

# EQUITAS HOLDINGS LIMITED



CIN: U65100TN2007PLC064069

Registered Office: 410A, 4<sup>th</sup> Floor, Spencer Plaza, Phase II, No. 769, Mount Road, Anna Salai, Chennai 600002

Tel: 044-4299 5000; Fax: 044-4299 5050 E-mail: [secretarial@equitas.in](mailto:secretarial@equitas.in) Website: [www.equitas.in](http://www.equitas.in)

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

**NOTICE** is hereby given that pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the resolution appended below is proposed to be passed by way of Postal Ballot. Consent of Members is requested for the proposal contained in the Resolution appended below. The Explanatory Statement pertaining to the said Resolution setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

As per the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the consent of the shareholders for the said resolution is required to be obtained by means of postal ballot. Accordingly, a postal ballot form along with the proposed Resolution and explanatory statement is appended herewith for your consideration. The Company has appointed Ms R Bhuvana, Practising Company Secretary, Chennai (Membership number 22108, COP number 8161) as Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read carefully the instructions for electronic voting, annexed to this Notice. References to Postal Ballot(s) in this Postal Ballot Notice include votes received electronically.

Members are requested to read carefully, the instructions appearing in the postal ballot form, record their assent or dissent to the above mentioned proposal(s) and return the duly completed form in original in the enclosed postage-prepaid-self-addressed Business Reply Envelope, so as to reach the Scrutinizer not later than 5.30 P.M. IST on Tuesday, June 28, 2016. The Scrutinizer will submit her report to the Chairman / Director after completion of scrutiny and the results of the postal ballot will be announced on Wednesday, June 29, 2016 at 4.30 P.M. at the Registered Office of the Company and shall also be displayed on the notice board at the Registered Office and also uploaded on the Company's website [www.equitas.in](http://www.equitas.in).

By Order of the Board  
For Equitas Holdings Limited  
Sd/-  
Jayashree S Iyer  
Company Secretary

Place: Chennai

Date: May 06, 2016

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## RESOLUTION

### Item No. 1 – Amendment of Objects Clause of Memorandum of Association

#### Special Resolution:

**“RESOLVED that** pursuant to the provisions of Section 13 of the Companies Act, 2013 and applicable rules thereunder, as amended from time to time and subject to approval of Reserve Bank of India and such other statutory authorities as may be required, Part A of the Objects clause of the Memorandum of Association of the Company be titled as **“The Objects to be pursued by the company on its Incorporation”** and the sub-clauses thereunder be replaced with the following sub-clauses:

#### THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION

1. To carry on the business or businesses of investment company/finance company, and to buy, underwrite and to invest in and acquire and hold shares, stocks, debentures, debenture stock, bonds, obligation or securities of companies or body corporates or any other entities including securities of any government or local authority whether perpetual or redeemable whether in India or elsewhere either singly or jointly with any other person(s), body corporate or any other entity carrying out or proposing to carry out any activity whether in India or elsewhere in any manner including but not limited to the following:
  - a. To acquire any such shares, stocks, debenture, debenture stock, bonds, obligation or securities by original subscription, exchange or otherwise and to subscribe for the same either conditionally or otherwise, to guarantee the subscription thereof issued or guaranteed by any government, state, public body, or authority, body corporate or any other entity or persons in India or elsewhere.

