

NOTICE

NOTICE is hereby given that the 01/2023-24 Extra-Ordinary General Meeting of the members of Visage Holdings and Finance Private Limited will be held at the Company's Registered Office at #50, 2nd Floor, 100 Feet Road, HAL 2nd Stage, Indiranagar, Bangalore – 560038 on Thursday, May 04, 2023, at 17:00 hours, at a shorter consent to transact the following businesses:

SPECIAL BUSINESS:

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 179 and other applicable provisions of the 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 as amended, restated or modified from time to time, 'Operational Guidelines on Commercial Paper by Fixed Income Money Market and Derivatives Association of India as amended, restated or modified from time to time, the 'Framework for listing of Commercial Paper' issued by Securities and Exchange Board of India, the guidelines issued by the Securities and Exchange Board of India with respect to electronic book mechanism and the operational guidelines issued by the relevant Electronic Book Provider, as may be amended, clarified or updated from time to time as may be applicable, 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 (hereinafter referred to as the "**Board**", which term shall include any Committee(s) and/or any of the Director(s) or person(s) authorized by the Board to exercise powers conferred by this resolution to the extent permitted by law), to raise funds up to INR 100,00,00,000/- (Indian Rupees One hundred Crores) by issuance of rated, listed or unlisted, secured or unsecured Commercial Paper(s) on a private placement / preferential or any other basis, either in physical or dematerialized form or through any other mode as applicable, on such terms and conditions as Board of Directors may decide at their discretion, in one or more tranches during the financial year 2023-2024.

RESOLVED FURTHER THAT Ms. Hardika Shah, Director & CEO, Mr. Thirunavukkarasu Rajendran, Director, Ms. Aiswarya Ravi, Chief Financial Officer and Ms. Kanti Hegde, Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution."

//Certified True Copy//

For **Visage Holdings and Finance Private Limited**

Kanti Hegde
Company Secretary
Membership Number: A59133

Date: May 02, 2023

Place: Bengaluru

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 Extra-Ordinary General Meeting is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on apoll, to vote there at instead of himself and the proxy need not be a member of the company.
3. The consent for holding the meeting at short notice has been received from the shareholders inaccordance with the provisions of Section 101(1) of the Companies Act, 2013.

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

The Company is planning to raise funds for the general corporate purpose and/or for repayment of existing debts, by way of issuance of Commercial Papers up to an amount of INR 100,00,00,000/- (Indian Rupees One hundred Crores) in one or more tranches.

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 100,00,00,000 (Indian Rupees One Hundred Crores Only) in one or more tranches.

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

//Certified True Copy//

For **Visage Holdings and Finance Private Limited**

Kanti Hegde
Company Secretary
Membership Number: A59133

Date: May 02, 2023

Place: Bengaluru

**Form No. MGT-
11Proxy
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

1. Name:
 Address:
 Bangalore
 -E-mail
 Id:

Signature: _____

as my proxy to attend and vote (on a poll) for me and on my behalf the Extra-Ordinary General Meeting of members of the Company, to be held on May 04, 2023 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. Approval for issuance of Commercial Papers on Private Placement Basis

Affix Revenue Stamp

Signed this _____ 2023

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.

Route map to the venue of the meeting

