



EQUITAS HOLDINGS LIMITED

CIN : L65100TN2007PLC064069

Regd Office: 410A, 4th Floor, Spencer Plaza, Phase II, No.769, Mount Road, Anna Salai, Chennai - 600 002
Tel: +91-44-4299 5000 / 5027, Fax: +91-44-4299 5050, Email: secretarial@equitas.in, Website: <https://www.equitas.in>

NOTICE TO MEMBERS

NOTICE is hereby given that the Eleventh Annual General Meeting of Equitas Holdings Limited will be held on Friday, July 27, 2018 at 2.45 P.M. at Sri Thyaga Brahma Gana Sabha, Vani Mahal, 103, G N Chetty Road, T Nagar, Chennai - 600 017 to transact the following business:

ORDINARY BUSINESS

Item No. 1 Adoption of Financial Statements

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that the Board’s Report, the Statement of Profit and Loss and the Cash Flow Statement for the Financial Year ended March 31, 2018 and the Balance Sheet as at that date, including the Consolidated Financial Statements, together with the Independent Auditors’ Report thereon be and are hereby considered, approved and adopted”.

Item No. 2 To appoint a Director in place of Mr Bhaskar S (DIN 02360919), who retires by rotation and being eligible, offers himself for re-appointment

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to Section 152 of the Companies Act 2013 and other applicable provisions, if any, Mr Bhaskar S (DIN 02360919), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

Item No. 3 Ratification of appointment of Auditors

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to Sections 139 and 142 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, the Company does hereby ratify appointment of M/s S R Batliboi & Associates LLP, (Firm Registration No. 101049W/E300004), Chartered Accountants, Chennai, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of Twelfth Annual General Meeting, on such remuneration as may be determined by the Board of Directors of the Company from time to time.”

SPECIAL BUSINESS

Item No. 4 Appointment of Mr Viswanatha Prasad S (DIN 00574928) as Independent Director

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, 160 of the Companies Act, 2013 (“the Act”) and the Rules made thereunder read with Schedule IV to the Act and other applicable provisions, if any and the Articles of Association of the Company, Mr Viswanatha Prasad S (DIN: 00574928), who was appointed as an Additional Director by the Board of Directors of the Company on October 26, 2017, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a period of five years with effect from October 26, 2017.”

By Order of the **Board of Directors**
For **Equitas Holdings Limited**

Place: Chennai
Date: April 27, 2018

Jayashree S Iyer
Company Secretary
Membership No. A11569

NOTES:

1. 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” or “Meeting”) is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.** Pursuant to the provisions of Section 105 of the Act, a person can act as a proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Any Member holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing Proxy shall be deposited at the Registered Office of the Company at least FORTY-EIGHT HOURS before the scheduled time of the Meeting. Proxy Form for the AGM is enclosed. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authorisation, as applicable.
3. **The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given change as at the end of this Notice.**
4. Members / Proxies attending the meeting are requested to bring their duly filled-in attendance slips enclosed herewith mentioning therein details of their DP and Client ID/Folio No.
5. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. All documents referred to in this Notice and the Explanatory Statement setting out material facts in respect of Item No. 4 of the Notice and other Statutory Registers are open for inspection by the Members at the Registered Office of the Company on all working days between 11.00 A.M. and 01.00 P.M. till the date of the Meeting.
8. Information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) in respect of appointment of Director is furnished in the annexed Explanatory Statement and forms part of the Notice.
9. All correspondence relating to change of address, change in e-mail ID already registered with the Company, transfer / transmission of shares, issue of duplicate share certificates, bank mandates and all other matters relating to the shareholding in the Company may be made to M/s. Karvy Computershare Private Ltd., the Registrar and Share Transfer Agent (“Karvy”). The Members holding shares in electronic form may send such communication to their respective Depository Participant/s (DPs).
10. Members can avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH13, duly filled in to the Company / RTA / DP. The prescribed form can be obtained from the RTA / DPs as well as downloaded from the Company’s website <https://www.equitas.in>.
11. The Members whose names appear on the Company’s Register of Members as on Friday, July 20, 2018 (“cut-off date”) will be eligible to attend and vote at the Meeting. The Register of Members and Share Transfer Books of the Company would remain closed from Saturday, July 21, 2018 to Friday, July 27, 2018 (both days inclusive) for this purpose.
12. **As an eco-friendly measure intending to benefit the society at large, we request you to be part of e-initiatives of the Company and register your e-mail ID to receive all communications and documents including Annual Reports from time to time in electronic form to the e-mail ID provided by you. Members holding shares in electronic form, may send such communication to their respective DPs and those holding shares in physical form, may send such communication to Karvy.**
13. **Members holding shares in physical form are requested to avail dematerialisation facility.**

