

NOTICE

Visage Holdings and Finance Private Limited

CIN: U74899KA1996PTC068587

Registered Office: #50, 2nd Floor, 100 Feet Road, HAL 2nd Stage (Defence Colony),

Indiranagar, Bangalore – 560038

Tel-080-4324-1000, Email ID: cs@kinaracapital.com

NOTICE is hereby given that the Twenty Third Annual General Meeting of the members of Visage Holdings and Finance Private Limited will be held at Hyatt Regency Mumbai, Sahar Airport Road, Andheri East 400099 on 31st July, 2019 at 15:00 Hours to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet as at 31st March 2019, 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 Amendment of Visage SOP Plan 2014

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

“RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as per the Memorandum and Articles of Association of the Company and subject to such other applicable laws, rules and regulations and guidelines, the consent of the members be and is hereby accorded for amendment of Visage SOP Plan 2014”

“RESOLVED FURTHER THAT the exercise price for the un-granted options pursuant to Clause 7.1 of the Visage SOP Plan shall be decided as per the latest valuation report prior to the date of grant of options and accordingly Clause 7.1 of the Visage SOP Plan 2014 be modified and except this change, all other terms and conditions of the Plan shall continue to subsist.”

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

By Order of the Board



Hardika Shah

Hardika Shah
Director and CEO

Date: 09 July, 2019

Place: Bangalore

Notes:

1. 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.
2. The Consent for holding the meeting at Mumbai has been received from the shareholders pursuant to proviso to Section 96(2) of the Companies Act, 2013.
3. 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. An instrument appointing a proxy to be effective must be lodged at the registered office of the Company at least 48 hours before the commencement of the meeting.



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

The Company is in the process of amending Visage SOP Plan 2014 by modifying the pricing guidelines for the un-granted stock options under the Plan. It is proposed that the exercise price shall be decided as per the latest valuation report of the Company prior to the date of grant of options and accordingly modify Clause 7.1 of the Visage SOP Plan 2014. The remaining terms and conditions under the Visage SOP Plan 2014 shall continue to subsists.

Consent of the members is therefore being sought for approving the amendments in relation to pricing guidelines under such plan.

It may be noted that the amendments of the SOP Plan are not prejudicial to the interests of the option grantees of the Company.

None of the Directors/KMPs of the Company and their relatives are in any way, concerned or interested in this Resolution, except to the extent of the securities that may be offered to them hereunder.

By Order of the Board



Hardika Shah
Director and CEO

Date: 09 July, 2019

Place: Bangalore