

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF VISAGE HOLDINGS AND FINANCE PRIVATE LIMITED BE HELD ON MONDAY, 27<sup>TH</sup> SEPTEMBER, 2021 AT THE REGISTERED OFFICE OF THE COMPANY AT #50, 2<sup>ND</sup> FLOOR, HAL 2<sup>ND</sup> STAGE, 100 FEET ROAD, INDIRANAGAR, BENGALURU, KARNATAKA-560038 AT 10:00 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:**

**ORDINARY BUSINESS:**

- 1. To consider and adopt the Financial Statements for the year ended 31<sup>st</sup> March 2021 including Balance Sheet, Statement of Profit and Loss and Notes thereon, for the year ended on that date and the Reports of the Board and the Auditors thereon.**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Reports of the Board of Directors of the Company and the Auditors thereon.

- 2. To appoint the Statutory Auditors of the Company**

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139, Section 141 and other applicable provisions, if any, of the Companies Act, 2013 read with rules thereunder, (as maybe amended from time to time including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof for the time being in force), the RBI Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)(Ref.No.DoS.CO.ARG/ SEC.01/08.91.001/2021-22) dated April 27, 2021 and the Articles of Association of the Company, approval of the members be and hereby accorded for the appointment of M/s. Haribhakti & Co., LLP, Chartered Accountants, (Firm Registration No.103523W/W100048) as Statutory Auditors of the Company for a period of 3 years from the conclusion of the Twenty Fifth Annual General Meeting till the conclusion of the Twenty Eighth Annual General Meeting of the Company, for auditing purposes from the Financial Year (“FY”) 2021-22 till FY 2023-2024, on such terms including but not limited to remuneration, reimbursement of expenses (if any) as approved and determined by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, including any Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution including finalization the terms of engagement for the said appointment.”

**By Order of the Board**



**Sutheja K.J.**  
**Company Secretary**

Date: 03<sup>rd</sup> September, 2021  
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 Route map for the venue of the Meeting is given also annexed hereto.

**Explanatory statement under section 102 of the Companies Act, 2013:****Item No: 2**

RBI in its Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 (“**RBI Guidelines**”) stated that every non-deposit taking NBFCs having an asset size of INR 1,000 crores or more as on March 31, 2021 are required to change their auditors every 3 (three) years and that the Company shall not appoint any firm as Statutory Auditors which has been engaged with the Company for the past 1 (one) year. The RBI Guidelines is applicable for Financial Year 2021-22 and onwards in respect of appointment/reappointment of Statutory Auditors (“**Auditors**”). In order to comply with the RBI Guidelines, the Board of Directors of the Company has received the resignation letter from the outgoing Auditors viz BSR & Co., LLP, Chartered Accountant on completion of their 4 (four) years term with the Company. The Board has noted the resignation of the outgoing Auditors viz BSR & Co., LLP and approved the appointment of M/s. Haribhakti & Co., LLP, Chartered Accountants, as Statutory Auditors of the Company for a period of 3 years, commencing from the conclusion of 25<sup>th</sup> AGM till the conclusion of the 28<sup>th</sup>AGM, subject to approval of members of the Company.

M/s. Haribhakti & Co., LLP, Chartered Accountants, have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 and as per RBI Guidelines.

Accordingly, the consent of the members is sought in connection with the appointment of Statutory Auditors and they are requested to authorize the Board to the terms of engagement for such appointment as stipulated above.

None of the Director’s/Key Managerial Personnel’s or their relatives are in any way interested in the proposed resolution.



**Sutheja K.J.**  
**Company Secretary**

Date: 03<sup>rd</sup> September, 2021

Place: Bangalore

**Route map for the Meeting**

