



(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 | 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

December 11, 2018

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Bldg., P. J. Towers
Dalal Street, Fort
Mumbai 400001
Security Code: 533228

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (East)
Mumbai 400051
Symbol: BHARATFIN

Dear Sirs,

Re: Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations")

Sub: Voting Results of the meeting of the equity shareholders and secured creditors of Bharat Financial Inclusion Limited ("Company") convened and held on Tuesday, December 11, 2018 as per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated October 31, 2018 ("Order")

Pursuant to the aforesaid Order, meetings of (i) the equity shareholders of the Company was convened and held at First Floor, Boundary Hall, Mumbai Cricket Association, Recreation Centre (MCA), Bandra Kurla Complex, G Block, Bandra (East), Mumbai 400051, Maharashtra on Tuesday, December 11, 2018 at 11:00 a.m. (1100 hours), and (ii) the secured creditors of the Company was convened and held at Salon Valliere Dubarry, Sofitel Mumbai BKC, C-57, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra on Tuesday, December 11, 2018 at 02:30 p.m. (1430 hours), for approving the proposed Composite Scheme of Arrangement among the Company, IndusInd Bank Limited and IndusInd Financial Inclusion Limited and their respective shareholders and creditors ("**Scheme**").

Further, pursuant to the provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the LODR Regulations, the Company had provided the facility of postal ballot and remote e-voting to its equity shareholders for approval of the Scheme. In addition to this, the Company also provided the facility of voting at the meeting. Accordingly, voting by the equity shareholders of the Company for approval of the Scheme had been carried out through (1) remote e-voting, (2) postal ballot, and (3) ballot at the venue of the meeting.

The facility of postal ballot and remote e-voting was made available from Saturday, November 10, 2018 at 9.00 a.m. to Monday, December 10, 2018 at 5.00 p.m. The facility of voting by way of ballot was available at the venue of the meeting for equity shareholders who had not exercised their voting rights either through postal ballot or remote e-voting.

Voting by secured creditors of the Company for approval of the Scheme had been carried out through ballot at the venue of the meeting.





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As per Regulation 44(3) of the LODR Regulations, please find enclosed the following disclosures:

- voting results for the meeting of the equity shareholders of the Company where votes were cast through (i) postal ballot; (ii) remote e-voting; and (iii) ballot at the venue of the meeting, along with the consolidated scrutinizer's report as **Annexure - A**, and
- voting results for the meeting of the secured creditors of the Company where votes were cast through ballot at the venue of the meeting, along with the scrutinizer's report - **Annexure B**

The proposed resolutions approving the Scheme was passed with the requisite majority by the equity shareholders and secured creditors of the Company, as required by the Order of the Hon'ble Tribunal.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For **Bharat Financial Inclusion Limited**

Rajendra Patil
Sr. EVP – Legal & Company Secretary



Enclosures: As above



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**MEETING OF THE EQUITY SHAREHOLDERS CONVENED AS PER THE DIRECTIONS OF THE NATIONAL
COMPANY LAW TRIBUNAL, MUMBAI BENCH HELD ON TUESDAY, DECEMBER 11, 2018 AT 11.00 A.M. AT
MUMBAI, MAHARASHTRA**

DECLARATION OF VOTING RESULTS

The Meeting of the Equity Shareholders of Bharat Financial Inclusion Limited ("the Company") was held on Tuesday, December 11, 2018 at 11.00 a.m. at First Floor, Boundary Hall, Mumbai Cricket Association, Recreation Centre (MCA), Bandra Kurla Complex, G Block, Bandra (East), Mumbai 400051, Maharashtra as per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated October 31, 2018 for approving the proposed Composite Scheme of Arrangement among the Company, IndusInd Bank Limited and IndusInd Financial Inclusion Limited and their respective shareholders and creditors ("Scheme").

Pursuant to the provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the SEBI (Listing Obligation and Disclosure Requirements, 2015), the Company had provided the facility of postal ballot and remote e-voting to its equity shareholders for approval of the Scheme. In addition to this, the Company also provided the facility of voting at the meeting.

The facility of postal ballot and remote e-voting was made available from Saturday, November 10, 2018 at 9.00 a.m. to Monday, December 10, 2018 at 5.00 p.m. The facility of voting by way of ballot was available at the venue of the meeting for equity shareholders who had not exercised their voting rights either through postal ballot or remote e-voting.

As per the directions of the Hon'ble Tribunal, Mr. K. V. S. Subramanyam, Practicing Company Secretary acted as a Scrutinizer for the entire voting process.

Based on the Scrutinizer's Report dated December 11, 2018 for e-voting, postal ballot and voting at the venue of the meeting (attached hereto), I declare the item and resolution proposed in the Notice convening the meeting was passed with requisite majority and the details are as follows:



BHARAT
Financial Inclusion Ltd.

