BHARAT
Financial Inclusion Ltd
Prayaas se pragati
(Formerly known as 'SKS Microfinance Limited')

Head Office: 3rd Floor, My Home Tycoon, Block A, 6-3-1192, Kundanbagh
Begumpet, Hyderabad - 500 016, Telangana, India T: +91 40 4452 6000
F: +91 40 4452 6001; info@bfil.co.in I www.bfil.co.in
Corporate Identity Number: L65999MH2003PLC250504
Registered Office: Unit No. 410, Madhava, Bandra-Kurla Complex
Bandra (East), Mumbai - 400 051, Maharashtra, India T: +91 22 2659 2375

September 29, 2016

The General Manager
Department of Corporate Services - Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

The Vice President, Listing Department
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051

Dear Sir/Madam,

Re: Qualified institutions placement of equity shares of face value of ₹10 each ("Equity Shares") by Bharat Financial Inclusion Limited (formerly known as 'SKS Microfinance Limited') (the "Company") under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "Offer")

In continuation of our earlier letter dated September 27, 2016 on the captioned subject, we wish to inform you that the Capital Raising Committee of the Company has, at its meeting held on September 29, 2016, approved the issue and allotment of 9,740,259 Equity Shares to eligible qualified institutional buyers at the issue price of ₹770 per Equity Share (including a premium of ₹760 per Equity Share, against the floor price of ₹769.95 per Equity Share) aggregating to ₹7,499,999,430 pursuant to the Offer. A copy of resolution for allotment of the Equity Shares pursuant to the Offer is attached hereto for your information and record.

We request you to take the above intimation on record, and to treat the same as compliance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,
For **Bharat Financial Inclusion Limited**
(Formerly known as 'SKS Microfinance Limited')



Rajendra Patil
Sr. Vice President – Legal & Company Secretary

BHARAT
Financial Inclusion Ltd
Prayaas se pragati
(Formerly known as 'SKS Microfinance Limited')

Head Office: 3rd Floor, My Home Tycoon, Block A, 6-3-1192, Kundanbagh
Begumpet, Hyderabad - 500 016, Telangana, India T: +91 40 4452 6000
F: +91 40 4452 6001; info@bfil.co.in I www.bfil.co.in
Corporate Identity Number: L65999MH2003PLC250504
Registered Office: Unit No. 410, Madhava, Bandra-Kurla Complex
Bandra (East), Mumbai - 400 051, Maharashtra, India T: +91 22 2659 2375

Annexure A

Certified true copy of the resolution passed by the Capital Raising Committee at its meeting held on September 29, 2016

Allotment of Shares

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and subject to the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("the SEBI Regulations") and the provisions of all other applicable laws, rules and regulations, guidelines, circulars and notifications and pursuant to the resolution of the Board of Directors of the Company dated July 21, 2016 authorizing this Committee, the special resolution passed by the shareholders of the Company at the annual general meeting held on July 21, 2016, the Placement Agreement dated September 22, 2016 and the Placement Document dated September 27, 2016, the consent and approval of the Committee be and is hereby accorded for the issue and allotment of 9740259 equity shares of face value of Rs.10 each (the "**Equity Shares**") (the "**Issue**"), bearing distinctive numbers 127811336 to 137551594 to the qualified institutional buyers as per the list placed on the table at the issue price of Rs.770 per Equity Share (including Rs.760 towards share premium), against receipt of full payment of application monies in the escrow account opened for the Issue, aggregating to Rs.749.99 crore, in accordance with the details specified in the Confirmation of Allocation Note and the Application Form for the Issue.

RESOLVED FURTHER THAT the Equity Shares allotted as above, subject to the provisions of the Memorandum of Association and the Articles of Association of the Company, shall rank *pari passu* with the existing equity shares of the Company and shall be entitled to such dividends and corporate benefits, if any declared by the Company after the allotment.

Head Office: 3rd Floor, My Home Tycoon, Block A, 6-3-1192, Kundanbagh
Begumpet, Hyderabad - 500 016, Telangana, India T: +91 40 4452 6000
F: +91 40 4452 6001; info@bfil.co.in I www.bfil.co.in
Corporate Identity Number: L65999MH2003PLC250504
Registered Office: Unit No. 410, Madhava, Bandra-Kurla Complex
Bandra (East), Mumbai - 400 051, Maharashtra, India T: +91 22 2659 2375

RESOLVED FURTHER THAT the Company be and is hereby authorized to apply for listing and trading approvals of BSE Limited and National Stock Exchange of India Limited (the "**Stock Exchanges**") for the Equity Shares allotted by the Company by way of the Placement Document dated September 27, 2016 and the aforesaid resolution, which are to be listed on the Stock Exchanges.

RESOLVED FURTHER THAT the Equity Shares allotted as above, will be credited to the demat account of the allottees through corporate action with National Securities Depository Limited / Central Depository Services (India) Limited, after obtaining necessary approvals from the Stock Exchanges.

RESOLVED FURTHER THAT Mr. M. Ramachandra Rao, Managing Director & CEO, Mr. Ashish Damani, Chief Financial Officer, Mr. Rajendra Patil, Sr. Vice President – Legal & Company Secretary, Mr. Sudershan Pallap, Dy. Company Secretary, be and are hereby severally authorized to file the return of allotment of the Equity Shares in prescribed form with the Registrar of Companies, Maharashtra at Mumbai in accordance with the Companies Act, and the Companies (Prospectus and Allotment of Securities) Rules, 2014, to sign and submit the letters of application and other deeds, documents and instruments in connection with the listing/trading of the Equity Shares on the Stock Exchanges, to make necessary disclosures to the Stock Exchanges and other regulatory authorities with respect to such allotment as required by law, to affix the Common Seal on all necessary documents, as required, in terms of the provisions of the Articles of Association of the Company and to do such all acts and deeds as may be required to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT the Common Seal of the Company, if required to be affixed in India on any agreement, undertakings, deed or other document or writings, the same be affixed in the presence of any two Directors or any one Director and Company

BHARAT
Financial Inclusion Ltd
Prayaas se pragati
(Formerly known as 'SKS Microfinance Limited')

Head Office: 3rd Floor, My Home Tycoon, Block A, 6-3-1192, Kundanbagh
Begumpet, Hyderabad - 500 016, Telangana, India T: +91 40 4452 6000
F: +91 40 4452 6001; info@bfil.co.in I www.bfil.co.in
Corporate Identity Number: L65999MH2003PLC250504
Registered Office: Unit No. 410, Madhava, Bandra-Kurla Complex
Bandra (East), Mumbai - 400 051, Maharashtra, India T: +91 22 2659 2375

Secretary or Authorised Personnel who shall sign the same in token thereof in accordance with the Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. M. Ramachandra Rao, Managing Director & CEO, Mr. Ashish Damani, Chief Financial Officer and Mr. Rajendra Patil, Sr. Vice President – Legal & Company Secretary and Mr. Sudershan Pallap, Dy. Company Secretary, be and are hereby severally authorized to notify the appropriate authorities and all concerned about the aforesaid, certify the true copy of these resolutions and forward the same to any person or authority for their record and necessary action and do all such acts, deeds and things as may be necessary in connection with the closure of the Issue."

For Bharat Financial Inclusion Limited
(formerly known as 'SKS Microfinance Limited')



Rajendra Patil
Sr. Vice President – Legal & Company Secretary