



2<sup>nd</sup> June, 2017

The Secretary The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400001	The Secretary National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex (BKC) Bandra (east) Mumbai - 400051
Scrip Code No-539844	Symbol: EQUITAS

Dear Sirs,

**Sub: Notice of 10<sup>th</sup> Annual General Meeting**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of the 10<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Friday, 30<sup>th</sup> June, 2017 at 10.15A.M. at Sri Thyaga Brahma Gana Sabha, Vani Mahal, 103, G.N. Chetty Road, T. Nagar, Chennai - 600017.

Kindly take the above information on record.

Thanking you,

Yours truly,  
For Equitas Holdings Limited

Jayashree S Iyer  
Company Secretary



**EQUITAS HOLDINGS LIMITED**  
(Previously known as Equitas Holdings Private Limited)



## EQUITAS HOLDINGS LIMITED

CIN : U65100TN2007PLC064069

Regd Office: 410A, 4<sup>th</sup> Floor, Spencer Plaza, Phase II, No.769, Mount Road, Anna Salai, Chennai - 600002  
Tel: 91-44-42995000 / 5027, Fax-91-44-42995050, Email: secretarial@equitas.in, Website: www.equitas.in

### NOTICE TO MEMBERS

NOTICE is hereby given that the Tenth Annual General Meeting of the Members of Equitas Holdings Limited will be held on Friday, 30<sup>th</sup> day of June 2017 at 10.15 A.M. at Sri Thyaga Brahma Gana Sabha, Vani Mahal, 103, G N Chetty Road, T Nagar, Chennai 600017 to transact the following business:

#### ORDINARY BUSINESS

1. 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 year ended March 31, 2017 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”.

2. 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 139, 140, 141 and 142 of the Companies Act, 2013 and other applicable provisions, 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 Company be and is hereby accorded to the appointment of M/s. S R Batliboi & Associates LLP (Firm Registration No. 101049W/E300004), Chartered Accountants, Chennai as the Statutory Auditors of the Company from the conclusion of Tenth Annual General Meeting till the conclusion of the Fourteenth Annual General Meeting, on such remuneration as may be decided by the Board of Directors of the Company from time to time.”

#### SPECIAL BUSINESS

3. 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, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Articles of Association of the Company, consent of the Company be and is hereby accorded to the appointment of Mr Bhaskar S (DIN: 02360919) as a Director of the Company, liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 & 203 of the Companies Act, 2013, (“the Act”), Schedule V thereto and other applicable provisions, if any and such other approvals as may be required, consent of the Company be and is hereby accorded to the appointment of Mr Bhaskar S (DIN: 02360919) as Whole-Time Director of the Company designated as Executive Director & Chief Executive Officer (ED & CEO), for a period of three years with effect from October 21, 2016 on the following terms & conditions:

#### Remuneration:

Fixed Pay: In the range of ₹ 4,50,000 to ₹ 9,00,000 per month, with the present remuneration being ₹ 4,98,452 per month.

Variable Pay: Nil

#### Perquisites:

Perquisites such as benefit of provident fund, club fees, reimbursement of mobile charges, conveyance and medical expenses for domiciliary treatment of self and dependent family members, at actuals, subject to a ceiling as may be fixed by the Board from time to time, eligibility for Company owned car as applicable under the Car Scheme of the Company, as may be in force, from time to time, coverage for self and dependent family members under the Company’s Group Mediclaim Insurance cover, gratuity and other retirement benefits, in accordance with the scheme(s)

and rule(s) applicable from time to time to employees of the Company and stock options as per his eligibility under the Equitas Employees Stock Option Scheme, 2015 or such other Scheme in force from time to time.

**RESOLVED FURTHER THAT** the Board (also deemed to include Nomination, Remuneration & Governance Committee of the Board) be and is hereby authorised to decide the remuneration payable to Mr Bhaskar S during his tenure as ED & CEO of the Company, within the terms mentioned above.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of net profits in any financial year, the remuneration payable to Mr. Bhaskar S shall be governed by Section II of Part II of Schedule V of the Act and rules made thereunder, as amended from time to time.

