the employees by submitting an application to the Committee expressing his/her desire to exercise such vested options in such manner and in such format as may be prescribed by the Committee. The vested options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under ESOP Plan 2011:

The appraisal process for determining the eligibility shall be decided by the Committee from time to time.

i) Maximum number of Options to be issued per employee and in aggregate:

Subject to the limits specified in the SEBI SBEB Regulations, the maximum number of options that may be granted to an eligible employee shall not exceed 0.5% of the issued capital (excluding outstanding warrants, Options and other convertible securities) of the Company, as on the date of the issuance of the Option last granted to such eligible employee. The total number of options granted under ESOP Plan 2011 shall in no event be equal to or more than one percent (1%) of the paid up equity capital (excluding outstanding warrants and conversions) of the Company at the time of the grant of the option. The maximum number of options which can be granted in aggregate under ESOP Plan 2011 shall be 41,00,000 (Forty One Lakh).

j) Maximum quantum of benefits to be provided per employee under the ESOP Plan 2011:

The maximum quantum of benefits underlying the options issued to an eligible employee shall be equal to the difference between the option exercise price and the market price of the shares as on the exercise date.

k) Implementation or administration of Scheme:

The ESOP Plan 2011 is implemented and administered by the Company.

l) Source of acquisition of shares under the Scheme:

The ESOP Plan 2011 involves new issue of Equity Shares by the Company.

m) Amount of loan to be provided for implementation of the Scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

Not Applicable

n) Maximum percentage of secondary acquisition:

Not Applicable

o) Disclosure and Accounting Policies:

The Company shall comply with the accounting policies and disclosure requirements prescribed under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

p) Method of option valuation:

The Company shall adopt the fair value method or any other method as per applicable Accounting Standards prescribed by the Institute of Chartered Accountants of India or prescribed under any other statutory provisions from time to time for valuation of options.

q) Declaration (if applicable):

In case the Company has opted for Intrinsic Value method for expensing of the benefits of the scheme, the difference between the Employee compensation cost so computed and the Employee compensation cost that shall have been recognized if it had used the Fair Value, will be disclosed in the Directors' Report and the impact of this difference on profits and on Earnings Per Share ("EPS") of the Company will also be disclosed in the Directors' Report.

As the ESOP Plan 2011 provides for issue of Shares to be offered to employees of the Company, Consent of the members is being sought pursuant to Section 62(1) (b) and all other applicable provisions, if any, of the Act and as per Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

The Board recommends the Special Resolution as set out in Item No. 6 of the Notice for approval of the Members

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) mentioned at Item No. 6, except to the extent of the stock options that may be granted to them under ESOP Plan 2011.

**By order of the Board of Directors
For Bharat Financial Inclusion Limited
(Formerly known as SKS Microfinance Limited)**

Sd/-

Rajendra Patil

Executive Vice President – Legal & Company Secretary

Date: June 8, 2017

Place: Mumbai

Annexure

I. Profile of Mr. M. R. Rao

Mr. M. R. Rao, aged 53 years, is the Managing Director and the Chief Executive Officer of the Bharat Financial Inclusion Ltd. He joined the Company as the Chief Operating Officer on October 24, 2006. He has completed his post graduation in management studies from BITS Pilani. He has over 29 years of experience in retail financial services. He was previously associated with ING Vysya Life Insurance, Standard Chartered Bank, American Express and Esanda Finza & Leasing Limited as a senior executive and have a significant experience in managing operations in a large business environment, formulating business strategies and identifying new markets. He has been at the forefront in driving our Company's rural distribution reach and scale-up operations. He shouldered responsibility of combating the A.P. MFI crisis for us and insulating our non-A.P. operations from the contagion risk. He has been a member of our Board of Directors since October 4, 2010.

Details of his Directorship in other companies are as under:

Nil

He is a member of the following Statutory Committee of the Board of Directors of the Company:

1. Asset Liability Management Committee;
2. Corporate Social Responsibility Committee; and
3. Risk Management Committee.

Mr. Rao does not hold Committee Chairmanship/ Membership in other companies.

Shares/ ESOPs held in the Company

Mr. Rao holds 194,166 Equity Shares and 292,500 Stock Options in the Company.

II. Profile of Mr. Ashish Lakhanpal

Mr. Ashish Lakhanpal, aged 43 years, has a very long association with the Company. He was a member of the Board from November 10, 2008 to October 4, 2010 as a Nominee Director of Kismet Microfinance and Kismet SKS II. He holds a MBA from Harvard Business School and a Bachelor of Arts, Summa Cum Laude, from Georgetown University. He has over 17 years of experience as an investment manager. He is the founder and managing director of Kismet Capital, LLC, prior to which he managed Think Capital, LLC, a U.S. based private investment firm. Mr. Lakhanpal has prior experience with Goldman Sachs & Co. and McKinsey & Co.

Mr. Lakhanpal is a Director on the Board of Kismet Microfinance and Kismet SKS II, which hold 1.66% and 1.40% shares, respectively, of the paid-up capital of the Company.

