



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: skscomplianceofficer@sksindia.com; Website: www.sksindia.com; Phone: 040-44526000

Fax No: 040-44526001/ 022-26592375.

## NOTICE

Notice is hereby given that the Twelfth Annual General Meeting of SKS Microfinance Limited (“the Company”) will be held at 11.00 a.m. on Wednesday, September 23, 2015, at Y. B. Chavan Auditorium, General Jagannath Bhosle Marg, Mumbai - 400 021, Maharashtra, to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2015, the statement of Profit & Loss Account and the Cash Flow Statement for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Paresh D. Patel (DIN: 01689226), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors 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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder (including statutory modification(s) or re-enactment thereof for the time being in force) as may be applicable and the Resolution passed by the Members at the Eleventh Annual General Meeting held on September 29, 2014, the appointment of S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm’s Registration No. 301003E) as the Statutory Auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the Thirteenth Annual General Meeting of the Company, be and is hereby ratified on a remuneration, inclusive of service tax and such other tax(es) (as may be applicable) and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company (including terms of payment), to be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee.”

### SPECIAL BUSINESS

4. To appoint Dr. Punita Kumar-Sinha (DIN: 05229262) as an Independent Director 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, (the “Act”) and rules framed thereunder (including statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Punita Kumar-Sinha, who was appointed as an Additional and Independent Director pursuant to the provisions of the Act and the Articles of Association of the Company and who holds the office up to the date of this Twelfth Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Dr. Punita Kumar-Sinha for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) years with effect from March 23, 2015.”

5. To approve revision in the commission payable to the Independent Directors of the Company 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** in partial modification of the Resolution (appearing at Sr. No. 8 of Notice dated August 27, 2014, of the Eleventh Annual General Meeting) passed by the Members at the Eleventh Annual General Meeting of the Company held on September 29, 2014, and pursuant to the applicable provisions of the Companies Act, 2013 (the “Act”), approval of the Company be and is hereby accorded for payment of commission to the Independent Directors of the Company (that is, Directors other than the Whole-time Director(s), Nominee Director(s) and Non-Executive Director(s)), by way of annual payment, in addition to the sitting fees for attending the meetings of the Board of Directors or Committees thereof and reimbursement of expenses, up to 1% (one percent) per annum of the net profits of the Company calculated in accordance with the provisions of the Act and rules framed thereunder for a period of five (5) years effective April 1, 2016, in such a manner as the Board of Directors in its absolute discretion may decide from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution.”

6. 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, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), (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 and Listing of Debt Securities) Regulations, 2008, 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, 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 to 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 outstanding borrowing limit of Rs. 9,000 crore, 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 are 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 Director(s) and/ or Officer(s) of the Company, if required, as it may in its absolute discretion deem it necessary or desirable.”

By order of the Board

Sd/-

Rajendra Patil

Sr. Vice President – Legal & Company Secretary

Mumbai, August 18, 2015

## 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 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 on poll, instead of himself/ herself and the Proxy need not be a Member of the Company. A person can act as a 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/ Authorization, authorizing their representative to attend and vote on their behalf at the AGM.
4. Only bonafide 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.
6. In case of joint holders attending the AGM, only such a joint holder whose name appears higher in the order of names in the Register of Members will be entitled to vote.
7. The Register of Members and Share Transfer Books will remain closed from September 16, 2015 to September 23, 2015 (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 guidelines 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 Act, 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: SKS Microfinance Limited) Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, Phone: 040-67162222, Fax: 040-23001153  
  
Members can send an 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, the Listing Agreement executed with the Stock Exchanges, a copy of the Annual Report and the Notice, *inter alia* indicating the process and manner of remote e-voting along with the 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 an Attendance Slip and a Proxy Form, will be sent to them in 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 (RTA) of the Company. Further, Members holding shares in electronic mode are requested to update their email addresses with the Depository Participants/ RTA of the Company. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA 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 September 22, 2015. This Notice and the Annual Report would also be available on the Company's website: [www.sksindia.com](http://www.sksindia.com).
14. Brief profile(s) of Director(s) proposed to be appointed/ re-appointed, as required under Clause 49 of the Listing Agreement with the Stock Exchange(s) on which the Company's shares are listed in India, are provided in this Notice.
15. Members desiring any information relating to the annual accounts 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. In terms of the Companies (Management and Administration) Rules, 2014, with respect to voting through electronic means, 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 Wednesday, September 16, 2015.
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 Act, read with the Companies (Management and Administration) Rules, 2014, the Company is providing remote e-voting facility to its Members, holding shares in physical or dematerialized form ("demat"), as on September 16, 2015 ("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 September 18, 2015, at 9.00 a.m. and ends on September 22, 2015, at 5.00 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 September 16, 2015, may cast their vote by electronic means in the manner and process set out hereinbelow.

