



EQUITAS HOLDINGS LIMITED

CIN: L65100TN2007PLC064069

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No. 769, Mount Road, Anna Salai, Chennai 600002

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E-mail: secretarial@equitas.in | Website: www.equitas.in

Dear Member(s),

NOTICE OF POSTAL BALLOT

NOTICE is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) for obtaining the consent of the Members by way of **Special Resolution** through postal ballot for the proposal as detailed in the appended resolution and explanatory statement.

SPECIAL BUSINESS

Item No. 1 – Continuation of Directorship of Mr Rangachary N (DIN 00054437), Chairman and Independent Director

"RESOLVED that pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended on May 9, 2018 and the applicable provisions of the Companies Act, 2013, if any and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded for continuation of directorship of Mr Rangachary N (DIN 00054437), as Chairman and Independent Director of the Company for the remaining period of his present term ending May 06, 2020 on the existing terms and conditions notwithstanding that Mr Rangachary N has attained the age of seventy five years."

Item No. 2 – Continuation of Directorship of Mr Yogesh Chand Nanda (DIN 01643316), Independent Director

"RESOLVED that pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended on May 9, 2018 and the applicable provisions of the Companies Act, 2013, if any and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded for continuation of directorship of Mr Yogesh Chand Nanda (DIN 01643316) as Independent Director of the Company for the remaining period of his present term ending May 06, 2020 on the existing terms and conditions notwithstanding that Mr Yogesh Chand Nanda has attained the age of seventy five years."

Item No. 3 – Continuation of Directorship of Mr Rajaraman P V (DIN 01658641), Independent Director

"RESOLVED that pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended on May 9, 2018 and the applicable provisions of the Companies Act, 2013, if any and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded for continuation of directorship of Mr Rajaraman P V (DIN 01658641) as Independent Director of the Company for the remaining period of his present term ending May 06, 2020 on the existing terms and conditions notwithstanding that Mr Rajaraman P V would have attained the age of seventy five years as on April 1, 2019."

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

Place: Chennai
Date: February 01, 2019

Deepti R
Company Secretary
Membership Number 35488

Item No. 1

Continuation of Directorship of Mr Rangachary N (DIN 00054437), Chairman and Independent Director

Mr Rangachary N (DIN 00054437), aged about 80 years, joined the Board of Equitas Holdings Limited as Chairman on July 26, 2007. He was appointed as an Independent Director by the shareholders in the Eighth Annual General Meeting of the Company held on June 29, 2015, to hold office upto May 06, 2020, not liable to retire by rotation.

Mr Rangachary N, Chairman and Independent Director is aged more than 75 years and hence continuation of his Directorship with effect from April 01, 2019 requires approval of the Members by way of a Special Resolution, pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended on May 9, 2018.

Mr Rangachary N has been stewarding the Company right from its inception through its various journeys including the startup phase, through the crisis in the Micro Finance industry in 2010, the diversification into other forms of lending and finally the transition into a Small Finance Bank in 2016.

Considering the rich experience of Mr Rangachary N in taxation, finance and insurance, the Board is of the opinion that his continued association would be of immense benefit to the Company. His brief profile as required under Secretarial Standard on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:

Name	Mr Rangachary N	
Age	80 Years	
DIN	00054437	
Qualification	Fellow Member of the Institute of Chartered Accountants of India, the Institute of Cost Accountants of India and Institute of Company Secretaries of India.	
Experience and other details	Mr Rangachary N has been associated with the Company since July 2007. He has served as the Chairman of Central Board of Direct Taxes and as the first Chairman of Insurance Regulatory and Development Authority. He was honoured with "International Insurance Award" for the year 1999-2000 by the International Insurance Council, USA. Formerly, he was an Advisor to the Government of Andhra Pradesh on Finance, Risk Management and Insurance. He headed the high level Committee set up by the Prime Minister for bringing clarity on taxation issues pertaining to IT sector and Research & Development related activities.	
Date of first appointment on the Board	July 26, 2007	
Shareholding in the Company	Nil	
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Nil	
Number of Meetings of the Board attended during	FY 2017-18 – 5 (Five) out of 6 (Six) Meetings FY 2018-19 – 4 (Four) out of 4 (Four) Meetings till date	
Other Directorships, Memberships / Chairmanship of Committees of other Boards	Directorships	Committee Memberships
	MTAR Technologies Private Limited Orient Green Power Company Limited CDSL Insurance Repository Limited Pegasus Assets Reconstruction Private Limited Salzer Electronics Limited Swamy & Swamy Business Services Private Limited	<u>Audit Committee</u> Member – Orient Green Power Company Limited Member – Salzer Electronics Limited Member – CDSL Insurance Repository Limited
Nature of expertise in specific functional area	Taxation / Finance / Insurance / Compliance / Accounting / General Management	

Interest of Directors and KMP:

Mr Rangachary N and his relatives may be deemed to be concerned or interested in the Resolution set out at Item No. 1.