**RESOLVED FURTHER THAT** the Board (also deemed to include Nomination, Remuneration & Governance Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things including the power to settle all questions or difficulties that may arise with regard to the said appointment as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.

**RESOLVED FURTHER** that the remuneration paid to Mr Bhaskar S during the period from October 21, 2016 till date on the above terms & conditions be and is hereby ratified.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Regulation 17 (6) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company and subject to necessary approvals, the Non-Executive Directors of the Company including Independent Directors, be paid with effect from the Financial Year 2016-17, a commission not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Act and other applicable provisions, subject to such lower limits as may be fixed by the Board of Directors from time to time.

**RESOLVED FURTHER** that the above remuneration shall be in addition to fee payable to the Director(s) for attending the Meetings of the Board or Committee thereof or for any other purposes, specified under Section 197 of the Companies Act, 2013 and/or other applicable provisions of the Act and Rules made thereunder, as may be decided by the Board of Directors, and reimbursement of expenses for participation in the Board/Committee and other Meetings.

**RESOLVED FURTHER** that the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things in this connection as may be considered necessary, proper, desirable and expedient and to settle any question, difficulty or doubt that may arise in this regard and to authorise any Director, Committee or Chief Financial Officer or Company Secretary or such other officials, to do such acts, deeds and things that may be required in the implementation of the aforesaid resolution.”

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

**“RESOLVED that** pursuant to the provisions of Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable Rules, Regulations, Guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions, sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, the consent of the Company be and is hereby accorded for restricting the total foreign investment in the Company from all sources i.e. Global Depository Receipts (GDR)/American Depository Receipts (ADR)/Foreign Direct Investment (FDI)/Foreign Institutional Investors (FIIs)/Registered Foreign Portfolios Investors (RFPIs)/Non-Resident Indians (NRIs)/Persons of Indian Origin (PIOs) to such percentage as the Board may decide from time to time, not exceeding 48% of the paid-up equity capital of the Company with effect from such date(s) as may be decided by the Board and as may be prescribed from time to time, under applicable Acts, Laws, Rules and Regulations (including any statutory modifications or re-enactment thereof for the time being in force).

**RESOLVED FURTHER** that pursuant to the provisions of Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable Rules & Regulations, Guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions, sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, consent of the Company be and is hereby accorded for increasing the limits for total shareholding of the Foreign Institutional Investors (FIIs) and Foreign Portfolio Investors (FPIs) in the equity share capital of the Company from 24% to such percentage as the Board may decide from time to time, not exceeding 48% of the paid-up equity capital of the Company with effect from

such date(s) as may be decided by the Board and as may be prescribed from time to time, under applicable Acts, Laws, Rules and Regulations (including any statutory modifications or re-enactment thereof for the time being in force).

**RESOLVED FURTHER** that the Board of Directors of the Company be and are hereby authorised to settle all matters arising out of and incidental to the above resolutions and to do all such acts, deeds and things as may be required to give effect to the above resolutions and to authorise any Director, Committee or Chief Financial Officer or Company Secretary or such other officials, as may be necessary to give effect to the above resolution."

7. 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 61 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹ 375,00,00,000/- (Rupees Three hundred and seven five crore only) to ₹ 450,00,00,000/- (Rupees Four hundred and fifty crore only) by creation of 7,50,00,000 (Seven crore and fifty lakh only) Equity Shares of ₹ 10/- each (Rupees Ten only), the new equity shares ranking *pari passu* with the existing shares for dividend and other purposes".

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

**"RESOLVED that** pursuant to Sections 13 and 61 of the Companies Act, 2013 and other applicable provisions, if any, consent of the Company be and is hereby accorded to replace Clause V of the Memorandum of Association with the following, namely,

*V. The Authorised Share Capital of the Company is ₹ 450,00,00,000 (Rupees Four hundred and fifty crore only) divided into:*

*(1) 44,00,00,000 (Forty four crore only) Equity Shares of ₹ 10/- (Rupees Ten only) each amounting to ₹ 440,00,00,000 (Rupees Four hundred and forty crore only) with power to increase or reduce the said capital.*