- b. To purchase or acquire, hold, trade and further to dispose of any right, stake or controlling interest in the shares, stocks, debentures, debenture stock, bonds, obligation or securities of companies either singly or jointly with any other person(s), body corporate carrying out or proposing to carry out any activity in India or in any other part of the world.
  - c. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investment made subject to such regulations as may be in force from time to time
  - d. To facilitate and encourage the creation, issue or conversion of debentures, debenture stock, bonds, obligation, shares, stocks, and securities, and to act as trustees in connection with any such securities, and to take part in the conversion of business concerns and undertakings into companies.
2. To carry on the business of holding company and to invest in subsidiary companies, buy, sell, transfer, deal in and dispose of any shares, stocks, debentures, bonds, certificates, money market instruments, including securities of any government or local authority whether perpetual or redeemable in accordance with the Guidelines issued by Reserve Bank of India (RBI) for Core Investment Companies, from time to time.
  3. To give any guarantee in relation to the payment of any debt, debentures, debenture stock, bonds, obligation or securities.
  4. To set up and/or continue to have subsidiary companies/corporate bodies, subject to applicable rules and the Guidelines issued by Reserve Bank of India (RBI) or such other Authority, from time to time, for the purpose of:
    - i) Carrying on the business of banking, insurance, asset management, mutual fund, stock broking, infrastructure debt funding, housing finance, primary dealers, leasing, hire purchase, full-fledged money changers, alternative investment funding and other specialized activities pursuant to the Guidelines for Licensing of Small Finance Banks issued by Reserve Bank of India and other regulations as may be prescribed by RBI from time to time or otherwise in and / or outside India with the approval of the Regulators and/or the Authorities concerned.
    - ii) Carrying on either directly or through subsidiary companies, the following business activities including financing such activities through long term upon such terms and conditions as the company may think fit:
      - a) Agricultural development which includes land acquisition and development, irrigation, watershed development, crop cultivation, plantation, horticulture, forestry, animal husbandry and allied activities, such as dairy, poultry, fishery, aqua culture and floriculture.
      - b) Industrial development which includes agro-processing, mining and quarrying, water, power and renewable sources of energy, manufacturing, handicrafts, construction, distribution, transport, and services of all kinds.
      - c) Market related activities such as marketing of agricultural, poultry, cottage industry, handicraft or other hand made items, fishing, livestock and industrial outputs, providing facilities for storage, trading and transport for inputs and outputs.
      - d) Housing development such as purchase, construction, extension and modification of buildings and infrastructure facilities for residential, agricultural, commercial or industrial purposes.
      - e) Providing technology platforms for freight, logistics, carriers and related services which matches demand with supply and use the technology platform to efficiently manage logistics related assets.
      - f) Creating and managing technology platforms for such other purposes as may be deemed expedient from time to time, for carrying out various types of businesses such as creating market places for sale of goods and services, capacity building etc.
  5. To carry on and undertake the business of being an intermediary for distribution of financial services and products such as mutual funds, life and general insurance products of other insurance companies, etc. subject to the rules and regulations prescribed by the Insurance Regulatory and Development Authority, Reserve Bank of India, SEBI and such other authorities as may be applicable from time to time.
  6. To transact or carry on all kinds of agency business, and in particular in relation to the investment of money, the sale of property and the collection and receipt of money.
  7. To Purchase or otherwise acquire, and to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of, and deal with property and rights of all kinds, and in particular, mortgages, debentures, produce, concessions, options, contracts, patents, licenses, stocks, shares, bonds, policies, book debts, business concerns, and undertakings and claims, privileges, and chooses in action of all kinds.
  8. To carry on activities of leasing and/or hire-purchase.”

“**RESOLVED FURTHER** that pursuant to the provisions of Section 13 of the Companies Act, 2013 and applicable rules thereunder, as amended from time to time and subject to approval of Reserve Bank of India and such other statutory authorities as may be required, Part B of the Objects clause of the Memorandum of Association of the Company be titled as “**Matters which are necessary for furtherance of the objects specified in Part A**” and the sub-clauses 1 to 38 thereunder be replaced with the following sub-clauses 1 to 49:

MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN PART A:

1. To set up subsidiaries for providing such other activities which is capable of being conducted so as directly or indirectly to benefit the company and further to enter into any arrangement or contract with any person, association or body corporate whether in India or outside, for such other purposes that may seem calculated to be beneficial and conducive to the objects of the company.
2. To advance, deposit, or lend money, securities and property, (not amounting to the business of banking as defined under the Banking Regulation Act, 1949) to or with such persons, firms or bodies corporate as the Company thinks fit and in particular to customers and other having dealings with the Company and on such terms as may seem expedient, and to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable securities or documents and to guarantee the performance of any contract by any such person.
3. To guarantee the payment of money secured by or payable under or in respect of bonds, debentures, debenture stock, contracts, mortgages, charges, obligations and other securities of any company or of any authority, Central, State, Municipal, local or otherwise, or of any person however, whether incorporated or not incorporated and generally to transact all kinds of guarantee business, and to further transact all kinds of trust and agency business.
4. Subject to such regulations and statutes of RBI, SEBI, IRDA or such other authorities as may be applicable from time to time, to carry on any business or branch of business which this Company is authorised to carry on by means, or through the agency, of, any subsidiary company or companies, and to organise, promote and incorporate such subsidiary company or companies, and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for the financing of any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements which may seem desirable with reference to any business or branch so carried on or for the financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business,
5. Subject to such regulations and statutes of RBI, SEBI, IRDA or any other authorities as may be applicable from time to time, to appoint or nominate Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested,
6. To subscribe for, conditionally or unconditionally, to underwrite issue on commission or otherwise take, hold, deal in, and convert stocks, shares and securities, of all kinds, and to enter into any arrangement for sharing profits, union of interest, reciprocal concession or co-operation with any companies, for the purpose of acquiring and undertaking any property and liabilities of this company, or of any other company or of advancing, directly or indirectly, the object thereof, or for any other purpose which this company may think expedient.
7. To lend and advance money and assets of all kinds or give credit on any terms or mode and with or without security to any individual, partnership or firm, body corporate or any other entity (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of , or any other company whether or not associated in any way with, the company ), to enter into guarantees, contracts of indemnity and suretyship of all kinds, to receive money on deposits or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of , or any other company associated in any way with, the company )
8. To purchase or otherwise acquire, and to sell, exchange, surrender, lease, mortgage, charge, convert, hold, turn to account, dispose of, and deal in real and personal property and rights of all kinds, and in particular lands, buildings, hereditaments, business concerns and undertakings, debenture stocks, mortgages, debentures produce, concessions, options, contracts, patents, annuities, licences, stocks, shares, securities, bonds, policies, book debts and claims, privileges and chose in action of all kinds, including any interest in real or personal property, and any claims against such property or against any person or company, and to carry on any business, concern or undertaking so acquired.
9. Subject to the provisions of the Act and statutes of RBI, SEBI, IRDA or any other authorities as may be applicable from time to time to receive money, securities, valuables, of all kinds on deposit or safe custody (not amounting to the business of Banking as defined under the Banking Regulation Act, 1949) and to borrow or raise money in such manner as the Company shall think fit and in particular by issue of debentures or debenture stocks (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the Company's property (both present and future), including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or body corporate of any obligation undertaken by the Company or any other person or company, as the case may be. **However, the Company shall not accept or solicit any public deposits or access public funds or trade in its investments or carry on any other financial activity referred to in Section 451(c) and 451 (f) of the Reserve Bank of India Act, 1934 except to the extent permitted by the regulations framed by Reserve bank of India, from time to time.**
10. To draw, make accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
11. To open accounts with banks as may be deemed appropriate and operate all such accounts and authorize officials of the company to be authorized to operate such accounts
12. To acquire from time to time and to manufacture and deal in all such stock-in-trade, plant and machinery, goods, chattels, and effects as may be necessary or convenient for any business for the time being carried on by the Company.
13. To invest and deal with the money of the Company not immediately required in such manner as the Company may deem fit.
14. To issue, subscribe for, purchase or otherwise acquire and sell, dispose of, exchange, hold, and deal in shares, stocks, bonds, debentures, debenture stocks, public securities issued by any authority, Central, State Municipal, local or otherwise.