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

The Board recommends the Resolution set forth in Item No. 1 above for approval of the shareholders.

Item No. 2

Continuation of Directorship of Mr Yogesh Chand Nanda (DIN 01643316), Independent Director

Mr Yogesh Chand Nanda (DIN 01643316), aged about 75 years, joined the Board of Equitas Holdings Limited as Non-Executive Director on August 9, 2011. He was appointed as an Independent Director by the shareholders in the Eighth Annual General Meeting of the Company held on June 29, 2015, to hold office upto May 6, 2020, not liable to retire by rotation.

Mr Yogesh Chand Nanda, Independent Director is aged 75 years and hence continuation of his Directorship with effect from April 01, 2019 requires approval of the Members by way of a Special Resolution, pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended on May 9, 2018.

Considering the rich experience of Mr Yogesh Chand Nanda in banking and financial services sector, the Board is of the opinion that his continued association would be of immense benefit to the Company. His brief profile as required under Secretarial Standard on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:

Name	Mr Yogesh Chand Nanda	
Age	75 Years	
DIN	01643316	
Qualification	Master's degree in Commerce from University of Delhi and a certified associate of the Indian Institute of Bankers	
Experience and other details	Mr Yogesh Chand Nanda has been associated with the Company since August 2011. He has rich experience in banking and financial services sector. He was appointed as Managing Director of NABARD and subsequently as the Chairman of NABARD in the year 2000. He has also served as a full-time Member of the National Commission of Farmers set up by the Government of India. He was the Chairman of the Working Group on Outreach of Institutional Finance, Cooperatives and Risk Management for the 11 th Five Year Plan and a Member of the Working Group on Outreach of Institutional Finance, Cooperatives and Risk Management for 12 th Five Year Plan.	
Date of first appointment on the Board	August 9, 2011	
Shareholding in the Company	Nil	
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Nil	
Number of Meetings of the Board attended during	FY 2017-18 – 4 (Four) out of 6 (Six) Meetings FY 2018-19 – 3 (Three) out of 4 (Four) Meetings till date	
Other Directorships, Memberships / Chairmanship of Committees of other Boards	Directorships	Committee Memberships
	Bandhan Financial Holdings Limited Bandhan Financial Services Limited	<u>Audit Committee</u> Member – Bandhan Financial Holdings Limited Member – Bandhan Financial Services Limited
Nature of expertise in specific functional area	Development Banking / Rural and Agri Banking / Micro Finance / Corporate strategy / General Management	

Interest of Directors and KMP:

Mr Yogesh Chand Nanda and his relatives may be deemed to be concerned or interested in the Resolution set out at Item No. 2.

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

The Board recommends the Resolution set forth in Item No. 2 above for approval of the shareholders.

Item No. 3

Continuation of Directorship of Mr Rajaraman P V (DIN 01658641), Independent Director

Mr Rajaraman P V (DIN 01658641), aged about 74 years, joined the Board of Equitas Holdings Limited as Non-Executive Director on November 2, 2011. He was appointed as an Independent Director by the shareholders in the Eighth Annual General Meeting of the Company held on June 29, 2015, to hold office upto May 6, 2020, not liable to retire by rotation.

Continuation of Directorship of Mr Rajaraman P V, Independent Director with effect from April 01, 2019, requires approval of the Members by way of a Special Resolution, pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended on May 9, 2018, since he would have attained the age of 75 years as on the said date.

Considering the rich experience of Mr Rajaraman P V in finance and public administration, the Board is of the opinion that his continued association would be of immense benefit to the Company. His brief profile as required under Secretarial Standard on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:

Name	Mr Rajaraman P V	
Age	74 Years	
DIN	01658641	
Qualification	Master's degree in Science (Physics) from the University of Madras and Master's Degree in Management Studies (Developing Countries) from the University of Leeds.	
Experience and other details	Mr Rajaraman P V has been associated with the Company since November 2011. He was a Member of the Indian Administrative Service from 1967 to 2004. He has more than three decades of experience in the Indian Administrative Service and has served in various capacities including Collector, Erode district, Managing Director of India Cements, Chairman and Managing Director of Tamil Nadu Housing Board, Secretary to the Government of Tamil Nadu in the Commercial Taxes, Home and Finance departments, Chairman of Tamil Nadu Industrial Investment Corporation. He has also served as a Director on the Boards of Small Industries Development Bank of India, Hindustan Petroleum Corporation Limited and Indbank Merchant Banking Services Limited. He is a recipient of Padma Shri Award from the President of India in 2015 for his distinguished service.	
Date of first appointment on the Board	November 2, 2011	
Shareholding in the Company	Nil	
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Nil	
Number of Meetings of the Board attended during	FY 2017-18 – 6 (Six) out of 6 (Six) Meetings FY 2018-19 – 4 (Four) out of 4 (Four) Meetings till date	
Other Directorships, Memberships / Chairmanship of Committees of other Boards	Directorships	Committee Memberships
	Nil	Nil
Nature of expertise in specific functional area	Public Administration / Banking / Finance / Corporate strategy / General Management	

Interest of Directors and KMP:

Mr Rajaraman P V and his relatives may be deemed to be concerned or interested in the Resolution set out at Item No. 3.