*(2) 1,00,00,000 (One crore only) Compulsorily Convertible Preference Shares of ₹ 10/- (Rupees Ten only) each amounting to ₹ 10,00,00,000 (Rupees Ten crore only) with power to increase or reduce the said capital."*

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

**"RESOLVED that** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, existing clause 131 of the Articles of Association of the Company be and is hereby amended as under:

**"PERMITTED CONTRIBUTIONS BY THE COMPANY**

*131. The Company may create and provide infrastructure / capital assets including land, buildings, equipment, furniture, etc. from time to time to Equitas Development Initiatives Trust (EDIT) (a public charitable trust) or such other trusts, not-for-profit entities, NGOs etc. carrying out charitable activities jointly or in association with EDIT, for carrying out education related initiatives including running of schools and/or health related initiatives including running of hospitals, as the Board may deem fit. The total aggregate amount involved in these activities (including the investments in land and building already done by the Company in this regard) shall not exceed ₹ 120 crore."*

**RESOLVED FURTHER** that Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be required to give effect to the above Resolution including such things as may be suggested by the Registrar of Companies or such other statutory authorities."

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

**"RESOLVED that** pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, leasing of school infrastructure at Trichy, Dindigul, Salem, Karur, Cuddalore and Coimbatore to Equitas Development Initiatives Trust, free of rental charges, be and is hereby approved and ratified.

**RESOLVED FURTHER** that apart from the above, consent of the Company, be and is hereby accorded to create infrastructure/ capital assets including land, buildings, equipment, furniture, etc. from time to time within the overall investment limit of ₹ 120 crore (including the investments in land and building already done by the Company in this regard) and make them available to Equitas Development Initiatives Trust (EDIT) (a public charitable trust) or such other trusts, not-for-profit entities, NGOs etc., carrying out charitable activities jointly or in association with EDIT, for carrying out education related initiatives including running of schools and/or health related initiatives including running of hospitals, on such terms and conditions, as may be determined by the Board from time to time."

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

Place: Chennai  
Date: May 5, 2017

**Jayashree S Iyer**  
Company Secretary  
Membership No. A11569

## NOTES:

1. An 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. Members 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 time for holding the Meeting. Proxy Form for the AGM is enclosed. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, 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 in this Notice at the end.**
4. Members/ proxies are requested to bring their duly filled-in attendance slips enclosed herewith to attend the Meeting mentioning therein details of their DP and Client ID/ Folio No.
5. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative 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. Relevant documents referred to in the Notice 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 the 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 dematerialised 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, <http://www.equitas.in>.
11. The Register of Members and Share Transfer Books of the Company would remain closed from Saturday, June 24, 2017 to Friday, June 30, 2017 (both days inclusive) for determining the names of Members eligible for voting at the Meeting.
12. The Members whose names appear on the Company’s Register of Members as on Friday, June 23, 2017 (“cut-off date”) will be eligible to attend and vote at the Meeting.
13. **As an eco-friendly measure intending to benefit the society at large, we request you to be part of the e-initiative and register your e-mail address to receive all communication and documents including annual reports from time to time in electronic form to the e-mail ID provided by you. Members holding shares in dematerialised form, may send such communication to their respective DPs and those holding shares in physical form, may send such communication to Karvy.**
14. **Members holding shares in physical form are requested to avail dematerialisation facility.**
15. Pursuant to Sections 101 and 136 of the Act read with relevant Rules framed thereunder, the Annual Report for FY 2016-17 and the Notice of the AGM, inter-alia indicating the process and manner of Remote e-voting alongwith 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 Depository unless the Member has requested for a hard copy of the same. For Members who have not registered their e-mail ID, physical copies of the Annual Report for FY 2016-17 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 in the permitted mode.

16. Notice of the AGM and Annual Report of the Company, is made available on the Company's website, <http://www.equitas.in> for download.
17. 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 Annual Report to the Meeting.
18. 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 can submit their PAN to the Company/ Karvy.
19. Shareholders can register their complaints, if any, on an exclusive designated e-mail ID, [secretarial@equitas.in](mailto:secretarial@equitas.in).
20. Shareholders are requested to send their queries, if any, on Annual Report, to the Company Secretary, atleast seven days before the date of Meeting, so that the requisite information/ explanations can be provided in time.
21. The Company has engaged the services of Karvy Computershare Private Limited as the Agency to provide e-voting facility.
22. Dr B Ravi, Practising Company Secretary has been appointed as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.
23. The Scrutinizer's decision on the validity of the vote shall be final.
24. 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.
25. The Scrutinizer will submit his report to the Company after completion of the scrutiny and the Results will be declared by the Company on its website, <http://www.equitas.in>, within 48 hours of the conclusion of the AGM.