14. Pursuant to Sections 101 and 136 of the Act read with relevant Rules framed thereunder, the Annual Report for FY 2017-18 and the Notice of the AGM, *inter-alia* indicating the process and manner of Remote e-voting along with the attendance slip and proxy form are being sent by e-mail to those Members who have registered their e-mail ID either with the Company or with the DP unless the Member has requested for physical copy of the same. For Members who have not registered their e-mail ID, physical copies of the Annual Report for FY 2017-18 and the Notice of the AGM, *inter-alia*, indicating the process and manner of Remote e-voting along with the attendance slip and proxy form, will be sent as per the permitted mode.
15. Notice of the AGM and Annual Report of the Company, is made available on the Company's website, <https://www.equitas.in> for download.
16. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy of the Annual Report to the Meeting.
17. **The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in physical form shall submit their PAN details to the Company/Karvy.**
18. Shareholders can register their complaints, if any, on the designated e-mail ID, secretarial@equitas.in.
19. Shareholders are requested to send their queries, if any, on the Annual Report, to the Company Secretary, at least 7 days before the date of Meeting, so that the requisite information / explanations can be provided in time at the Meeting.
20. The Company has engaged the services of M/s Karvy Computershare Private Limited as the Agency to provide e-voting facility.
21. Dr B Ravi, Practising Company Secretary (FCS No. 1810; CP No. 3318) has been appointed as the Scrutiniser for conducting the Remote e-voting and voting process at the AGM, in a secure, fair and transparent manner.
22. The Scrutiniser's decision on the validity of the vote shall be final.
23. Once the vote on a resolution stated in this Notice is cast by shareholder through Remote e-voting, the shareholder shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Members who have cast their vote by Remote e-voting may also attend the Meeting. However, such Member shall not be allowed to vote again.
24. The Scrutiniser will submit his report to the Company after completion of the scrutiny and the Results will be declared by the Company on its website <https://www.equitas.in>, within 48 hours of the conclusion of the AGM.
25. Route map for the venue of the Meeting is attached herewith, for your ready reference.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 4: Appointment of Mr Viswanatha Prasad S as Independent Director

The Board of Directors, at its Meeting held on October 26, 2017 appointed Mr Viswanatha Prasad S as Additional Director of the Company subject to the approval of shareholders for a period of five years with effect from October 26, 2017. He attended two (2) Board Meetings during the Financial Year 2017-18 after his appointment into the Board. As per Section 161 of the Companies Act, 2013 (hereinafter referred to as "the Act"), Mr Viswanatha Prasad S holds office upto the date of the ensuing Annual General Meeting of the Company.

The Company has received declaration of independence from the above Director as required under sub-section (6) of Section 149 of the Act. Mr Viswanatha Prasad S is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Also under Section 149 (13) of the Act, he will not be liable to retire by rotation. His brief profile is given below:

Name of the Director	Mr Viswanatha Prasad S
Age	52
Qualification	M.B.A and M.S from BITS, Pilani
Brief Profile & expertise	Mr Viswanatha Prasad S founded Caspian Advisors in 2004 and has led the institution since then, including setting up multiple impact funds with increasing diversity across sectors. With over ₹1,000 crore under management, Caspian is considered a pioneer in Impact Investing in India. In addition to providing strategic direction to Caspian's various initiatives, he is active in the ongoing management of Caspian's funds and serves on the boards of multiple portfolio companies, having served as an Investor Director (Non-Executive and Non-Independent) of our Company from November 01, 2008 to April 21, 2016 as a Nominee of the Indian Financial Inclusion Fund.
Relationship with other Directors and KMPs	Nil
Number of shares held in the Company	Nil
Board Membership of other companies	1. Caspian Impact Investment Advisor Private Limited 2. Caspian Impact Investments Private Limited 3. Micro Housing Finance Corporation Limited
Chairmanship/Membership of the Committees of other Boards	1. Caspian Impact Investment Advisor Private Limited - Member of Asset liability and Risk Management Committee - Member of Corporate Social Responsibility Committee 2. Micro Housing Finance Corporate Limited - Member of Nomination and Remuneration Committee - Member of Corporate Social Responsibility Committee

In the opinion of the Board, Mr Viswanatha Prasad S fulfills the criteria for being appointed as Independent Director in accordance with Section 149 of the Act. Considering the qualification, experience, stature and standing, his appointment as an Independent Director would immensely benefit the Company and his guidance will be of great value to the Company.

The Company has received a notice under Section 160 of the Act from a Member proposing the candidature of Mr Viswanatha Prasad S to the office of Director of the Company.

Interest of Directors and KMP:

Mr Viswanatha Prasad S and his relatives may be deemed to be concerned or interested in the Resolution set out at Item No.4.

None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the passing of the resolution.

The Board recommends the Resolution set forth in Item No. 4 above for approval of the shareholders.