15. To communicate with Chambers of Commerce and other mercantile and public bodies throughout the world and concert and promote measures for the protection of the trade, industry and persons engaged therein.
16. To subscribe to, become a member of, subsidise and co-operate with, any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Company, and to procure from and communicate to any such association, such information as may be likely to forward the objects of the Company.
17. To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
18. To vest any real or personal property rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
19. To purchase, take on lease, exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business.
20. To apply for, purchase or otherwise acquire, protect and renew in any part of the world patents, licences, concessions, patent rights, trade marks, designs and the like, conferring any exclusive or non-exclusive or limited right to their use, any secret or other information regarding any invention or research which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, develop or grant licence in respect thereof or otherwise turn to account the rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, rights or inventions.
21. To acquire and undertake the whole or any part of the business, property or liabilities of any person, firm or body corporate, carrying on or proposing to carry on any business which the Company is authorised to carry on, or having property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
22. To enter into any arrangement's with any Government or any Authority, supreme, municipal, local or otherwise that may seem beneficial to any of the Company's objects and to apply for, promote and obtain any Act of Parliament, privilege, concessions, licence, or authorisation of the Government or any other authority local or otherwise for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company and to carry out, exercise and comply with any such act, privilege, concession, licence or authorisation.
23. To pay for any rights acquired by the Company, and to remunerate any person, company or public bodies whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
24. To amalgamate, enter into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession, or for limiting competition with any body corporate whether in India or outside carrying on or engaged in, or about to carry on or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company and further to enter into any arrangement or contract with any body corporate whether in India or outside, for such other purposes that may seem calculated to be beneficial and conducive to the objects of the company.
25. To establish, promote, or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the rights, liberties and properties of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company or companies.
26. To lease, let out on hire, mortgage, pledge, hypothecate, sell or otherwise dispose of the whole or any part or parts of the undertaking of the Company or any land, business, property, rights or assets of any kind of the Company or any share or interest therein respectively in such manner and for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.
27. To pay any premium or salaries and to pay for any property, right or privileges acquired by the Company or for services rendered or to be rendered in connection with the promotion, formation of or the business of the Company or for services rendered or to be rendered by any body corporate in placing or assisting to place or guaranteeing the placing of, any of the shares of the Company or any debentures, debenture stocks or other securities of the Company or otherwise either wholly or partly in cash or in shares, bonds, debentures or other securities of the Company, and to issue any such shares either as fully paid up or with such amount credited as paid up thereon as may be agreed upon, and to charge any such bonds, debentures or other securities upon all or any part of the property of the Company.
28. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
29. To adopt such means of making known the products, business and interests of the Company as it may deems expedient and in particular by advertising in the press, radio, television and cinema, by circulars, by purchase, construction and exhibitions of works of art or general interest, by publication of books and periodicals any by granting prizes, rewards and donations subject to provisions of law.
30. To procure the Company to be registered or recognised in any part of the world, outside the Union of India.
31. To take into consideration and to approve and confirm and/or carry out all acts, deeds or things that may be done or entered into with any person, firm or body corporate and to reimburse them for all costs and expenses that may be incurred in or in connection with the formation or promotion of the Company or subsidiary companies.

32. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation fund and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments, bonuses, profit sharing bonuses, benefits, or any other payment to any persons, who are or were at any time in the employment or service of the Company or its successors in business or of any company, which is a subsidiary of the Company as aforesaid and the sons, widows, families, dependents or connections of any such persons; and to provide for the welfare of all or any of the aforesaid persons from time to time by subscribing, subsidising or contributing to any institution, association, funds, clubs, trusts, sharing or other profit schemes and by building or contributing to the building of dwelling houses or quarters and by providing, subscribing or contributing towards places or institutions of recreation, hospitals and dispensaries, medical and other attendances; and to make payments to or towards the insurance of any such person as aforesaid and to do any of the matters aforesaid.
33. To aid pecuniarily or otherwise, any association, body or movement having for its objects the solution, settlement or summoning of industrial or labour problems or the promotion of industry or trade.
34. To subscribe or donate to or guarantee money for any national, philanthropic, charitable, benevolent, public, general, or useful object, fund or organization, association or institution or for any exhibition or for any purpose which the Board thinks fit from time to time
35. To make donations to such persons and in such cases and either of cash or other assets as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient subject to provisions of law.
36. To undertake and execute any trusts either gratuitously or otherwise.
37. Subject to the provisions of the Gift Tax Act, 1958, and statutory amendments thereof the Company has power to make and receive gifts either in cash or other movable or immovable properties.
38. To distribute all or any of the property of the Company amongst the members in specie or kind or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
39. To do all or any of the above things in any part of the world as principals, agents, contractors, trustees, or otherwise by or through trustees, attorneys, agents or otherwise and either alone or in conjunction with others and to establish offices, agencies, or branches for carrying on the aforesaid objects in India or elsewhere in the world.
40. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
41. To enter into any contract, agreement, arrangement or other dealings in the nature of collaboration or otherwise and/or filing in tenders for various contracts, which may seem profitable or beneficial to the company.
42. To purchase, take on lease or in exchange, hire, renew or otherwise acquire and hold any estates of interest and to let, sub-let in whole or in part develop, manage and exploit any lands, buildings, machinery easements, rights, privileges, plants, stock-in-trade, business concerns, option, contract claims, choose-in-action and any real and personal property of any kind necessary or convenient for any business of the Company.
43. To apply for, aid in, promote and obtain any Act of Parliament, charter, privilege, concession, license of authorization of any Government, State or Municipality, provisional order or license of any authority for enabling the company to carry any of its objects in effects or for extended any of the powers of the company or for effecting any modifications of the constitution of the company or for any other purpose which may seem expedient and to make representation against any proceedings or application which may seem calculated directly or indirectly to prejudice the interest of the Company.
44. To undertake, carry out, promote and sponsor rural development Including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner without prejudice to the generality of the foregoing "programme on rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area which the Directors consider it likely to promote and assist rural development and that the words "rural area" shall include such areas as may be regarded as rural areas under the Income Tax Act 1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural area and Directors may in their discretion in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Directors may think fit and divest" the ownership of any property of the Company to or in favour of any public or local body or authority of Central Government or any other appropriate authority.
45. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and. for discharging what the Directors may consider to be social and moral responsibilities of the Company to the public or any section of the public- as also any activity which the Directors consider likely to promote national welfare, or social, economic or moral uplift of the public or any Section Of the public and in such manner and by such means as the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers etc., for organizing lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarship, or loans or any other assistance to deserving students or other scholars or persons to enable them to pursue their studies or academic pursuits or researches and for establishing, conducting or assisting any Institution, fund, trust etc., having any one of the aforesaid objects, as one of its objects by giving donations otherwise in any other manner, and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes, transfer without consideration of at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any public or local Body or Authority or central or State Government or any public institutions or Trust of Funds as approved by the central Government or State Government or any other appropriate authority.
46. To act as Registrars, issue house, transfer agent, merchant bankers as defined and registered with the Securities Exchange Board of India and liaison officers and generally to act as agents or representatives and to undertake accountancy, clerical and similar work.