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

##### **Item No. 2**

M/s Deloitte Haskins and Sells have completed their tenure of ten years as Statutory Auditors of the Company. In view of the same, in accordance with the provisions of Sections 139, 140 and 141 of the Companies Act, 2013, the Audit & Risk Management Committee and the Board in their respective Meetings held on May 5, 2017 have recommended appointment of M/s S R Batliboi & Associates LLP (Firm Registration No. 101049W/E300004), Chartered Accountants, Chennai as the Statutory Auditors of the Company for a period of four years from the conclusion of Tenth Annual General Meeting till the conclusion of the Fourteenth Annual General Meeting.

##### **Interest of Directors and KMP:**

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

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

##### **Item Nos. 3 & 4**

The Board of Directors of the Company, at its Meeting held on October 21, 2016, appointed Mr Bhaskar S as Whole-Time Director of the Company, designated as Executive Director & Chief Executive Officer for a period of three years, subject to the approval of shareholders. As per Section 161 of the Companies Act, 2013 (hereinafter referred to as "the Act"), he holds office till the ensuing AGM. It is proposed to appoint him as a Director under Section 152 of the Act. Approval of the Members is sought for the appointment and remuneration of Mr Bhaskar S as the Whole-Time Director. A brief profile of Mr. Bhaskar S is provided below:

DIN	02360919
Age	59
Education	Mr. Bhaskar S holds a Bachelors degree in Science from University of Madras and is also a qualified Chartered Accountant from the Institute of Chartered Accountants of India.
Brief Profile including nature of expertise in specific functional areas	Mr. Bhaskar joined the Equitas Group on October 15, 2007. He was appointed as the Chief Financial Officer of the Company on November 1, 2014 and continued so till his appointment as Executive Director & Chief Executive Officer on October 21, 2016. He started his career with Pricewaterhouse & Co., where he worked for one and a half years and later moved to Cholamandalam Investment and Finance Company Limited where he worked for two decades. Prior to joining Equitas Group, he was the Group Treasurer and Senior Vice President – Audit for the Murugappa Group, Chennai.

Terms and conditions of appointment	Provided in Resolution No.4
Remuneration Last Drawn	Provided in Resolution No.4
Number of shares held in the Company	14,05,000
Relationship with other Directors, Manager and other KMP of the Company	Nil
Number of Board Meetings attended during the period	2
Names of other companies in which the Executive Director holds directorship	Nil
Details of Membership / Chairmanship of Committees of other Boards (includes membership of Audit Committee and Stakeholders Relationship Committee only)	Nil

The Company has received a notice under Section 160 of the Act from a Member proposing the candidature of Mr Bhaskar S, to the office of Director of the Company along with the prescribed deposit of ₹ 1,00,000/- (Rupees One lakh only).

Considering the qualification and experience, appointment of Mr Bhaskar S as Whole-Time Director would immensely benefit the Company.

**Interest of Directors and KMP:**

Mr Bhaskar S and his relatives may be deemed to be concerned or interested in the Resolution set out at Item Nos. 3 & 4.

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

The Board recommends the Ordinary and Special Resolution set forth in Item Nos. 3 & 4 respectively of the Notice for approval of the shareholders.

**Item No. 5**

Pursuant to Section 197 of the Companies Act, 2013, payment of remuneration to Non-Executive Directors of a Company by way of commission is permitted, if the Company authorises such payment by way of a resolution of Members. Accordingly, the appointment of Independent Directors was approved by the Members in the Annual General Meeting held on June 29, 2015 on such remuneration as determined by the Board from time to time in accordance with Section 197 of the Companies Act, 2013 and other applicable provisions, if any.

