

**NOTICE**

**NOTICE** is hereby given that the 04/2022-23 Extra-Ordinary General Meeting of the members of Visage Holdings and Finance Private Limited (the “**Company**”) will be held at the Company’s registered office at #50, 2<sup>nd</sup> Floor, 100 Feet Road, HAL 2<sup>nd</sup> Stage, Indiranagar, Bangalore – 560038, on Monday, 05<sup>th</sup> day of September, 2022 at 17:00 Hours at a shorter consent to transact the following businesses:

**SPECIAL BUSINESS:**

**1. Approval for increasing the authorised share capital and amendment to the Memorandum of Association of the company:**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution** for increasing the authorised share capital:

**RESOLUTION NO. 01**

**“RESOLVED THAT** pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) and the rules framed there under and Articles of Association of the Company and subject to any other approvals, consents, sanctions, permissions as may be necessary from appropriate statutory and regulatory authorities, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing INR 11,32,98,390 (Indian Rupees Eleven Crores Thirty Two Lakhs Ninety-Eight Thousand Three Hundred and Ninety only) divided into 3,00,000 (Three Lakhs) Class A Equity Shares of INR 10/- each (Indian Rupees Ten only) and 1,10,29,839 (One Crore Ten Lakhs Twenty-Nine Thousand Eight Hundred and Thirty-Nine) Class A1 Equity Shares of INR 10/- (Indian Rupees Ten only) each to INR 14,17,00,000 (Indian Rupees Fourteen Crores Seventeen Lakhs only) divided into 3,00,000 (Three Lakhs) Class A Equity Shares of INR 10/- (Indian Rupees Ten only) each and 1,38,70,000 (One Crore Thirty-Eight Lakhs Seventy Thousand) Class A1 Equity Shares of INR 10/- (Indian Rupees Ten only) each by creation of additional 28,40,161 (Twenty-Eight Lakhs Forty Thousand One Hundred and Sixty One) Class A1 Equity Shares of INR 10/- (Indian Rupees Ten only) each ranking pari passu in all respects with the existing Class A1 Equity Shares of the Company.

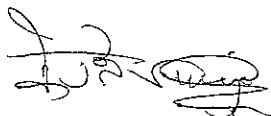
**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013, and all other applicable provisions, if any, and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re- enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place and stead the following new clause V:

**V. The Authorised Share Capital of the Company is INR 14,17,00,000 (Indian Rupees Fourteen Crores Seventeen Lakhs only) divided into 3,00,000 (Three Lakhs) Class A Equity Shares of Rs. 10/- (Indian Rupees Ten only) each and 1,38,70,000 (One Crore Thirty-Eight Lakhs Seventy Thousand) Class A1 Equity Shares of INR 10/- (Indian Rupees Ten only) each.**

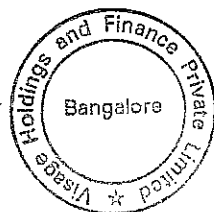
**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any one of the Directors, CFO or CS of the Company be and are hereby severally authorized to take all steps and actions and give such directions as may be in their absolute discretion deemed necessary and to settle any questions that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board

For Visage Holdings and Finance Private Limited



**Sutheja KJ**  
Company Secretary



**Date:** September 05, 2022

**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 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 a poll, to vote there at instead of himself and the proxy need not be a member of the company.
3. Proxies in order to be effective should be duly stamped, signed and completed and must be deposited at the registered office of the Company not less than 48 (forty-eight) hours before the commencement of the meeting.

The instructions for filing, stamping, signing and or depositing Proxy:

No instrument of Proxy shall be valid unless it is signed by the members/s or by his /her attorney duly authorized in writing or in the case of body corporate, it is executed under its common seal, if any, or signed by its attorney duly authorized in writing, provided that an instrument of Proxy shall be sufficiently signed by any member who for any reason is unable to write his/her name, if his/her thumb impression is affixed thereto and attested by a Judge, Magistrate, Registrar or Sub-Registrar of assurances or Govt. Gazetted officers or any officer of nationalized bank.

Person appointed as the Proxy shall prove his/her identity at the time of attending the meeting and for the purpose such person shall carry proof of his/her identity via PAN Card, Voters ID or Aadhar Card, Driving License or Passport. (Proxy Form and Attendance Slip as per act are attached)

4. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days, during business hours up to the date of the Extra Ordinary General Meeting
5. In case this general meeting is adjourned for want of quorum than adjourned meeting shall be conducted as per Section 103 of Companies Act, 2013 read with rules made there under.
6. Members are requested to bring their Attendance Slip along with their copy of Notice to the meeting.
7. Particulars of venue including route map and prominent landmark for easy location is attached.