21. Instructions and other information relating to remote e-voting are as under:

- A. The procedure for e-voting is as mentioned below:
  - i. Launch Internet browser by typing the URL: <https://evoting.karvy.com>.
  - ii. Enter the login credentials (that is, User ID and Password, as stated in the email sent separately). The Folio No./ DP ID - Client ID will be the User ID. However, if a Member is already registered with Karvy for e-voting, he/ she can use his/ her existing User ID and Password for casting the vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. Members will now reach the "password change" Menu wherein they are required to mandatorily change the password. The new password shall comprise a minimum eight characters with at least one upper case (A - Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt the Member to change the password and update his/ her contact details like mobile number, email ID etc., on first login. The Member may also enter a secret question and answer of his/ her choice to retrieve the password in case the Member forgets it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep the password confidential.
  - v. After changing the password, Members need to login again with the new credentials.
  - vi. On successful login, the system will prompt Members to select the "EVEN" (E Voting Event Number) of SKS Microfinance Limited.
  - vii. Now Members are ready for e-voting as the voting page opens.
  - viii. On the voting page, Members are required to enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or, alternatively, they may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed the total shareholding as mentioned hereinabove. They may also choose the option "ABSTAIN". If a Member does not indicate either "FOR" or "AGAINST", the vote will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - ix. Voting has to be done for each item of the Notice separately.
  - x. Members may then cast their vote by selecting an appropriate option and clicking on "SUBMIT".
  - xi. A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once confirmed, Members will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolutions.
  - xii. Members holding multiple folio/ demat accounts shall choose the voting process separately for each folio/ demat account.
  - xiii. Corporate/ Institutional Members (that is, other than individuals, HUF, NRI and the like) are also required to send a scanned certified true copy (PDF format) of the Board Resolution/ Authority Letter, etc., together with an attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email ID: [mail@rsfcs.com](mailto:mail@rsfcs.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_EVEN No."
- B. For (i) Members holding shares in dematerialized form but whose email IDs are not registered with the Company/ Depository Participants; (ii) Members holding shares in physical form; and (iii) Members who have requested for a physical copy of the Notice and the Annual Report, the following instructions may be noted:
  - i. Initial password as stated in the email/ letter sent separately.
  - ii. Please follow all steps from Sr. No. i to xiii of point No. A above, to cast vote.
- C. In case of any queries relating to e-voting, please visit "Help & FAQs" section on Karvy's website: <https://evoting.karvy.com>.
- D. 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.

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

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

### **Item No. 4 – Appointment of Dr. Punita Kumar-Sinha as Independent Director**

Pursuant to Sections 161 and 149 of the Companies Act, 2013 (the “Act”) read with Article 86 of the Articles of Association of the Company, the Board of Directors of the Company (the “Board”) appointed Dr. Punita Kumar-Sinha as an Additional and Independent Director of the Company with effect from March 23, 2015.

In terms of the provisions of Section 161 of the Act, Dr. Kumar-Sinha will hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a Member along with the requisite deposit under Section 160 of the Act, proposing the candidature of Dr. Kumar-Sinha for the office of Director of the Company.

Dr. Kumar-Sinha is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received a declaration from Dr. Kumar-Sinha confirming that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under Clause 49 of the Listing Agreement.

Section 149 of the Act, *inter alia*, stipulates the criteria of independence should a company propose to appoint an Independent Director on its Board. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

A brief profile of Dr. Kumar-Sinha is given in the Annexure to this Notice.

Keeping view of her vast expertise and knowledge, it will be in the interest of the Company that Dr. Kumar-Sinha be appointed as an Independent Director.

A letter of appointment containing the terms and conditions relating to the appointment of Dr. Kumar-Sinha as an Independent Director is available for inspection without any fee by the Members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Dr. Kumar-Sinha, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are in any way concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval of the Members.