Considering the expertise brought to the Board by the Non-Executive / Independent Directors, a remuneration of one per cent of the net profits of the Company calculated in accordance with provisions of Sections 197 & 198 of the Companies Act, 2013, was approved by the Board as remuneration to Non-Executive/Independent Directors, who are not on the Boards of the Subsidiary Companies.

As per Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, fees or compensation, if any paid to Non-Executive Directors, including Independent Directors requires approval of shareholders in General Meeting.

Approval of the shareholders is therefore sought for paying a commission not exceeding 1% of the net profits of the Company per annum, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 and other applicable provisions, if any, to Non-Executive Directors, including Independent Directors subject to such lower limits as may be fixed by the Board from time to time.

**Interest of Directors and KMP:**

Non-Executive/Independent Directors concerned and their relatives may be deemed to be concerned or interested in the Resolution set out at Item No. 5.

None of the other Directors or the Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the passing of the resolution set out at Item No. 5.

The Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the shareholders.

**Item No. 6**

The Reserve Bank of India vide notification dated April 20, 2016 has notified that the total foreign investment from all sources i.e., Global Depository Receipts (GDR)/American Depository Receipts (ADR)/Foreign Direct Investment (FDI)/Foreign Institutional Investors (FIIs)/Registered Foreign Portfolios Investors (RFPIs)/Non-Resident Indians (NRIs)/Persons of Indian Origin (PIOs) shall not exceed 49 per cent and aggregate investment ceiling in the Company for Foreign institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs) under Portfolio Investment Scheme shall remain at 24 per cent; Non-Resident Indians (NRI) at 10 per cent.

As a precautionary measure, it is proposed to restrict Foreign Investment Limit in the Company to such percentage as the Board may decide from time to time, subject to a maximum of 48% of the paid-up equity capital of the Company. The one year IPO lock-in imposed on pre-IPO shareholders including the investors who had invested in the Company through Foreign Direct Investment route had expired on April 15, 2017. With a view to enable transactions among FDI investors and FII/FPI, it is proposed to increase the sub-limit for Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs) from 24% to such percentage as the Board may decide from time to time, subject to a maximum of 48% of the paid-up equity capital of the Company.

Approval of the shareholders is sought for the above.

**Interest of Directors and KMP:**

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the shareholders.

**Item Nos. 7 & 8**

In order to meet the requirements under Employee Stock Option Scheme, 2015, it is proposed to increase the Authorised Share Capital of the Company from ₹ 375,00,00,000/- (Rupees Three hundred and seventy five crore only) to ₹ 450,00,00,000/- (Rupees Four hundred and fifty crore only). This requires amendment of Memorandum of Association of the Company.

The Authorised share capital of the Company is ₹ 375,00,00,000/- (Rupees Three hundred and seventy five crore only) divided into 36,50,00,000 (Thirty six crore and fifty lakhs only) Equity Shares of ₹10 each and 1,00,00,000 (One crore only) Compulsorily Convertible Preference Shares of ₹10 each. The paid-up share capital of the Company as on March 31, 2017 is ₹ 337,81,37,460/- (Rupees Three hundred and thirty seven crore eighty one lakh thirty seven thousand four hundred and sixty only). The balance Equity Shares available for allotment as on March 31, 2017 is 2,71,86,254 (Two crore seventy one lakh eighty six thousand two hundred and fifty four only) while the outstanding options (both granted and yet to be granted) as on March 31, 2017 stands at 4,09,16,591 (Four crore nine lakh sixteen thousand five hundred and ninety one only). As and when these options vest with employees and they exercise their vesting, the number of shares would exceed the Authorised Capital of the Company. Hence, approval of the shareholders is sought for the increase of the Authorised Share Capital of the Company from ₹ 375,00,00,000/- to ₹ 450,00,00,000/- by creation of 7,50,00,000 Equity Shares of ₹ 10 each and for amendment of Capital Clause of the Memorandum of Association of the Company accordingly.

**Interest of Directors and KMP:**

None of the Directors or the Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution set out at Item Nos. 7 & 8.

The Board recommends the Ordinary and Special Resolution set forth in Item Nos. 7 & 8 respectively of the Notice for approval of the shareholders.

