

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF VISAGE HOLDINGS AND FINANCE PRIVATE LIMITED WILL BE HELD ON FRIDAY, 30TH DAY OF SEPTEMBER, 2022 AT THE REGISTERED OFFICE OF THE COMPANY AT #50, 2ND FLOOR, HAL 2ND STAGE, 100 FEET ROAD, INDIRANAGAR, BENGALURU, KARNATAKA-560038 AT 10:00 A.M. TO TRANSACT THE FOLLOWING BUSINESSES:

Ordinary Business :

1. To receive, consider and adopt the Audited Financial Statements of the company for the year ended March 31, 2022 including Balance Sheet, Statement of Profit and Loss, Cash flow statement and Notes thereon, for the year ended on that date and the Reports of the Board 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, 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 is hereby accorded for the appointment of M/s. Nangia & Co. LLP, Chartered Accountants, (Firm Registration No.002391C/N500069) as Statutory Auditors of the Company for a period of 3 years from the conclusion of the Twenty Sixth Annual General Meeting till the conclusion of the Twenty Ninth Annual General Meeting of the Company, viz for the Financial Year (“FY”) 2022-23 till FY 2024-2025, 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: September 07, 2022

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**

The Board of Directors of the Company had appointed M/s. Haribhakti & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company for auditing purpose from the FY 2021-22 till the FY 2023-24. However, owing to the ineligibility of continuing as Statutory Auditors and receipt of resignation letter dated May 14, 2022 from M/s. Haribhakti & Co. LLP and in order to fill the casual vacancy caused by such resignation, Nangia and Co. LLP, Chartered Accountants, were appointed as the new statutory auditors of the Company at its Extra- Ordinary General Meeting dated May 25, 2022 to hold office till the conclusion of next Annual General Meeting pursuant to the provisions of Section 139(8) of the Companies Act, 2013.

Further, Board of Directors at its meeting held on July 22, 2022 had recommended the appointment of M/s. Nangia & Co. LLP, Chartered Accountants, (Firm Registration No.002391C/N500069) as Statutory Auditors of the Company for a period of 3 years from the conclusion of the Twenty Sixth Annual General Meeting till the conclusion of the Twenty Ninth Annual General Meeting of the Company, for auditing purposes from the Financial Year ("FY") 2022-23 till FY 2024-2025, 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. The company has obtained eligibility certificate and consent letter dated May 20, 2022 from Nangia & Co. LLP and has no past association with the Company as Statutory Auditors.

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").

M/s. Nangia & 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: September 07, 2022

Place: Bangalore

Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U74899KA1996PTC068587

Name of the Company: Visage Holdings and Finance Private Limited

Registered office: #50, 2nd Floor, 100 Feet Road, Hal 2nd Stage, Indiranagar, Bangalore-560038

Name of the member(s):

Registered Address:

E-mail ID:

Folio No/Client ID:

DP ID:

I/ We being the member of Visage Holdings and Finance Private Limited holding _____ shares, hereby appoint

Name:

Address:

E-mail Id:

Signature: _____

as my proxy to attend and vote (on a poll) for me and on my behalf the Annual General Meeting of members of the Company, to be held on September 30, 2022 at #50, 2nd Floor, 100 Feet Road HAL 2nd Stage, Indiranagar Bangalore - 560038 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution :

1. To consider and adopt the Financial Statements for the year ended March 31, 2022 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.
2. To appoint the Statutory Auditors of the Company

Affix Revenue Stamp

Signed this _____ 2022

Signature of Shareholder: _____

Signature of Proxy holder(s):...

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

Attendance Slip

Annual General Meeting

Date: _____

Regd. Folio No. _____

No. of Shares **Class A1 Equity Shares of INR 10 each.**

I Certify that I am a registered Shareholder/ Proxy for the Registered Shareholder of the Company.

I hereby record my presence at the Annual General Meeting of the Company at the Company's registered office.

Member's/ Proxy's Name in Block Letters

Member's/ Proxy's Signature

Route Map for the meeting