Prayaas se praqati

(Formerly known as 'SKS Microfinance Limited')

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Resolution Proposed	No. of votes in favour	% of votes in Favour	No. of votes against	% of votes in Against
Approval of the Composite Scheme of Arrangement among Bharat Financial Inclusion Limited, IndusInd Bank Limited and IndusInd Financial Inclusion Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013	104459437	99.9974	2682	0.0026

Date: **December 11, 2018**

Place: **Mumbai**

Jyotin Mehta

Chairman appointed for the meeting by NCLT

K.V.S. Subramanyam
Company Secretary in Practice

SCRUTINIZER'S REPORT

To,

Mr. Jyotin Mehta

**The Chairman of the meeting of the Equity Shareholders of
Bharat Financial Inclusion Limited**

Dear Sir,

Sub: Report on the result of voting in respect of resolution for approving the Composite Scheme of Arrangement among Bharat Financial Inclusion Limited ("the Company"), IndusInd Bank Limited and IndusInd Financial Inclusion Limited and their respective shareholders and creditors ("Scheme" or "Composite Scheme of Arrangement") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

The Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble Tribunal"), by an Order dated October 31, 2018 in the Company Scheme Application No. 922 of 2018 (the 'Order'), has directed that a meeting of the Equity Shareholders of the Company (Meeting) be convened and held on Tuesday, December 11, 2018 at 11:00 a.m. (IST) at First Floor, Boundary Hall, Mumbai Cricket Association Recreation Centre (MCA), Bandra Kurla Complex, G Block, Bandra (East), Mumbai - 400 051, Maharashtra, India, to consider and, if thought fit, approve the Composite Scheme of Arrangement.

I, K. V. S. Subramanyam (Membership No. F5400), Practicing Company Secretary was appointed as the Scrutinizer by the Hon'ble Tribunal's Order for the purpose of conducting the voting process for the resolution to be passed at the Meeting.

The Notice of the Meeting along with Explanatory Statement under Section 230(3), Section 232(2) read with Section 102 of the Companies Act, 2013, Attendance Slip, Proxy Form, Postal Ballot Form (along with self-addressed postage pre-paid business reply envelope) and other documents with respect to the Meeting were sent by the Company to all its shareholders by permitted modes on November 5 - 6, 2018 and was also made available on the websites of the Company - www.bfil.co.in and Karvy Computershare Private Limited (now 'Karvy Fintech Private Limited') [[Karvy](https://evoting.karvy.com)]- <https://evoting.karvy.com>.

In order to have wider participation in the approval process, the Company provided the following facilities to the Members to exercise their right to vote at the Meeting viz. (a) Electronic Voting; (b) Postal Ballot; and (c) Voting at the Meeting by ballot.



1. The Company appointed Karvy, the Company's Registrar & Transfer Agent, as the service provider, for the purpose of extending the facility of electronic e-voting to the shareholders of the Company.
2. The voting period for voting by way of remote e-voting and postal ballot commenced on Saturday, November 10, 2018 at 9.00 a.m. and ended on Monday, December 10, 2018 at 5:00 p.m.
3. The Equity Shareholders of the Company holding shares as on the cut - off date of October 26, 2018 were entitled to vote on the resolution as contained in the Notice of the Meeting.
4. The votes cast through remote e-voting were unblocked in the presence of two witnesses who are not in the employment of the Company. Postal Ballot Forms received up to December 10, 2018 at 5.00 p.m. were also considered and scrutinized.
5. The ballot box kept for the purpose of casting votes at the venue of the Meeting, which was under my custody, was opened by me in presence of two witnesses who are not in the employment of the Company.
6. The details of vote cast were reconciled with the records maintained by Karvy and the authorizations / proxies lodged with the Company.
7. There were 36 (Thirty-Six) ballot papers, which were incomplete/signatures were not tallied/Votes were not casted /Voted through e-Voting and ballot and/or which were otherwise found to be defective.
8. Based on the reports generated from the e-voting system, postal ballot forms and votes casted at the Meeting, I submit the results as **Annexure A**.




(K.V.S. Subramanyam)
Practicing Company Secretary
Membership No: 5400
COP No: 4815

Place : Mumbai

Date : December 11, 2018

Encl:

Annexure A

Annexure - A

Approval of the Composite Scheme of Arrangement among Bharat Financial Inclusion Limited, IndusInd Bank Limited and IndusInd Financial Inclusion Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013

Mode	Total Ballot Received	Total Votes	Invalid / Abstained		Valid		Favour			Against		
			Ballots	Votes	Ballots	Votes	Ballots	Votes	%	Ballots	Votes	%
E-Voting	373	104365143	2	641533	371	103723610	362	103721192	99.9977	9	2418	0.0023
Postal Ballot	548	713512	42	1978	506	711534	493	711271	99.9630	13	263	0.0370
Physical	25	27103	1	128	24	26975	23	26974	99.9963	1	1	0.0037
Total	946	105105758	45	643639	901	104462119	878	104459437	99.9974	23	2682	0.0026

Date : December 11, 2018

Place: Mumbai


 K.V.S. Subramanyam
 Practicing Company Secretary
 Membership No: 5400
 C.P. No.: 4815