### **Item No. 5 – Revision in the commission payable to the Independent Directors of the Company**

The Members, at the Eleventh Annual General Meeting of the Company held on September 29, 2014, have approved the payment of a commission not exceeding Rs. 25 lakh (Rupees twenty five lakh only) per Independent Director in a financial year or collectively up to 1% (one percent) of the net profit of the Company calculated in accordance with the provisions of the Companies Act, 2013 (the “Act”) for each financial year, whichever is lower, for a period of five years effective from FY15.

Considering the continuous contribution and the crucial role played by the Independent Directors in the turnaround of the Company to profitability with their independent functioning in the Board and external perspective to the decision-making and the strategic guidance they offer while maintaining objective judgments, it is proposed to pay commission to Independent Directors aggregating an amount not exceeding 1% (one percent) of the net profit of the Company calculated in accordance with the provisions of the Act for each financial year, for a period of five years effective from FY16, in such a manner as the Board of Directors in its absolute discretion may decide from time to time.

As required under the Act, with the approval of the Members of the Company by way of a Special Resolution, a company may make payments by way of commission to its Non-Executive Directors and such remuneration by way of commission cannot exceed 1% of the net profits of the Company. Accordingly, approval of the Members is sought for payment of commission to the Independent Directors.

Save and except the Independent Directors, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are in any way concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 5 of the Notice.

**Item No. 6 – To approve issue and allotment of Non-Convertible Debentures and other debt securities on private placement basis**

As per the provisions of Section 42 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the rules made thereunder, a company offering or making an invitation to subscribe to Secured/ Unsecured Redeemable Non-Convertible Debentures (“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.

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 Members of the Company, by way of a Special Resolution, passed through the Postal Ballot dated April 12, 2014, 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. 9,000 crore.

Further, the Members of the Company, by way of a Special Resolution, passed through the Postal Ballot dated December 16, 2014, accorded approval to the Board of Directors of the Company for making offer(s) or invitation(s) to subscribe to NCDs on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the said Special Resolution by the Members, within the overall outstanding borrowing limit of Rs. 9,000 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 April 12, 2014, 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 Committees 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 its absolute discretion deems 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.

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

None of the Directors, Key Managerial Personnel and their relatives is 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.

By order of the Board

Sd/-  
Rajendra Patil  
Sr. Vice President – Legal & Company Secretary

Mumbai, August 18, 2015



**Profile of Mr. Paresh D. Patel**

**Paresh D. Patel**, is a Non-Executive Director of the Company. He holds a Bachelor's degree in Arts from Boston College and a Master's degree in Business Administration from Harvard Business School. He is the Managing Director of Sandstone Capital Advisors Private Limited. Previously, he was the Managing Director of Sparta Group, a private investment company. He has been on the Board since November 10, 2008.

Details of his Directorship in other companies are as under:

1. Sandstone Capital Advisors Private Limited.

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

1. Nomination and Remuneration Committee

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

**Shares/ Stock Options held in the Company:**

Mr. Patel does not hold any Shares/ Stock Options in the Company.

**Profile of Dr. Punita Kumar-Sinha**

**Dr. Punita Kumar-Sinha**, is the Founder and Managing Partner, Pacific Paradigm Advisors, an independent investment advisory and management firm. Prior to founding Pacific Paradigm Advisors in 2012, Dr. Kumar-Sinha was Head of Blackstone Asia Advisors (BAA) L.L.C. and its Chief Investment Officer, and was a Senior Managing Director of The Blackstone Group L.P.

Dr. Kumar-Sinha has 25 years of experience in fund management in emerging markets, being one of the first foreign investors in India. Before joining Blackstone, Dr. Kumar-Sinha was a Managing Director at Oppenheimer Asset Management Inc., and CIBC World Markets. She has also been a Portfolio Manager on the Emerging Markets Team at Batterymarch (a Legg Mason Company), and on the International Equity Team at Standish Ayer & Wood (a BNY Mellon Company).

Dr. Kumar-Sinha has a Ph.D. and a Master's degree in Finance from the Wharton School, University of Pennsylvania. She had received her undergraduate degree in Chemical Engineering with distinction from the Indian Institute of Technology, New Delhi. She holds an MBA degree and is also a CFA Charter holder. Dr. Kumar-Sinha is a member of the CFA Institute and the Council on Foreign Relations.