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

The Board recommends the Resolution set forth in Item No. 3 above for approval of the shareholders.

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

Deepti R
Company Secretary
Membership Number 35488

Place: Chennai
Date: February 01, 2019

NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with Rules made thereunder, setting out material facts concerning the Resolution is annexed hereto.
2. The Notice of Postal Ballot ("Notice") along with Postal Ballot Form is being sent to the Members whose names appear in the Register of Members as on February 15, 2019, so as to enable Members to send their assent or dissent in writing by postal ballot.
3. Ms Jayashree S Iyer, Practising Company Secretary (Membership No. 11569, CP No. 21403) has been appointed as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.
4. All documents referred to in this Notice and the Explanatory Statement 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. from the date of dispatch of this notice until the last date for receipt of votes by postal ballot / remote e-voting ("e-voting").
5. 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 Fintech Private Ltd., Registrar and Share Transfer Agent ("RTA / Karvy"). The Members holding shares in electronic form may send such communication to their respective Depository Participant/s (DPs).
6. 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 desirous of availing 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 www.equitas.in.
7. **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.**
8. Members holding shares in physical form are requested to avail dematerialisation facility.
9. In accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") and Section 108 of the Act and the Rules made thereunder, the Company has engaged Karvy as the agency for facilitating the Members to communicate their assent or dissent through Electronic Means in respect of the aforesaid resolutions. The detailed procedure for Voting through electronic means ("e-voting") is appended in the Notes to Notice. The e-voting shall commence at 9.00 A.M. on February 27, 2019.

10. As per Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, this Notice may be served on the Members through electronic means. Members who have registered their e-mail IDs are being sent this Notice e-mail. For Members whose email IDs are not registered, physical copies of the Postal Ballot notice are being sent by **Registered Post**.
11. This Notice can be downloaded from the Company's website i.e. www.equitas.in
12. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
13. A Member desiring to vote by postal ballot is requested to read the instructions for Postal Ballot carefully and return the Postal Ballot Form duly completed in the attached self-addressed Prepaid Postal Business Reply Envelope so as to reach the scrutinizer before 5.00 P.M IST on Thursday, March 28, 2019. In case a Member wants a duplicate postal ballot form or has any queries or grievances regarding e-voting / postal ballot, he or she may send an e-mail to secretarial@equitas.in / e-voting@karvy.com, RTA / Company shall forward the Postal Ballot Form along with a self-addressed Prepaid Postal Business Reply Envelope to the Member. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted.
14. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on February 15, 2019 and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
15. Information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") in respect of the special business forming part of the Notice of Postal Ballot is furnished in the annexed Explanatory Statement and forms part of the Notice.
16. The Members can opt for only one mode of voting, i.e. by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical ballot forms will be treated as invalid. Once the vote on a resolution stated in this Notice is cast by shareholder through e-voting, the shareholder shall not be allowed to change it subsequently and such e-vote shall be treated as final.
17. Where postal ballot form is signed by an authorized representative of a body corporate, a certified copy of relevant authorization / resolution should accompany the postal ballot form.
18. The Scrutiniser's decision on the validity of the vote shall be final.
19. The Scrutinizer will submit his report to the Chairman / Director after the completion of scrutiny, and the Results will be declared by the Company within 48 hours of the closing of e-voting period on its website www.equitas.in and communicated to the Stock Exchanges, where the shares of the Company are listed.

VOTING THROUGH ELECTRONIC MEANS – INSTRUCTIONS

I. Remote e-voting:

The e-voting facility will be available during the following voting period:

Commencement of e-voting	Wednesday, February 27, 2019 at 9.00 A.M. IST
End of e-voting	Thursday, March 28, 2019 at 5.00 P.M. IST

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 of postal ballot (“Notice”) scheduled to be commenced on Wednesday, February 27, 2019 and ends on Thursday, March 28, 2019. The Company has engaged the services of M/s Karvy Fintech Private Limited (“Karvy”) to provide e-voting facility to enable Members to provide their votes in a secure manner. Ms. Jayashree S Iyer, Practising Company Secretary has been appointed as the scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. In terms of the requirements of the Act and the rules made thereunder, the Company has fixed Friday, February 15, 2019 as the cut-off date. The voting rights of the Members / beneficial owners shall be reckoned based on the equity shares held by them as on cut-off date, i.e. February 15, 2019. During the 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 February 15, 2019, are entitled to avail the facility to cast their vote through e-voting. The 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) 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; jayashree2505@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format: "Equitas Holdings Limited_4449."

(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 Postal Ballot]:

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

II. 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 "Downloads" section of Karvy's website evoting.karvy.com or send email to Karvy at evoting@karvy.com or call Mr Prem Kumar M, 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.