BHARAT
Financial Inclusion Limited

Prayas se pragati

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**MEETING OF THE SECURED CREDITORS CONVENED AS PER THE DIRECTIONS OF THE NATIONAL
COMPANY LAW TRIBUNAL, MUMBAI BENCH HELD ON TUESDAY, DECEMBER 11, 2018 AT 2.30 P.M. AT
MUMBAI, MAHARASHTRA**

DECLARATION OF VOTING RESULTS

The Meeting of the Secured Creditors of Bharat Financial Inclusion Limited ("the Company") was held on Tuesday, December 11, 2018 at 2.30 p.m. at Salon Valliere Dubarry, Sofitel Mumbai BKC, C-57, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra as per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated October 31, 2018 for approving the proposed Composite Scheme of Arrangement among the Company, IndusInd Bank Limited and IndusInd Financial Inclusion Limited and their respective shareholders and creditors ("Scheme").

Voting by secured creditors of the Company for approval of the Scheme had been carried out through ballot at the venue of the meeting.

As per the directions of the Hon'ble Tribunal, Mr. K. V. S. Subramanyam, Practicing Company Secretary acted as a Scrutinizer for the entire voting process.

Based on the Scrutinizer's Report dated December 11, 2018 (attached hereto), I declare the item and resolution proposed in the Notice convening the meeting was passed unanimously.

Resolution Proposed	Value of votes in favour	% of votes in Favour	No. of votes against	% of votes in Against
Approval of the Composite Scheme of Arrangement among Bharat Financial Inclusion Limited, IndusInd Bank Limited and IndusInd Financial Inclusion Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013	62,31,83,49,588	100	Nil	0.00

Date: **December 11, 2018**

Place: **Mumbai**


Abeezar Faizullahoy

Chairman appointed for the meeting

K.V.S. Subramanyam
Company Secretary in Practice

SCRUTINIZER'S REPORT

To,
Mr. Abeezer E. Faizullahoy
The Chairman of
NCLT convened meeting of the Secured Creditors of
Bharat Financial Inclusion Limited

Dear Sir,

Sub: Report on the result of voting in respect of resolution for approving the Composite Scheme of Arrangement among Bharat Financial Inclusion Limited ("the Company"), IndusInd Bank Limited and IndusInd Financial Inclusion Limited and their respective shareholders and creditors ("Scheme" or "Composite Scheme of Arrangement") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013

The Hon'ble National Company Law Tribunal, Mumbai Bench ("Hon'ble Tribunal"), by an Order dated October 31, 2018 in the Company Scheme Application No. 922 of 2018 (the 'Order'), has directed that a meeting of the Secured Creditors of the Company (Meeting) be convened and held on Tuesday, December 11, 2018 at 11:00 a.m. (IST) at **Salon Valliere Dubarry, Sofitel Mumbai BKC, C-57, Bandra Kurla Complex, Bandra (East), Mumbai 400051 Maharashtra, India**, to consider and, if thought fit, approve the Composite Scheme of Arrangement.

I, K. V. S. Subramanyam (Membership No. F5400), Practicing Company Secretary was appointed as the Scrutinizer by the Hon'ble Tribunal's Order for the purpose of conducting the voting process for the resolution to be passed at the Meeting.

The Notice of the Meeting along with Explanatory Statement under Section 230(3), Section 232(2) read with Section 102 of the Companies Act, 2013, Attendance Slip, Proxy Form, and other documents with respect to the Meeting were sent by the Company to all its secured creditors as on August 31, 2018 by permitted modes on November 6, 2018 and was also made available on the websites of the Company - www.bfil.co.in. The voting rights of the secured creditors were reckoned as the outstanding loan as per the books of accounts of the Company as on the close of business on August 31, 2018.

1. The secured creditors were given ballot to exercise their voting rights at the Meeting to convey their approval for item of business mentioned in the Notice of the Meeting.



3. The details of votes cast were reconciled with the books of accounts maintained by the Company and the authorizations /proxies lodged with the Company.
4. Based on the report generated from the votes casted at the Meeting, I submit the results as below:

a. Votes in favour of the Resolution

No. of Secured creditors present and voting (in person or by proxy or by Authorized Representative)	Value of votes cast by Secured Creditors (in Rupees)	% of Value of total Votes
20	62,31,83,49,588/-	100

b. Votes against the Resolution

No. of Secured creditors present and voting (in person or by proxy or by Authorized Representative)	Value of votes cast by Secured Creditors (in Rupees)	% of Value of total Votes
Nil	Nil	Nil

c. Invalid Votes

No. of Secured creditors present and voting (in person or by proxy or by Authorized Representative)	Value of votes cast by Secured Creditors (in Rupees)	% of Value of total Votes
Nil	Nil	Nil



(K.V.S. Subramanyam)
Practicing Company Secretary
Membership No: 5400
COP No: 4815

Place : Mumbai

Date : December 11, 2018