Details of his Directorship in other companies are as under:

1. Kismet Capital, LLC
2. Kismet Holdings, LLC
3. Kismet Investment Advisors Private Limited
4. Kismet Microfinance
5. Kismet SKS II
6. Kismet TMF GP, LLC
7. Lumina Worldwide

Mr. Lakhanpal does not hold Committee Chairmanship/ Membership in the Company and other companies.

Shares/ ESOPs held in the Company

Mr. Lakhanpal does not hold Equity Shares / Stock Options in the Company.



BHARAT
Financial Inclusion Ltd
Prayaas se pragati

**Bharat Financial Inclusion Limited
(Formerly known as "SKS Microfinance Limited")**

CIN: L65999MH2003PLC250504

Registered Office: Unit No. 410, Madhava, Bandra-Kurla Complex, Bandra East,
Mumbai – 400 051, Maharashtra, India

Head Office: 3rd Floor, My Home Tycoon, Block A, Kundanbagh, Begumpet, Hyderabad – 500 016, Telangana, India

Email: complianceofficer@bfil.co.in; **website:** www.bfil.co.in

Phone: 022-26592375/ 040-44526000 **Fax No.:** 022-26592375 / 040-44526001

PROXY FORM

Pursuant to Section 105 (6) of the Companies Act, 2013 and
Rule 19 (3) of the Companies (Management and Administration) Rules, 2014
Fourteenth Annual General Meeting – July 7, 2017

Name of the Member(s):		Email Id:	
Registered address:		Folio No./ *Client Id:	
		*DP Id:	
		No. of shares held	

* Applicable for investors holding shares in electronic mode.

I/ We, being the Members of Bharat Financial Inclusion Limited (Formerly known as "SKS Microfinance Limited") (the Company) hereby appoint

- 1) Name: Address:
Email Id: Signature: or failing him
- 2) Name: Address:
Email Id: Signature: or failing him
- 3) Name: Address:
Email Id: Signature:

as my/ our proxy to attend and vote (on poll) for me/ us and on my/ our behalf at the Fourteenth Annual General Meeting (AGM) of the Company to be held at 2:30 p.m. on Friday, July 7, 2017 at Y. B. Chavan Auditorium, General Jagannath Bhosle Marg, Mumbai - 400021, Maharashtra and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.		Optional*	
Ordinary Business		For	Against
S. No.	Resolutions Description		
1	Adoption of financial statements of the Company and the reports of the Directors and Auditors		
2	Appointment of a Director in place of Mr. M. R. Rao [DIN: 03276291], and, being eligible, offered himself for re-appointment.		
3	Appointment of BSR & Associates LLP, Chartered Accountants, as the Statutory Auditors of the Company		
Special Business			
4	Appointment of Mr. Ashish Lakhanpal [DIN: 02410201] as Director		
5	Issue and allotment of Non-Convertible Debentures and other debt securities on private placement basis		
6	Enhancement of Employee Stock Options pool		

Signed this day of 2017.

Signature of Member(s) :

Signature of Proxy holder(s) :



Notes:

1. This form of Proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered / Head office of the Company, not less than 48 hours before the Fourteenth Annual General Meeting.
 2. A person can act as proxy on behalf of Members up to and not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company. Further, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such a person shall not act as proxy for any other person or Member.
- * It is optional for a Member to indicate his/her preference against the Resolutions. If a Member leaves the 'For' or 'Against' column blank against any or all Resolutions, his/ her proxy will be entitled to vote in the manner as he/she may deem appropriate.



BHARAT
Financial Inclusion Ltd
Prayaas se pragati

**Bharat Financial Inclusion Limited
(formerly known as "SKS Microfinance Limited")**

CIN: L65999MH2003PLC250504

Registered Office: Unit No. 410, Madhava, Bandra-Kurla Complex, Bandra East,
Mumbai – 400 051, Maharashtra, India

Head Office: 3rd Floor, My Home Tycoon, Block A, Kundanbagh, Begumpet, Hyderabad – 500 016, Telangana, India

Email: complianceofficer@bfil.co.in; **website:** www.bfil.co.in

Phone: 022-26592375/ 040-44526000 **Fax No.:** 022-26592375 / 040-44526001

ATTENDANCE SLIP

Fourteenth Annual General Meeting – July 7, 2017

Registered Folio No./ *Client Id:																			
*DP Id:																			
No. of shares held																			
Name of the Member																			
Name of the Proxy holder																			

* Applicable for Members holding shares in electronic mode.

I certify that I am a Member/ Proxy holder for the Member of Bharat Financial Inclusion Limited (Formerly known as "SKS Microfinance Limited") ("the Company").

I hereby record my presence at the Fourteenth Annual General Meeting (AGM) of the Company to be held at 2.30 p.m on Friday, July 7, 2017 at Y.B. Chavan Auditorium, General Jagannath Bhosle Marg, Mumbai – 400 021, Maharashtra.

Signature of Member/ Proxy holder :

Note:

1. Please fill up this attendance slip and hand it over at the entrance of the Meeting hall.
2. Members/ Proxies are required to bring their copy of the Annual Report for reference at the Meeting

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

