



## NOTICE TO MEMBERS

NOTICE is hereby given that the Sixth Annual General Meeting of the Members of Equitas Holdings Private Limited will be held on Monday the 1<sup>st</sup> day of July 2013 at 12.30 P.M. at the Registered Office of the Company, at 4<sup>th</sup> Floor, Temple Towers, 672, Anna Salai, Nandanam, Chennai 600035 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2013 and the Profit and Loss Account and Cash Flow Statement for the year ended on that date together with the Reports of Directors and the Auditor's thereon.
2. To appoint Director in place of Mr Y C Nanda who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Director in place of Mr P V Rajaraman who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s Deloitte Haskins & Sells, Chartered Accountants, Chennai (Firm Regn. No. 008072S) as Auditors of the Company who retire at the conclusion of the ensuing Annual General Meeting to hold office till the conclusion of the next Annual General Meeting with authority to the Board of Directors of the Company to fix their remuneration and pass the following resolution:

"RESOLVED that the retiring Auditors M/s Deloitte Haskins & Sells, Chartered Accountants, Chennai (Firm Regn. No. 008072S), be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Next Annual General Meeting of the Company on such remuneration as may be fixed in this behalf by the Board of Directors of the Company."

### SPECIAL BUSINESS

5. Amendment of Articles of Association of the Company:

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

RESOLVED that pursuant to Section 31 of the Companies Act, 1956 and other applicable provisions, if any, the consent be and is hereby given to replace Clause 148 of the Articles of Association of the Company with the following:



**Equitas Holdings Private Ltd.,**

Regd. Office : 4th Floor, Temple Tower, 672, Anna Salai, Nandanam, Chennai - 600 035.

Ph : 044-42995000 Customer Care Toll-free : 1800 300 5000 Fax : 044-42995050 E-mail : corporate@equitas.in

148. The Company shall have a common seal and the Board of Directors or a Committee of Directors shall provide for the safe custody thereof. The seal can be made of either metal or rubber stamp as the Directors may decide. The Seal shall not be affixed to any instrument except by the authority or resolution of the Board of Directors or of a Committee thereof and in the presence of one Director and of the Company Secretary or such other Person as the Board or a Committee thereof may appoint for the purpose and such Director and Company Secretary or other person as aforesaid shall sign every instrument to which the seal shall be affixed. Such signatures shall be conclusive evidence of the fact that the seal has been properly affixed."

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

A handwritten signature in blue ink, appearing to read "P N Vasudevan".

P N Vasudevan  
Managing Director

Chennai  
June 3, 2013

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, STAMPED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Queries on the Accounts and operations of the Company, if any, may be sent to the Company at its Registered Office at least seven days in advance of the Meeting.
3. As a measure of support to the Green Initiative in Corporate Governance initiated by the Ministry of Corporate Affairs, vide its Circular no.17/2011 dated April 21, 2011 and Circular No. 18/2011 dated April 29, 2011, the Notices convening Annual General Meeting of the Company alongwith Audited Financial Statements, Directors Report, Auditors reports etc. are sent through electronic mode to the registered e-mail addresses of shareholders.
4. Members who have not registered their e-mail addresses with the Company and wish to receive Annual report and other notices, communications in electronic mode may register their e-mail addresses with the Company / RTA of the Company.



**Equitas Holdings Private Ltd.,**

Regd. Office : 4th Floor, Temple Tower, 672, Anna Salai, Nandanam, Chennai - 600 035.

Ph : 044-42995000 Customer Care Toll-free : 1800 300 5000 Fax : 044-42995050 E-mail : corporate@equitas.in



5. The Annual Report and other communication sent electronically will be displayed on the Company's website [www.equitas.in](http://www.equitas.in) and will be available for inspection at the Registered Office of the Company during office hours.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to change of address, change of name and email address etc., to their Depository Participant (DP). Change intimated to Depository Participant will then be automatically reflected in the Company's Records which will help the Company and the Company's Registrar and Share Transfer Agents, Karvy Computershare P Ltd to provide efficient and better services. Members holding shares in physical form are requested to intimate such change to the Company / Karvy Computershare P Ltd.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

**Item No.5**

The existing Articles of Association of the Company empowers the Board alone to authorize a person in whose presence the common seal of the Company shall be affixed. It is proposed to amend the common seal clause of the Articles of Association to confer this authority to the Committees of the Board as well.

**Interest of Directors:**

None of the directors are directly or indirectly interested in any of the items specified in this notice.

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

A handwritten signature in blue ink, appearing to read "P N Vasudevan".

**P N Vasudevan**  
Managing Director

Chennai  
June 3, 2013



**Equitas Holdings Private Ltd.,**

Regd. Office : 4th Floor, Temple Tower, 672, Anna Salai, Nandanam, Chennai - 600 035.

Ph : 044-42995000 Customer Care Toll-free : 1800 300 5000 Fax : 044-42995050 E-mail : [corporate@equitas.in](mailto:corporate@equitas.in)



**Equitas Holdings Private Limited**

*Regd. Office: 4th Floor, Temple Towers, 672, Anna Salai, Nandanam, Chennai 600035*

---

**PROXY FORM**

Ledger Folio No. /DP- CID No.	
-------------------------------	--

I/We, \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_, being a member/members of Equitas Holdings  
Private Limited, hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ or failing of him, \_\_\_\_\_ of  
\_\_\_\_\_ as my/our proxy to vote for  
me/us on my/our behalf at the Annual General meeting of the Company to be held  
on Monday, 1<sup>st</sup> July, 2013.

Signed on this, \_\_\_\_ day of \_\_\_\_\_ 2013

Affix a Re 1/- Revenue Stamp
---------------------------------------

\_\_\_\_\_  
Signature of the Member

*Note: This form in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours of the Meeting.*