**Explanatory statement under section 102 of the Companies Act, 2013:****Item No: 1**

As the Company is proposing to infuse equity capital, it is imperative to increase the authorized capital of the Company accordingly. Pursuant to Section 61 of the Companies Act, 2013 consent of the members by way of an ordinary resolution is required to approve the said increase in authorized capital from the existing INR 11,32,98,390 (Indian Rupees Eleven Crores Thirty Two Lakhs Ninety-Eight Thousand Three Hundred and Ninety only) divided into 3,00,000 (Three Lakhs) Class A Equity Shares of INR 10/- each (Indian Rupees Ten only) and 1,10,29,839 (One Crore Ten Lakhs Twenty-Nine Thousand Eight Hundred and Thirty-Nine) Class A1 Equity Shares of INR 10/- (Indian Rupees Ten only) each to INR 14,17,00,000 (Indian Rupees Fourteen Crores Seventeen Lakhs only) divided into 3,00,000 (Three Lakhs) Class A Equity Shares of INR 10/- (Indian Rupees Ten only) each and 1,38,70,000 (One Crore Thirty-Eight Lakhs Seventy Thousand) Class A1 Equity Shares of INR 10/- (Indian Rupees Ten only) each by creation of additional 28,40,161 (Twenty-Eight Lakhs Forty Thousand One Hundred Sixty One) Class A1 Equity Shares of INR 10/- (Indian Rupees Ten only) each ranking pari passu in all respects with the existing Class A1 Equity Shares of the Company.

In furtherance to the increase in authorized share capital of the Company, the Capital Clause in the Memorandum of Association of the Company is required to be amended to reflect the revised authorized capital pursuant to Section 13 of the Companies Act, 2013 by way of an ordinary resolution.

Pursuant to additional information as required under Section 102 of the Companies Act, 2013, it is to be noted that none of the Director's/ KMP's have any concern or interest, financial or otherwise in increasing the authorized share capital of the Company; and are not interested in the proposed resolution and that the proposed resolution is to authorize the Board of Directors to increase the Authorize Share Capital of the Company and also to authorize to submit all applications / forms / documents through electronic mode or in physical form with respective authorities. This is a statutory requirement under the provisions of the Companies Act, 2013.

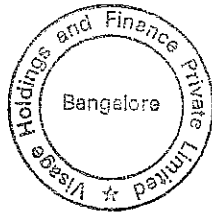
The Board therefore seeks approval of members for the same.

By Order of the Board

For Visage Holdings and Finance Private Limited



**Sutheja KJ**  
**Company Secretary**



**Date:** September 05, 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, 2<sup>nd</sup> Floor, 100 Feet Road, Hal 2<sup>nd</sup> 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 05<sup>th</sup> day of September, 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. Approval for increasing the authorised share capital and amendment to the memorandum of association

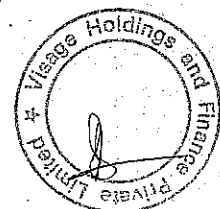
Signed this \_\_\_\_\_ 2022

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder(s):...

Affix Revenue  
Stamp

**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.**



**VISAGE HOLDINGS AND FINANCE PRIVATE LIMITED**

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

**ATTENDANCE SLIP  
Extraordinary General Meeting**

Date: \_\_\_\_\_ at \_\_\_\_\_ Hours

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 Extra ordinary General Meeting of the Company at the Company's registered office.

Name(s) of the Member :

1. Mr./Ms. ....

and Joint Holder(s)

2. Mr./Ms. ....

(in block letters)

3. Mr./Ms. ....

B. Address: .....

C. Father's/Husband's  
Name (of the Member) :

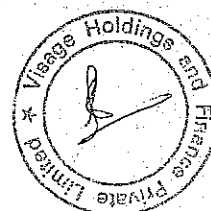
.....

D. Name of Proxy

Mr./Ms. ....

\_\_\_\_\_  
Member's/ Proxy's Name in Block Letters    Member's/ Proxy's Signature

**Note: Please complete the Attendance slip and hand it over at the Registration Counter at the venue**



Route map to the venue of the meeting