47. To carry on the business of foreign exchange dealers/bureaus and deal and trade in all currencies of the world nations, deal, trade in all currencies of the world and participate in all money market instruments in the foreign exchange market.
48. To enter into contracts or arrangements for undertaking and execution of projects in the fields of engineering generally and to manufacture, buy, sell, repair, hire, store, develop and deal in all kinds of plant and other equipment including for generation, accumulation, transmission, distribution and supply of electricity, solar energy and other forms of power whether lighting, heating, cooling, sound, communications or otherwise for domestic, industrial or agricultural purposes.
49. To carry on and undertake the business of development and consultancy for financial services including leasing, hire, purchase, loans, investments, underwriting, broking, merchant banking, venture capital, factoring, project financing, banking, risk management, insurance, social security, pension funds, social venture and investment funds, foreign exchange, commodity futures, derivatives. "

**"RESOLVED FURTHER that** pursuant to the provisions of Section 13 of the Companies Act, 2013 and applicable rules thereunder, as amended from time to time and subject to approval of Reserve Bank of India and such other statutory authorities as may be required, Part C of the Objects clause of the Memorandum of Association of the Company be and is hereby deleted."

**"RESOLVED FURTHER that** the Board of Directors be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

**By Order of the Board**  
**For Equitas Holdings Limited**  
Sd/-  
Jayashree S Iyer  
Company Secretary

Place: Chennai

Date: May 06, 2016

#### **NOTES**

1. The explanatory statement of material facts pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. The Company has appointed Ms R Bhuvana, Practising Company Secretary, Chennai, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members as on May 20, 2016. The e-voting shall commence at 9.00 A.M. on Monday, May 30, 2016.
4. As per Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered e-mail IDs are being sent this Notice of Postal Ballot by e-mail. For Members whose email IDs are not registered, physical copies of the Postal Ballot notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
5. Postal Ballot Notice can be downloaded from the Company's website i.e [www.equitas.in](http://www.equitas.in)
6. 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.
7. In compliance with provisions of Section 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by Karvy Computershare Private Limited (Karvy). The instructions for electronic voting are annexed to this Notice.
8. In case a Member is desirous of obtaining a printed Ballot Form or a duplicate or any queries or grievances regarding e-voting/postal ballot, he or she may send an e-mail to [secretarial@equitas.in](mailto:secretarial@equitas.in). Karvy / Company shall forward the Postal Ballot Form along with postage-prepaid self-addressed Business Reply Envelope to the Member.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on May 20, 2016 and a person who is not a Member as on the record date should treat this Notice for information purposes only.
10. 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.
11. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Prepaid Postal Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5.30 P.M. IST) on June 28, 2016.

