



**SKS Microfinance Limited**  
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Corporate Identity Number: L65999MH2003PLC250504

**12<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON WEDNESDAY, SEPTEMBER 23,  
2015 AT 11:00 A.M. AT MUMBAI, MAHARASTRA**

**DECLARATION OF RESULTS ON E-VOTING AND BALLOT FORM**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the rules prescribed thereunder and in accordance with the Listing Agreement, the Company had provided e-voting facility to its members to cast their votes electronically on all the resolutions mentioned in the Notice convening the 12<sup>th</sup> Annual General Meeting (AGM) of the Company held on September 23, 2015.

The e-voting commenced at 9:00 a.m. on September 18, 2015 and concluded at 5.00 p.m. on September 22, 2015.

For the members who attended the AGM either in person or through proxy and who had not casted their votes through e-voting, the Company provided the facility of voting through ballot forms at the AGM.

Mr. K.V.S. Subramanyam, Partner of M/s. Ravi & Subramanyam, Company Secretaries acted as a Scrutinizer for the entire voting process.

Based on the Scrutinizer's consolidated report dated September 23, 2015 for e-voting and voting through ballot forms (attached hereto), I declare the resolutions contained in the Notice convening the 12<sup>th</sup> AGM as passed with requisite majority.

For SKS Microfinance Limited

**P. H. Ravikumar**

**Non-Executive Chairman and Independent Director**



Date: **September 23, 2015**

Place: **Mumbai**

**SCRUTINIZER'S REPORT**

To,

**The Chairman**  
**SKS Microfinance Limited**  
Unit No. 410, Madhava  
Bandra-Kurla Complex, Bandra (East)  
Mumbai - 400 051

Dear Sir,



Report on the e-voting and voting by poll conducted at the 12<sup>th</sup> Annual General Meeting ("AGM") of SKS Microfinance Limited ("Company") held on Wednesday, September 23, 2015 at 11.00 a.m. at Y. B. Chavan Auditorium, General Jagannath Bhosle Marg, Mumbai - 400 021, Maharashtra

1. As per the provision of the Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company had provided facility of voting through electronic means ("remote e-voting") on all the Resolution(s) proposed in the Notice of AGM.
2. I was appointed as Scrutinizer to scrutinize the remote e-voting process as well as voting by physical ballot forms at the AGM and for ascertaining requisite majority on remote e-voting and also on poll carried for the Resolutions proposed in the Notice.
3. The management of the Company is responsible to ensure the compliance with the requirements of the Act and related Rules in respect of voting through electronic means and Poll on the Resolution(s) contained in the Notice of the AGM.



4. The Company had appointed M/s. Karvy Computershare Private Limited ("Karvy"), registrar and transfer agent of the Company, as the service provider for the purpose of extending the facility of remote e-voting to the Members of the Company. Karvy had set up electronic voting facility on its website, <https://evoting.karvy.com> on all items of business (both Ordinary and Special) sought to be transacted at the AGM during the period September 18, 2015 (9.00 a.m.) to September 22, 2015 (5.00 p.m.).
5. The votes cast through remote e-voting were unblocked on September 23, 2015 at 11.17 a.m. in the presence of two witnesses Mr. P. Bharat Raj and Ms. Swetha who are not in the employment of the Company.
6. At the venue of the AGM, the facility to vote through physical ballot was provided to facilitate those Members present at the AGM.
7. The AGM was concluded after the voting the ballot box kept for the purpose of casting votes were unlocked in my presence and in presence of two witnesses. The ballot papers were reconciled with the records maintained by Karvy, registrar and transfer agent of the Company and the authorizations / proxies lodged with the Company.
8. The ballot papers, which were incomplete and/or which were otherwise found to be defective have been treated as invalid and kept separately.
9. Based on the reports generated from the remote e-voting system provided by Karvy and votes casted on poll at the AGM, I submit the results of the remote e-voting and physical poll as **Annexure-I**

**Date:** 23/9/2015  
**Place:** Mumbai

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

**K.V.S. Subramanyam**  
Company Secretary in Practice

**Summary of Evoting & Poll Results**

Item No.	Particulars	Total votes	Invalid / Abstained votes	Total valid votes	Votes "IN FAVOUR" of resolution	Votes "AGAINST" resolution
1	Adoption of Accounts	67308869	7687462	59621407	59621347	60
					<b>99.99990%</b>	<b>0.0001%</b>
2	Reappointment of Mr. Paresh Patel	67308870	2917328	64391542	39350052	25041490
					<b>61.11%</b>	<b>38.89%</b>
3	Ratification for appointment of SR Batliboi as Statutory	67308870	542461	66766409	66766373	36
					<b>99.9999%</b>	<b>0.0001%</b>
4	Appointment of Dr. Punita Kumar Sinha	67308869	542461	66766408	64670808	2095600
					<b>96.86%</b>	<b>3.14%</b>
5	Revision in the commission payable to Independent Directors	67308869	542461	66766408	66766203	205
					<b>99.9997%</b>	<b>0.0003%</b>
6	Issue of NCD/Debt Securities	67308869	542637	66766232	63190996	3575236
					<b>94.65%</b>	<b>5.35%</b>