By Order of the **Board of Directors**
For **Equitas Holdings Limited**

Place: Chennai
Date: April 27, 2018

Jayashree S Iyer
Company Secretary
Membership No. A11569

VOTING THROUGH ELECTRONIC MEANS – INSTRUCTIONS

I. Remote e-voting:

Remote e-voting period : From 9:00 A.M. IST on Tuesday, July 24, 2018 To 5:00 P.M. IST on Thursday, July 26, 2018.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and SEBI (LODR) Regulations as amended from time to time, the Company is pleased to offer e-voting facility to Members to exercise their votes electronically on all resolutions set forth in the Notice convening the 11th Annual General Meeting (AGM) scheduled to be held on Friday, July 27, 2018 at 2.45 P.M. The Company has engaged the services of M/s Karvy Computershare Private Limited (“Karvy”) to provide Remote e-voting facility to enable Members to provide their votes in a secure manner. Dr B Ravi, Practising Company Secretary has been appointed as the scrutiniser for conducting the Remote e-voting and the voting process at the AGM in a fair and transparent manner. In terms of the requirements of the Act and the rules made thereunder, the Company has fixed Friday, July 20, 2018 as the cut-off date. The Remote e-voting / voting rights of the Members / beneficial owners shall be reckoned on the equity shares held by them as on cut-off date, i.e. July 20, 2018. During the Remote e-voting period, the Members of the Company, holding shares either in physical form or in electronic form, as on the cut-off date of July 20, 2018, are entitled to avail the facility to cast their vote through Remote e-voting. The Remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of the aforesaid period. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently or cast the vote again.

The instructions for Members voting electronically are as mentioned below:

(A) For Members receiving email from Karvy (for Members whose email IDs are registered with the Company / Depository Participants which includes details of E-Voting Event Number (EVEN), User ID and Password):

- i. Launch internet browser and type the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 3846 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering the appropriate details, click on “LOGIN”.
- iv. You will now reach Password Change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum of 8 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 you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVENT” i.e., “Equitas Holdings Limited”.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned hereinabove. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either option.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm; else, “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- xii. Corporate / Institutional Members (i.e. other than Individuals, HUFs, NRIs etc.,) are also required to send certified true scanned copies of the Board Resolution / Authority Letter etc., in 'pdf' format together with attested specimen signature(s) of the duly authorised representative(s) to the Scrutiniser at email id, csbravi@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format:

"Corporate Name_Event No."

(B) Members holding shares in electronic form whose e-mail IDs are not registered with the Company / DPs [i.e., Members holding shares in physical form as well as those Members who have received physical copy of the Notice of the AGM]:

- i. E-Voting Event Number – 3846 (EVEN), User ID and Password are provided in the Attendance Slip.
- ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

II. Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however, these Members are not entitled to cast their vote again in the Meeting. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

III. Other Instructions:

- a. In case of queries and / or grievances, if any, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-voting user manual available at the "download" section of Karvy's website <https://evoting.karvy.com> or send email to Karvy at evoting@karvy.com or call Mr Prem Kumar, Manager, Karvy at +91 40 - 6716 1509 or Toll free No. 1-800-34-54-001.
- b. You can also update your mobile number and e-mail ID in the user profile details of the folio which can be used by the Company / RTA for sending communications in future.
- c. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- 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 i.e., Friday, July 20, 2018.
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-voting i.e., Friday, July 20, 2018, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS:
MYEPWD <space> E-Voting Event Number (3846) + Folio No. or DP ID Client ID to +91 92129 93399

Example for NSDL:
MYEPWD <SPACE> IN12345612345678

Example for CDSL:
MYEPWD <SPACE> 1402345612345678

Example for Physical:
MYEPWD <SPACE> 38461234567890
 - ii. If e-mail ID or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Member may call Karvy's toll free number 1800-3454-001.
 - iv. Member may send an e-mail request to evoting@karvy.com. Karvy shall endeavour to send User ID and Password to those new Members whose e-mail IDs are available.

PROCEDURE AND INSTRUCTIONS FOR WEB CHECK-IN / ATTENDANCE REGISTRATION

Web Check-in / Attendance Registration: Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the Meeting hall. Alternatively, to facilitate hassle free and quick registration / entry at the venue of the AGM, the Company has provided a Web-Check in facility through Karvy's website. Web Check-in on the Karvy's website enables the Members to register attendance online in advance and generate Attendance Slip without going through the registration formalities at the registration counters set-up at the venue.

Procedure of Web Check-in is as under:

- a. Log on to <https://karisma.karvy.com> and click on "Web Check-in for General Meetings (AGM / EGM / CCM)".
- b. Select the name of the Company: Equitas Holdings Limited
- c. Pass through the security credentials viz., DP ID /Client ID / Folio no., PAN & "CAPTCHA" as directed by the system and click on the "Submit" button.
- d. The system will validate the credentials. Then click on the "Generate my attendance slip" button that appears on the screen.
- e. The attendance slip in PDF format will appear on the screen. Select "Print" option for direct printing or download and save for printing.
- f. A separate counter will be available at the AGM Venue for Members who have registered online for faster, hassle free entry as also to avoid standing in the queue.
- g. The Web Check-in (Online Registration facility) is available during e-voting Period only i.e., from Tuesday, July 24, 2018 (09.00 A.M. IST) to Thursday, July 26, 2018 (05.00 P.M. IST).
- h. The Members are requested to carry their valid photo identity along with the above attendance slip for verification purposes.