However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5.30 P.M. IST on June 28, 2016, it will be considered that no reply from the Member has been received.

12. The Scrutinizer will submit his report to the Chairman/Director after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on Wednesday, June 29, 2016 at 4.30 P.M. at the Office of the Company and will also be displayed on the Company website ([www.equitas.in](http://www.equitas.in)) and communicated to the Stock Exchanges, where the Company's shares are listed.
13. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
14. Documents specifically stated in the Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days from the date of despatch until the last date for receipt of votes by postal ballot/remote e-voting.

#### **ANNEXURE TO NOTICE**

##### **Explanatory Statement for resolution mentioned under Item No.1 (Pursuant to Section 102 of the Companies Act, 2013)**

#### **Item No. 1**

In terms of the "in-principle" approval granted by Reserve Bank of India to the Company to set up a Small Finance Bank, the promoting entity, i.e., the Company shall be registered as an Investment Company/ Core Investment Company before the date of commencement of business of the bank. Accordingly, the Board of Directors in their Meeting held on 5<sup>th</sup> February, 2016 had approved making of application to RBI for obtaining registration as a Core Investment Company.

To comply with RBI Regulations relating to NBFC-Core Investment Company and to bring the Objects clause of the Company in line with that of a Core Investment Company, the Objects clause of Memorandum of Association of the Company is proposed to be amended. The changes primarily relate to:

1. Removal of reference to 'Entering into Partnerships' in the Objects clause of Memorandum of Association since NBFCs were prohibited from entering into partnerships.
2. Express prohibition on raising resources by way of public deposits.
3. Removal of reference to businesses other than those relevant to the business of the Company.

Also, the requisite changes in the Objects clause of the Memorandum of Association to bring it in line with Section 4 of the Companies Act, 2013 have been incorporated. Accordingly, the Objects of the Company shall be re-organised into two parts - Part A and Part B. Part C viz., "Other Objects for which the Company is established" is proposed to be deleted.

The revised Memorandum of Association after giving effect to the above changes was considered and approved by the Board in its Meeting held on 6<sup>th</sup> May, 2016. In compliance with applicable provisions of the Companies Act, 2013, the Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval. Your Directors recommend the passing of the resolution as Special Resolution.

A copy of the existing set of Memorandum of Association and the revised Memorandum of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the last date for receipt of votes by postal ballot / remote e-voting .

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the said Special Resolution.

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

Sd/-  
Jayashree S Iyer  
Company Secretary

Place: Chennai  
Date: May 06, 2016

**The procedure and instructions for remote E-Voting facility are as follows:**

**A. In case of shareholders receiving email from Karvy:**

- i. Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'.
- ii. Enter the login credentials (i.e. User ID and password mentioned in the email/postal ballot). Your Folio No./DP ID – Client ID will be your User 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”.  
You will now reach password change menu wherein you are required to mandatorily change your login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like \*, #, @, 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.
- iv. You need to login again with the new credentials.
- v. On successful login, the system will prompt you to select the E-Voting Event Number for Postal Ballot.
- vi. If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any other company, then your existing login id and password are to be used.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e.20.05.2016 under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date.
- viii. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- x. 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.
- xi. You may then cast your vote by selecting an appropriate option and click on “Submit”. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote.
- xii. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xiii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, 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 e-mail ID: [bhuvana.r@akshayamcorporate.com](mailto:bhuvana.r@akshayamcorporate.com) with a copy to [evoting@karvy.com](mailto:evoting@karvy.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name\_EVENT NO.”

**B. In case of shareholders receiving Notice by post:**

- i. Initial password is provided along with this Notice.
- ii. Please follow all steps from Sl. No. (i) to Sl. No. (xiii) above, to cast vote.

**C.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. I L Murthy of Karvy Computershare Private Limited at 040- 6716 1551 or at 1800-3454-001 (toll free).

**D.** The Scrutinizer's decision on the validity of the vote shall be final.

**E.** 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.