Quarterly Compliance Report on Corporate Governance

Name of the Listed Entity : **Bharat Financial Inclusion Limited (formerly known as "SKS Microfinance Limited")**

Quarter ended : **December 31, 2017**

I. Composition of Board of Directors

Title (Mr./ Ms)	Name of the Director	PAN[$] & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)[&]	Date of Appointment in the current term / cessation	Tenure*	No of Directors -hip in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	P. H. Ravikumar	PAN – AAJPR6809H DIN – 00280010	Non-Executive Chairman & Independent Director	29.09.2014	5 Years from 11th AGM held on September 29, 2014 up to the conclusion of 16th AGM of the Company	5	4	3
Mr.	Ashish Lakhanpal	PAN –AGDPL2202J DIN – 02410201	Director	24.05.2017	Liable to retire by rotation	1	2	Nil
Mr.	S. Balachandran	PAN –AHMPS2731D DIN – 01962996	Independent Director	29.09.2014	5 Years from 11th AGM held on September 29, 2014 up to the conclusion of 16th AGM of the Company	1	1	1
Mr.	Geoffrey Tanner Woolley	PAN –ADSPW0453E DIN – 00306749	Independent Director	29.09.2014	-do-	1	2	Nil

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Mr.	K.G. Alai	PAN –AAEPA4072C DIN – 01757205	Nominee Director-SIDBI	30.10.2015	Not liable to retire by rotation	1	Nil	Nil
Mr.	M.R. Rao	PAN – AEPPR7081H DIN – 03276291	Executive Director designated as Managing Director & CEO	04.10.2013	5 Years w.e.f. October 4, 2013	1	Nil	Nil
Ms. (Dr.)	Punita Kumar-Sinha	PAN -DAXPS7631M DIN – 05229262	Independent Director	23.03.2015	5 Years w.e.f. March 23, 2015	6	6	2
Mr.	Rajender Mohan Malla	PAN – AAJPM3136E DIN – 00136657	Independent Director	11.03.2016	5 Years w.e.f. March 11, 2016	3	1	1
Mr. (Dr.)	Tarun Khanna	PAN - BAHPK2623P DIN – 01760700	Independent Director	29.09.2014	5 Years from 11th AGM held on September 29, 2014 up to the conclusion of 16th AGM of the Company	1	Nil	Nil

$ - PAN number of any director would not be displayed on the website of Stock Exchange

& - Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* - to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity
without any cooling off period.

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Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson / Executive / Non-Executive / independent / Nominee)
Audit Committee	1. Mr. Rajender Mohan Malla 2. Mr. P. H. Ravikumar 3. Mr. S. Balachandran 4. Mr. Geoffrey Tanner Woolley 5. Mr. Ashish Lakhanpal	Chairperson & Independent Director Independent Director Independent Director Independent Director Director
Nomination & Remuneration Committee	1. Mr. S. Balachandran 2. Mr. Geoffrey Tanner Wooley 3. Dr. Punita Kumar-Sinha 4. Dr. Tarun Khanna 5. Mr. Ashish Lakhanpal	Chairperson & Independent Director Independent Director Independent Director Independent Director Director
Risk Management Committee	1. Mr. P. H. Ravikumar 2. Mr. S. Balachandran 3. Mr. M. R. Rao 4. Mr. Rajender Mohan Malla 5. Mr. Ashish Lakhanpal	Chairperson & Independent Director Independent Director Executive Director Independent Director Director
Stakeholders Relationship Committee'	1. Mr. P. H. Ravikumar 2. Mr. Geoffrey Tanner Woolley 3. Mr. Rajender Mohan Malla 4. Mr. Ashish Lakhanpal	Chairperson & Independent Director Independent Director Independent Director Director

II. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
06.07.2017, 26.07.2017 & 05.09.2017	14.10.2017 & 28.10.2017	40

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III. Meeting of Audit Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
25.07.2017	Yes	13.10.2017 & 28.10.2017	79
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

IV. Related Party Transactions

Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	- NA -
Whether shareholder approval obtained for material RPT	- NA -
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	- NA -

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

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V. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
   a. Audit Committee
   b. Nomination & Remuneration Committee
   c. Stakeholders Relationship Committee
   d. Risk Management Committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report will be placed before the Board of Directors at its ensuing meeting.

Rajendra Patil

Mumbai, January 9, 2018

EVP –Legal & Company Secretary

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