

NOTICE

NOTICE is hereby given that the 05/2022-23 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, 2nd Floor, 100 Feet Road, HAL 2nd Stage, Indiranagar, Bangalore – 560038 on Monday, 12th day of September, 2022 at 17:15 Hours at a shorter consent to transact the following businesses:

SPECIAL BUSINESS:**1. Approval for issue and allotment of Class A1 Equity Shares on preferential basis:**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution** for issuance and allotment of Class A1 Equity Shares on preferential basis:

“**RESOLVED THAT** pursuant to provisions of the Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and allied rules made thereunder (including any amendment to or re-enactment thereof) and Foreign Exchange Management Act, 1999 and rules made thereunder, the Shareholders Agreement and Share Subscription Agreement, each dated September 12, 2022, and subject to any other such approval as may be required from any statutory authorities or regulatory authorities, and as per the applicable provisions of the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Company, for issuance of 26,93,071 (Twenty Six Lakh Ninety Three Thousand Seventy One) Class A1 Equity Shares of INR 10/- (Indian Rupees Ten only) at a premium of INR 723.98/- (Indian Rupees Seven Hundred Twenty Three point Nine Eight only), to the following persons (“**Investors**”) on preferential allotment through private placement basis as identified and recorded by the Board in form PAS-5 and on such terms and conditions, including payment of monies as may be approved or finalized by the Board of Directors in its absolute discretion:

Name of the Investors	Address	Number of Class A1 Equity Shares	Price per share	Total Amount (INR)
Nuveen Global Impact Fund India S.À R.L	10 Rue du Château d'Eau, L-3364 Leudelange, Luxembourg	9,62,097	INR 733.98	INR 70,61,59,956.06
Pettelaar Effectenbewaarsbedrijf N.V.	Bezuidenhoutseweg 153, 2594AG, The Hague, The Netherlands	4,09,412	INR 733.98	INR 30,05,00,219.76
British International Investment plc	123 Victoria Street, London, SW1E 6DE, UK	13,21,562	INR 733.98	INR 97,00,00,076.76



RESOLVED FURTHER THAT pursuant to section 42 of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments for the time being in force) and subsequent filing of the Board resolution and/or the shareholders' resolution in this regard with the Registrar of Companies, the members hereby accords its approval to the Private Placement Offer Cum Application Letter in Form PAS-4 ("**Offer Letter**"), along with other documents and relevant annexures and the application form annexed thereto and authorizes any of the Director of the Company to sign, issue and deliver the Offer Letter, along with other documents, relevant annexures and the application form annexed thereto, to the persons mentioned above and to do all such actions, deeds, matters, writings and things as are necessary or expedient in this regard, including, but not limited to, undertaking filing of requisite forms and documents with the concerned Registrar of Companies / Ministry of Corporate Affairs / Reserve Bank of India.

RESOLVED FURTHER THAT authorization of the members be and is hereby granted to the Board to commence the procedure for preferential allotment of Class A1 Equity shares.

RESOLVED FURTHER THAT the draft form PAS-5 (Record of the private placement offer to be kept by the company), placed before the meeting, be and is hereby approved.

RESOLVED FURTHER THAT Ms. Hardika Shah, Director & CEO and Mr. Thirunavukkarasu Rajendran, Director, Ms. Aiswarya Ravi, Chief Financial Officer and Mr. Suthaja K.J., Company Secretary of the Company be and are hereby jointly and severally authorized, to:

- a) execute, dispatch and circulate such documents, deeds, notices, letters, agreements, power of attorneys, declarations, memorandums, instruments and forms as may be required in relation to or in connection with or pursuant to the issuance of the Private Placement Offer Letter cum application form to the major Investors or existing shareholders or issuance of the Equity Shares and to give effect to any transactions contemplated herein ("**Documents**") on behalf of the Company, including any amendments, modifications, supplements, restatements or novations thereto (now or in the future);
- b) do all such acts, matters, deeds and things and to execute all documents, file forms with, make applications to, receive approvals from, any persons, authorized dealers, governmental / regulatory authorities, including but not limited to the Registrar of Companies, Foreign Investment Promotion Board, Reserve Bank of India, and Income Tax authorities;
- c) sign and/or dispatch all documents and notices to be signed and/or dispatched by the Company under or in connection with the Documents; and
- d) to take all steps and do all things and give such directions, as may be required, necessary, expedient or desirable for giving effect to the Documents, the transactions contemplated therein and the resolutions mentioned herein."