Date: 23.09.2015  
Place: Mumbai

  
K.V.S Subramanyam  
Practising Company Secretary  
C.P.No:4815



**Item No. 1 – Adoption of Financial Statements and Reports of Directors and Auditors for the financial year ending 2015 (Ordinary Resolution)**

Mode	Ballot Received	Total Votes	Favour			Against			Invalid & Abstained		
			Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
E-Voting	220	57562704	214	49875206	86.65%	1	36	0.00%	5	7687462	13.35%
Physical	48	9746165	47	9746141	100.00%	1	24	0.00%	0	0	0.00%
<b>Total</b>	<b>268</b>	<b>67308869</b>	<b>261</b>	<b>59621347</b>	<b>88.58%</b>	<b>2</b>	<b>60</b>	<b>0.00%</b>	<b>5</b>	<b>7687462</b>	<b>11.42%</b>

**Item No. 2 – Reappointment of Mr. Paresh D. Patel (Ordinary Resolution)**

Mode	Ballot Received	Total Votes	Favour			Against			Invalid & Abstained		
			Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
E-Voting	220	57562704	98	29603886	51.43%	109	25041490	43.50%	13	2917328	5.07%
Physical	48	9746166	100	9746166	100.00%	0	0	0.00%	0	0	0.00%
<b>Total</b>	<b>268</b>	<b>67308870</b>	<b>198</b>	<b>39350052</b>	<b>58.46%</b>	<b>109</b>	<b>25041490</b>	<b>37.20%</b>	<b>13</b>	<b>2917328</b>	<b>4.33%</b>

**Item No. 3 – Ratification of appointment of S.R. Batliboi & Co. LLP, Statutory Auditors of the Company (Ordinary Resolution)**

Mode	Ballot Received	Total Votes	Favour			Against			Invalid & Abstained		
			Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
E-Voting	220	57562704	219	57020207	99.06%	1	36	0.00%	0	542461	0.94%
Physical	48	9746166	48	9746166	99.06%	0	0	0.00%	0	0	0.00%
<b>Total</b>	<b>268</b>	<b>67308870</b>	<b>267</b>	<b>66766373</b>	<b>99.19%</b>	<b>1</b>	<b>36</b>	<b>0.00%</b>	<b>0</b>	<b>542461</b>	<b>0.81%</b>

**Item No. 4 – Appointment of Dr. Punita Kumar-Sinha (DIN: 05229262) as an Independent Director of the Company (Ordinary Resolution)**

Mode	Ballot Received	Total Votes	Favour			Against			Invalid & Abstained		
			Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
E-Voting	220	57562704	208	54924667	95.42%	12	2095576	3.64%	0	542461	0.94%
Physical	48	9746165	47	9746141	100.00%	1	24	0.00%	0	0	0.00%
<b>Total</b>	<b>268</b>	<b>67308869</b>	<b>255</b>	<b>64670808</b>	<b>96.08%</b>	<b>13</b>	<b>2095600</b>	<b>3.11%</b>	<b>0</b>	<b>542461</b>	<b>0.81%</b>

**Item No. 5 – Revision in Commission payable to Independent Directors of the Company (Special Resolution)**

Mode	Ballot Received	Total Votes	Favour			Against			Invalid & Abstained		
			Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
E-Voting	220	57562704	217	57020062	99.06%	3	181	0.00%	0	542461	0.94%
Physical	48	9746165	47	9746141	100.00%	1	24	0.00%	0	0	0.00%
<b>Total</b>	<b>268</b>	<b>67308869</b>	<b>264</b>	<b>66766203</b>	<b>99.19%</b>	<b>4</b>	<b>205</b>	<b>0.00%</b>	<b>0</b>	<b>542461</b>	<b>0.81%</b>

**Item No. 6 – Issue and allotment of Non-Convertible Debentures (Special Resolution)**

Mode	Ballot Received	Total Votes	Favour			Against			Invalid & Abstained		
			Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
E-Voting	220	57562704	197	53444855	92.85%	23	3575212	6.21%	0	542637	0.94%
Physical	48	9746165	47	9746141	100.00%	1	24	0.00%	0	0	0.00%
<b>Total</b>	<b>268</b>	<b>67308869</b>	<b>244</b>	<b>63190996</b>	<b>93.88%</b>	<b>24</b>	<b>3575236</b>	<b>5.31%</b>	<b>0</b>	<b>542637</b>	<b>0.81%</b>