**Item No. 9**

The Company has, right from its inception, been creating and making available infrastructure to Equitas Development Initiatives Trust (EDIT) for running of Schools. This formed part of the Shareholders Agreement entered into by the Company with the pre-IPO investors from time to time. Similar provision is also present at Article No. 131 in the Articles of Association of the Company permitting the Company to create such infrastructure for schools and hospitals which are then provided to EDIT to enable it to run them. This Article provides that the total amount spent by the Company for this purpose should not exceed 15% of the Net Worth of Equitas Micro Finance Limited.

During the FY 2016-17, to meet the RBI requirements for final banking license, the erstwhile wholly owned subsidiaries of the Company, Equitas Micro Finance Limited (EMFL) and Equitas Housing Finance Limited (EHFL) were merged with Equitas Finance Limited (EFL) with effect from September 2, 2016 vide Orders of the Honourable High Court of Judicature at Madras (HC), Chennai dated June 6, 2016. The name of EFL was subsequently changed to Equitas Small Finance Bank Limited (ESFBL) vide Certificate of Incorporation dated September 2, 2016 issued by the Registrar of Companies, Chennai. ESFBL commenced banking operations on September 5, 2016. EMFL and EHFL were dissolved vide Orders of the HC dated December 2, 2016.

Till September 2, 2016, the Company was permitted by the Articles to create and make available, infrastructure to EDIT for running of schools and hospitals upto 15% of the Net Worth of the erstwhile subsidiary, EMFL. With the above merger, the earlier limit of 15% of Net Worth of EMFL is no longer applicable and accordingly, this Article requires to be amended to reflect the current situation. As EMFL is now merged with the Bank, the Net Worth of EMFL on the date of merger is proposed to be considered to arrive at the above limit. Hence, it is proposed that such investment (including past such investments) by the Company going forward would be subject to a cap of 15% of the Net Worth of EMFL as on the date of merger. The Net Worth of EMFL as on the date of merger was ₹ 803.35 crore and 15% of the same is rounded off to ₹ 120 crore.

Accordingly, Article 131 of the Articles of Association [AoA] of the Company requires alterations as specified hereunder.



Existing Clause 131 of AoA	Proposed Clause 131 of AoA	Reason[s] for change
(a) As per prevailing practice, Equitas MFI currently contributes five per cent (5%) of its profits after tax in each Financial Year to EDIT to enable EDIT to carry on activities in the field of education. Going forward, Equitas MFI may contribute no more than five per cent. (5%) of its profits after tax in each Financial Year to EDIT to enable EDIT to carry on activities in the field of education.	Deleted	Separate approval of the shareholders has been obtained at the AGM held on June 22, 2016.
(b) The Company may spend up to ₹ 2,000 (Rupees Two Thousand Only) per branch per month for carrying out CSR activities in the areas of providing primary health care and skill development to clients of Equitas MFI	Deleted	This is not required any longer
(c) Equitas MFI may also employ 1 CSR staff for every ten (10) branches and such number of supervisory staff as required to carry out the CSR activities as above	Deleted	This is not required any longer
(d) Equitas MFI may also create infrastructure for running of schools / health related projects, providing loans and guarantees to EDIT and Equitas Dhanya Kosha for carrying out their activities. The total aggregate amount involved in these activities (since commencement of such activities) shall be restricted to fifteen per cent (15%) of the net worth (including the investments in land and building already done by the Company in this regard) of Equitas MFI	<i>131. The Company may create and provide infrastructure / capital assets including land, buildings, equipment, furniture, etc. from time to time to Equitas Development Initiatives Trust (EDIT) (a public charitable trust) or such other trusts, not-for-profit entities, NGOs etc. carrying out charitable activities jointly or in association with EDIT, for carrying out education related initiatives including running of schools and/or health related initiatives including running of hospitals, as the Board may deem fit. The total aggregate amount involved in these activities (including the investments in land and building already done by the Company in this regard) shall not exceed ₹ 120 crore.</i>	The Company has, right from inception, been creating and making available infrastructure to EDIT for running of Schools. This was duly approved by the then shareholders in the Shareholders Agreements entered into with them from time to time and also incorporated in the Articles of Association of the Company. Earlier the limit was subject to a cap of 15% of the Net Worth of the micro finance company viz., Equitas Micro Finance Limited (EMFL). As EMFL is now merged with the Bank, the Net Worth of EMFL on the date of merger has been considered to arrive at the above limit.
(e) Equitas VF and Equitas HF may contribute up to five per cent. (5%) of their profits after tax in each Financial Year for such social/CSR activities as may be appropriate from time to time and which would be beneficial to these companies.	Deleted	This is not required any longer

