



February 01, 2019

The Secretary BSE 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: Outcome of Board Meeting - Disclosure under Regulation 30 of SEBI (LODR) Regulations, 2015

Further to our letter dated January 29, 2019, we wish to inform that the Board of Directors in its Meeting held today has approved the Composite Scheme of Arrangement ("the Scheme") to be entered between the Company, its wholly owned subsidiary, Equitas Small Finance Bank Limited ("ESFBL") and their respective shareholders under Sections 230 and other applicable provisions of the Companies Act, 2013 subject to the approval of Reserve Bank of India (RBI), Securities Exchange Board of India (SEBI), Stock Exchanges, members of the Company and ESFBL and sanction by the National Company Law Tribunal ("NCLT") and receipt of other requisite approvals, sanctions, consents and observations, if any, contemplating the following:

- a) the issuance and allotment by ESFBL of 89,20,62,982 (Eighty Nine Crore Twenty Lakhs Sixty Two Thousand Nine Hundred and Eighty Two only) fully paid-up equity shares of face value ₹10 each for no cash consideration to the shareholders of the Company ("Scheme Shares") as of the Record Date in accordance with the Issuance Ratio defined in the Scheme (Issuance Ratio = Scheme Shares / Total number of fully paid-up equity shares of the Company as of the Record Date and "Record Date" being the date, to be fixed jointly by the Boards of the Company and ESFBL, after sanctioning of Scheme by NCLT, for the purpose of determining the shareholders of the Company who would be eligible for receiving the aforesaid Scheme Shares); and
- b) the consequent reduction by ESFBL of its securities premium account, revenue and other reserves and the surplus in profit and loss account, by an amount equal to the face value of the shares of ESFBL issued under the Scheme.

The information required to be furnished pursuant to Regulation 30 of Listing Regulations read with SEBI Circular dated September 09, 2015 is hereunder:



EQUITAS HOLDINGS LIMITED

S. No.	Particulars	Description
a.	Details and reasons for restructuring	<p>The Scheme is being entered into by and between the parties as referred above to comply with the following conditions laid down in the small finance bank license issued by RBI to ESFBL and the Guidelines for Licensing of 'Small Finance Banks' in the Private Sector dated November 27, 2014, issued by the RBI:</p> <p>a) the equity shares of the ESFBL should be listed on a recognized stock exchange in India within a time period of 3 (three) years from the date of commencement of banking operations, (i.e., the equity shares of Equitas Small Finance Bank Limited (ESFBL) should be listed on a recognized stock exchange by September 4, 2019), and</p> <p>b) The Company, being promoter of ESFBL is required to maintain a minimum stake of 40% (forty percent) in ESFBL for a period of 5 (five) years from the date of commencement of banking operations (i.e., until September 4, 2021) and is required to reduce its stake to 40% by September 4, 2021.</p>
b.	Quantitative and / or qualitative effect of restructuring	<p>The Scheme Shares, when issued after receipt of all necessary approvals, will result in dilution of stake held by the Company in ESFBL to 53%, with the remaining shareholding being held by the members of the public in accordance with the Scheme.</p>
c.	Details of benefits, if any, to the promoter / promoter group / group companies from such proposed restructuring	<p>The Company has no promoters and accordingly there is no benefit to any promoter or member of the promoter group.</p> <p>The Scheme is expected to provide the following benefits to ESFBL and the shareholders of the Company:</p> <ul style="list-style-type: none"> • Achieve satisfaction and compliance of the conditions laid down by RBI in relation to the shareholding of ESFBL thereby ensuring continuity of the business of ESFBL. • Providing shareholders of the Company with direct shareholding in ESFBL thereby helping them to unlock value to their investments in the business of ESFBL, which is currently held through the Company. Consequently, the shareholders of the Company can take independent decisions with respect to their holdings in the Company and ESFBL without being constrained to hold an investment in the Company to be able to derive value of benefit from ESFBL's business. • Achieve listing of shares of ESFBL on the BSE and the NSE thereby providing liquidity to the shares of ESFBL.



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S. No.	Particulars	Description
		<ul style="list-style-type: none"> The listing of ESFBL's shares increases the transparency and disclosures relating to the business of ESFBL, which would provide the shareholders of the Company better insight into the status of the business, thus resulting in their ability to make better decisions in relation to business of ESFBL.
d.	Brief details of change in shareholding of all entities	Post Scheme, there will not be any change in the shareholding of the Company. In respect of ESFBL, the Scheme Shares, when issued after receipt of all necessary approvals, will result in dilution of stake held by the Company in ESFBL to 53% with the remaining shareholding being held by members of the public in accordance with the Scheme

We request you kindly to take the above on record.

Thanking you,

Yours Faithfully,
for Equitas Holdings Limited



Deepti R
Company Secretary



EQUITAS HOLDINGS LIMITED