

**NOTICE**

**NOTICE** is hereby given that the Twenty Fourth Annual General Meeting of the members of Visage Holdings and Finance Private Limited be held at Company's Registered Office at #50, 2nd Floor, 100 Feet Road, HAL 2nd Stage, Indiranagar, Bangalore – 560038 on Friday 11<sup>th</sup> September, 2020 at 14:00 Hours at shorter notice to transact the following businesses:

**ORDINARY BUSINESS:**

1. To consider and adopt the Balance Sheet as at 31<sup>st</sup> March 2020, and Profit and Loss Account for the year ended on that date and the Reports of the Board and the Auditors thereon.

**SPECIAL BUSINESS:**

2. **Approval for issuance of Commercial Papers on Private Placement Basis**

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

**"RESOLVED THAT** pursuant to the provisions of Section 42, Section 179 of the Companies Act, 2013, and subject to, and in accordance with, the provisions of and any approvals that may be required under, the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments for the time being in force), the 'Reserve Bank Commercial Paper Directions, 2017' issued by the Reserve Bank of India vide circular dated August 10, 2017 (Reference no. RBI/2017-18/43 / FMRD.DIRD.2/14.01.002/2017-18) as amended, restated or modified from time to time ("**RBI Commercial Paper Directions**"), 'Operational Guidelines on Commercial Paper effective from 1st April, 2020' issued by Fixed Income Money Market and Derivatives Association of India vide guidelines dated March 31, 2020 as amended, restated or modified from time to time ("**FIMMDA CP Guidelines**"), the 'Framework for listing of Commercial Paper' issued by Securities and Exchange Board of India vide circular dated October 22, 2019 (Reference no. No. SEBI/HO/DDHS/CIR/P/2019/115) read with the 'Framework for listing of Commercial Paper-Amendments' issued by SEBI vide circular dated December 24, 2019 (Reference no. No. SEBI/HO/DDHS/DDHS/CIR/P/2019/167) ("**SEBI Listing Framework**"), the guidelines issued by the Securities and Exchange Board of India with respect to electronic book mechanism under the terms of the SEBI Circular dated January 5, 2018 (bearing reference number SEBI/HO/DDHS/CIR/P/2018/05) read with the SEBI Circular dated August 16, 2018 (bearing reference number SEBI/HO/DDHS/CIR/P/2018/122) and the operational guidelines issued by the relevant Electronic Book Provider, as may be amended, clarified or updated from time to time ("**SEBI EBM Guidelines**") and the 'Special Liquidity Scheme for NBFCs / HFCs' issued by the RBI vide circular dated July 01, 2020 (Reference no: RBI/2020-21/01 DoR (NBFC) (PD) CC.No. 113/03.10.001/2020-21), as may be applicable, as amended, restated or modified from time to time ("**Special Liquidity Scheme**"), the applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("**RBI**"), Securities and Exchange Board of India ("**SEBI**") and the Fixed Income Money Market and Derivatives Association of India ("**FIMMDA**") and the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (the "**Board**"), to raise funds for repayment of its existing liabilities by issuance of rated, listed, unsecured commercial papers on a private placement

basis, in dematerialised form, or through any other mode as applicable, to eligible investors under the applicable laws, regulations, guidelines etc., in such manner, and wherever necessary or required, in consultation with merchant bankers and/or advisors or others, on such terms and conditions, provided that the total amount so raised by the Company, through issuance of such commercial papers (including the premium thereon, if any, as may be decided by the Board), shall not exceed an aggregate amount of INR 50,00,00,000/- (Indian Rupees Fifty Crores)."

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertaking, certificates, confirmation, letters as may be necessary for giving effect to the above resolution."

By Order of the Board

For **Visage Holdings and Finance Private Limited**



Moumita Sen  
Company Secretary

Date: September 11, 2020

Place: Bangalore

**Notes:**

1. Any member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll, to vote there at instead of himself and the proxy need not be a member of the company.
2. Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the special businesses to be transacted at the Annual General Meeting is annexed hereto.
3. The consent for holding the meeting at short notice has been received from the shareholders in accordance with the provisions of Section 101(1) of the Companies Act, 2013.

**Explanatory statement under section 102 of the Companies Act, 2013:**

**Item No: 2**

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (“Prospectus and Allotment Rules”) deals with private placement of securities by a Company. Rule 14 of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain previous approval of its shareholders/members (“Members”) by means of a special resolution.

The Company is planning to raise funds for the purposes of repayment of its existing liabilities by way of issuance of Commercial Papers upto an amount of INR 50,00,00,000/- (Indian Rupees Fifty Crores) pursuant to Section 42, of the Companies Act 2013 and the rules framed thereunder.

Pursuant to provisions to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the following disclosures are made:

1.	Particulars of the offer including date of passing of Board Resolution	Issue of Rated, Listed, Unsecured and Redeemable Commercial Papers in the form of Usance Promissory Note (“UPN”) to be held in dematerialized form up to INR 50,00,00,000/- (Indian Rupees Fifty Crores) with maturity of 90 (Ninety) days from the date of deal confirmation.  Date of passing of Board Resolution: September 11, 2020
2.	Kind of securities offered and the price at which security is being allotted	Commercial Papers up to INR 50,00,00,000/- (Indian Rupees Fifty Crores) at a discounted rate as maybe agreed between the Company and the Investor.
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The Commercial Papers are issued at a discount to face value as per the ‘Reserve Bank Commercial Paper Directions, 2017’ issued by the Reserve Bank of India vide circular dated August 10, 2017 (Reference no. RBI/2017-18/43 / FMRD.DIRD.2/14.01.002/2017-18) as amended, restated or modified from time to time read together with ‘Operational Guidelines on Commercial Paper effective from 1st April, 2020’ issued by Fixed Income Money Market and Derivatives Association of India vide guidelines dated March 31, 2020 as amended, restated or modified from time to time and on the basis of discounted rate as sanctioned by the SLS Trust under the ‘Special Liquidity Scheme for NBFCs / HFCs’ issued by the RBI vide circular dated July 01, 2020 (Reference no: RBI/2020-21/01 DoR (NBFC) (PD) CC.No. 113/03.10.001/2020-21), as may be applicable, as amended, restated or modified from time to time (“ <b>Special Liquidity Scheme</b> ”).

4.	Name and address of valuer who performed valuation	Not Applicable as the securities proposed to be issued are unsecured Commercial Papers with a tenor of 90 (Ninety) days.
5.	Amount which the Company intends to raise by way of such securities	The Company proposes to raise an amount up to INR 50,00,00,000/- (Indian Rupees Fifty Crores) at a discounted price.
6.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities	The commercial papers are raised under the Special Liquidity Scheme as approved by the Government of India for the purposes of repayment of existing liabilities only. The proposed time schedule to raise the securities is within September 30, 2020. No contribution is being made by the promoters or directors as part of the offer or separately in furtherance of objects. The commercial papers are unsecured in nature. No principal terms of assets charged as securities exists as the securities are being issued in the form of unsecured Commercial Papers.

Accordingly, consent of the members is sought in connection with the aforesaid issue of Commercial Papers and they are requested to authorize the Board of Directors of the Company to issue such Commercial Papers on private placement basis up to INR 50,00,00,000/- (Indian Rupees Fifty Crores only) as stipulated above.

None of the Director's/ KMP's are interested in the proposed resolution.

By Order of the Board

For **Visage Holdings and Finance Private Limited**



Moumita Sen  
 Company Secretary

Date: 11.09.2020  
 Place: Bangalore