Details of Directorships held by Dr. Kumar-Sinha in other companies are as under:

1. Fino PayTech Limited
2. Hexaware Technologies Limited
3. JSW Steel Limited
4. Mahindra Intertrade Limited
5. Mahindra Two Wheelers Limited
6. Metahelix Life Sciences Limited
7. Rallis India Limited
8. Sobha Limited
9. SREI Infrastructure Finance Limited
10. The Asia Opportunities Offshore Fund Limited
11. The Asia Opportunities Offshore Master Fund Limited

She is a member of the following Statutory Committees of the Board of Directors of the Company.

1. Corporate Social Responsibility Committee
2. Nomination and Remuneration Committee

Dr. Kumar-Sinha holds Committee Chairmanship/ Committee Membership in the following other companies:

- |                         |   |
|-------------------------|---|
| 1. Fino PayTech Limited | - Audit Committee   |
|                         | - Nomination and Remuneration Committee                       |
| 2. JSW Steel Limited    | - Risk Management Committee                                   |
|                         | - Business Responsibility/ Sustainability Reporting Committee |
|                         | - CSR Committee   |

- |    |                                     |  |
|----|-------------------------------------|--|
| 3. | Mahindra Intertrade Limited         | - Forex Hedging Policy Review Committee<br>- Stakeholders Relationship Committee<br>- Audit Committee<br>- Nomination and Remuneration Committee |
| 4. | Mahindra Two Wheelers Limited       | - Audit Committee<br>- Nomination and Remuneration Committee   |
| 5. | Metahelix Life Sciences Limited     | - Audit Committee<br>- Nomination and Remuneration Committee   |
| 6. | Rallis India Limited                | - ECOB Committee   |
| 7. | SREI Infrastructure Finance Limited | - Investment Committee   |

**Shares/ Stock Options held in the Company**

Dr. Kumar-Sinha does not hold any Shares/ Stock Options in the Company.





**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: skscomplianceofficer@sksindia.com; Website: www.sksindia.com; Phone: 040-44526000; Fax No: 040-44526001/ 022-26592375.

**PROXY FORM**

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

**Twelfth Annual General Meeting – September 23, 2015**

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 Member(s) of SKS Microfinance Limited (the “Company”) hereby appoint

- 1) Name: ..... Address: .....  
E-mail Id: ..... Signature: ..... or failing him/ her
- 2) Name: ..... Address: .....  
E-mail Id: ..... Signature: ..... or failing him/ her
- 3) Name: ..... Address: .....  
E-mail Id: ..... Signature: .....

as my/ our Proxy to attend and vote (on poll) for me/ us and on my/ our behalf at the Twelfth Annual General Meeting (AGM) of the Company to be held at 11.00 a.m. on Wednesday, September 23, 2015, at Y. B. Chavan Auditorium, General Jagannath Bhosle Marg, Mumbai - 400 021, Maharashtra, and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.		Optional*	
Ordinary Business		For	Against
1	Adoption of Audited Accounts and the reports of the Directors and Auditors thereon		
2	Appointment of a Director in place of Mr. Pares D. Patel (DIN: 01689226) and, being eligible, offers himself for re-appointment		
3	Ratification of the appointment of S. R. Batliboi & Co. LLP as the Statutory Auditors of the Company		
Special Business			
4	Appointment of Dr. Punita Kumar-Sinha (DIN: 05229262) as an Independent Director		
5	Approval of revision in the commission payable to the Independent Directors of the Company		
6	Approval of issue and allotment of Non-Convertible Debentures and other debt securities on private placement basis		

Signed ..... this day of ..... 2015.

Signature of Member(s): .....

Signature of Proxy holder(s): .....

Affix revenue stamp of not less than Rs. 0.15

**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 AGM.
  2. A person can act as a 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 he/ she may deem appropriate.



**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: skscomplianceofficer@sksindia.com; Website: www.sksindia.com; Phone: 040-44526000; Fax No: 040-44526001/ 022-26592375.

**ATTENDANCE SLIP**

**Twelfth Annual General Meeting – September 23, 2015**

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

\* Applicable for investors holding shares in electronic mode.

I certify that I am a Member/ Proxy holder for the Member of SKS Microfinance Limited (the “Company”).

I hereby record my presence at the Twelfth Annual General Meeting of the Company to be held at 11.00 a.m. on Wednesday, September 23, 2015, at Y. B. Chavan Auditorium, General Jagannath Bhosle Marg, Mumbai - 400 021, Maharashtra.

Signature of Member/ Proxy holder: .....

**Notes:**

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 TWELFTH ANNUAL GENERAL MEETING  
11.00 A.M., WEDNESDAY, SEPTEMBER 23, 2015**