#### Interest of Directors and KMP:

None of the Directors or the Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 9.

The Board recommends the Special Resolution set forth in Item No. 9 of the Notice for approval of the shareholders.

## Item No. 10

The Company has, right from inception been creating and making available to EDIT, infrastructure for schools free of charge. In view of the Company becoming a listed entity during the year, EDIT is now treated as a Related Party in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Approval and ratification of the shareholders is sought for the school infrastructure already created at Trichy, Dindigul, Salem, Karur, Cuddalore and Coimbatore and leased out to EDIT, free of rental charges and also for creation of and making available, infrastructure/capital assets including land, buildings, equipment, furniture, etc. from time to time to EDIT, within the overall investment limit of ₹ 120 crore, as specified under Item No. 9 above, on such terms and conditions, as may be determined by the Board from time to time.

### Interest of Directors and KMP:

None of the Directors or the Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 10.

The Board recommends the Special Resolution set forth in Item No. 10 of the Notice for approval of the shareholders.

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

Place: Chennai  
Date: May 5, 2017

**Jayashree S Iyer**  
Company Secretary  
Membership No. A11569

## VOTING THROUGH ELECTRONIC MEANS - INSTRUCTIONS

- I. Remote e-voting: 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 the listing 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 10th Annual General Meeting (AGM) scheduled to be held on Friday, June 30, 2017 at 10.15 A.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 there under, **the Company has fixed Friday, June 23, 2017 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. June 23, 2017. **The remote e-voting facility begins on Tuesday, June 27, 2017 (9:00 A.M. Indian Standard Time) and ends on Thursday, 29 June, 2017 (5:00 P.M. Indian Standard Time).** During this period, the Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of June 23, 2017, are entitled to avail the facility to cast their vote electronically / voting in the General Meeting, as the case may be. **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 under:

### **(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) 3030 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 these details appropriately, 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 of minimum 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., 'Name of the Company'.
- 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 herein above. 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 head.
- 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, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id, bravics@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 dematerialised form whose e-mail IDs are not registered with the Company / DPs [for 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 – 3030 (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 any query and/or grievance, 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 <https://evoting.karvy.com> (Karvy Website) or send email to karvy at [evoting@karvy.com](mailto:evoting@karvy.com) or call Karvy at 040 - 6716 2222 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 may be used for sending future communication(s).
- c. The remote e-voting period commences on Tuesday, June 27, 2017 (09.00 A.M. IST) and ends on Thursday, June 29, 2017 (05.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, June 23, 2017, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The Remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- 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, June 23, 2017.

- 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, June 23, 2017, 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 (3030) + Folio No. or DP ID Client ID to 9212993399
- Example for NSDL:  
MYEPWD <SPACE> IN12345612345678
- Example for CDSL:  
MYEPWD <SPACE> 1402345612345678
- Example for Physical:  
MYEPWD <SPACE> 30301234567890
- 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](mailto:evoting@karvy.com). However, 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.

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. entry, PAN No & “CAPTCHA” as directed by the system and click on the submission 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 the “PRINT” option for direct printing or download and save for the printing.
- f. A separate counter will be available for the online registered Members at the AGM Venue for faster and hassle free entry and to avoid standing in the queue.
- g. After registration, a copy will be returned to the Member.
- h. The Web Check-in (Online Registration facility) is available for AGM during e-voting Period only i.e., from Tuesday, June 27, 2017 (09.00 A.M. IST) to Thursday, June 29, 2017 (05.00 P.M. IST).
- i. The Members are requested to carry their valid photo identity along with the above attendance slip for verification purpose.