2. Approval for amendment of 2017 ESOP scheme:

To consider, and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution** for amendment of 2017 ESOP scheme:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b), and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactments for the time being in force), and as per the Memorandum and Articles of Association of the Company and subject to the approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded for amendment of the Visage ESOP Plan 2017.

RESOLVED FURTHER THAT the Visage ESOP Plan 2017 consisting of 3,00,527 (Three Lakh Five Hundred and Twenty Seven) stock options be increased by 1,41,741 (One Lakh Forty One Thousand Seven Hundred and Forty One) stock options, thereby Visage ESOP Plan 2017 in aggregate shall consist of 4,42,268 (Four Lakh Forty Two Thousand Two Hundred and Sixty Eight) stock options, and except this change, all other terms conditions of both plans shall continue to subsist.

RESOLVED FURTHER THAT the Board be and is hereby authorised to create, offer, issue and allot at any time to or for the benefit of such person(s), who are in the permanent employment of the Company, present or future, as decided by the Board, stock options upto 4,42,268 (Four Lakh Forty Two Thousand Two Hundred and Sixty Eight) options convertible into 4,42,268 (Four Lakh Forty Two Thousand Two Hundred and Sixty Eight) equity shares of the face value of 10/- (Indian Rupees Ten only) each fully paid-up upon payment of the requisite exercise price, in such manner, during such period, in one or more tranches and on such other terms and conditions as the Board may decide in accordance with the Visage ESOP Plan 2017, subject to the provisions of law as may be prevailing at the relevant time.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Class A1 Equity Shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted, the above ceiling as mentioned in terms of each plan shall be deemed to be increased to the extent of such additional Class A1 Equity Shares issued.

RESOLVED FURTHER THAT in case the Class A1 Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the each schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of INR 10/- (Indian Rupees Ten only) per Class A1 Equity Share bears to the revised face value of the Class A1 Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.



RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized severally/jointly to make modifications, changes, variations, alterations or revisions in the Visage ESOP Plan 2017 as the Board may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013 Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and the Memorandum and Articles of Association of the Company and any other applicable laws."

By Order of the Board

For **Visage Holdings and Finance Private Limited**




Sutheja KJ
Company Secretary

Date: September, 12, 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

Approval for issue of Equity Shares on Preferential basis

The Company is planning on raising additional capital through issue of Class A1 equity shares. The Board discussed regarding increasing the paid-up share capital by way of issue of Class A1 equity shares on preferential basis at a share price INR 733.98/- (Indian Rupees Seven Hundred Twenty Three point Nine Eight only). In this regard, the Company had obtained valuation certificate from Siddharth Gupta, Registered Valuer Securities & Financial Assets (IBBI), at Lucknow, having certificate of registration number IBBI/RV/05/2019/11261 and 3Dimension Capital Services Limited a SEBI Registered Category-1 Merchant Banker, the copy of which is placed before the members. Members may please note that the board of directors of the Company (Board), vide its resolution dated September 12, 2022 has proposed to issue Class A1 equity shares to the prospective investors on preferential allotment basis. Pursuant to proviso to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the following disclosures are made:

1	Particulars of the offer including date of passing of Board resolution.	The Company proposes to issue 26,93,071 (Twenty Six Lakh Ninety Three Thousand Seventy One) Class A1 Equity Shares of INR 10/- (Indian Rupees Ten only) each at a premium of INR 723.98/- (Indian Rupees Seven Hundred Twenty Three point Nine Eight only) each for raising an aggregate amount of INR 1,97,66,60,252.58 (Indian Rupees One Hundred Ninety Seven Crores Sixty Six Lakhs Sixty Thousand Two Hundred and Fifty Two point Five Eight only). Date of the Board resolution: September 12, 2022
2	Kind of securities offered and the price at which security is being allotted.	Kind of Securities: Class A1 Equity Shares Price: The Subscription Shares are issued at an issue price of INR 733.98/- (Indian Rupees Seven Hundred Thirty-Three point Nine Eight only), i.e. each Class A1 Equity Shares having face value of INR 10/- (Indian Rupees Ten only) and premium of INR 723.98/- (Indian Rupees Seven Hundred Twenty-Three point Nine Eight only).
3	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made.	According to the valuation report dated August 30, 2022 issued by Siddharth Gupta, Registered Valuer Securities & Financial Assets (IBBI), at Lucknow, having certificate of registration number IBBI/RV/05/2019/11261 and 3Dimension Capital Services Limited a SEBI Registered Category-1 Merchant Banker, the fair market value of the Company's share is INR 733.98/- (Indian Rupees Seven Hundred Thirty Three point Nine Eight only) each. Hence, the Company has decided to issue said Class A1 Equity Shares at a premium of INR 723.98/- (Indian Rupees Seven Hundred Twenty Three point



		Nine Eight only), per Class A1 Equity Share, thereby rendering the issue price is not less than the fair market value for Company's shares as determined in the valuation report.
4	Name and address of valuer who performed valuation.	Name: Siddharth Gupta, Registered Valuer Securities & Financial Assets (IBBI), at Lucknow, having certificate of registration number IBBI/RV/05/2019/11261 Address: U.G.F-52, Aarohi Complex (Sahara Centre), Kapoorthala, Lucknow-226024, and Name: 3Dimension Capital Services Limited a SEBI Registered Category-1 Merchant Banker
5	Amount which the Company intends to raise by way of such securities.	The Company intends to raise upto INR 1,97,66,60,252.58 (Indian Rupees One Hundred Ninety Seven Crores Sixty Six Lakhs Sixty Thousand Two Hundred and Fifty Two point Five Eight only).
6	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities.	The material terms of raising Class A1 Equity Shares are as set forth below in table 2 under sub rule (1) of Rule 14 of the (Prospectus and Allotment of Securities) Rules, 2014. <u>Proposed time schedule:</u> The proposed time for which the private placement offer letter cum application form shall be valid, is 30 (Thirty) days from the date of the private placement offer letter cum application form. <u>Purpose or object of the offer:</u> The purpose of issuance of Class A1 Equity Shares is mentioned in sl. No. 3 of the table containing the disclosures under sub rule (1) of Rule 14 of the (Prospectus and Allotment of Securities) Rules, 2014. <u>None of the Directors are subscribing to the Class A1 Equity Shares.</u> <u>Contribution being made by the promoters or directors:</u> None. <u>Principle terms of assets charged as securities:</u> No assets of the Company are charged under this offer.

The material terms of raising Class A1 Equity Shares relevant to the issue of such shares to enable the shareholders to understand the meaning, scope and implications of the items of business and to take decision thereon are listed hereinbelow for their consideration (as mandated under sub rule (1) of Rule 14 of the (Prospectus and Allotment of Securities) Rules, 2014:



Sl. No.	SUBJECT	PARTICULARS
1	Size of the issue	The Company intends to raise INR 1,97,66,60,252.58 (Indian Rupees One Hundred Ninety Seven Crores Sixty Six Lakhs Sixty Thousand Two Hundred and Fifty Two point Five Eight only).
2	Number of shares to be issued, nominal value and nature of shares	26,93,071 (Twenty Six Lakh Ninety Three Thousand Seventy One) Class A1 Equity Shares of INR.10/- (Indian Rupees Ten only) each at a premium of INR 723.98/- (Indian Rupees Seven Hundred Twenty Three point Nine Eight only) per share Nature of shares: Class A1 Equity Shares
3	Objective of the issue	In view of the expansion and growth of the business of the Company, the Company requires additional capital/financial resources and accordingly, it is proposed to raise up to an amount of INR 1,97,66,60,252.58 (Indian Rupees One Hundred Ninety Seven Crores Sixty Six Lakhs Sixty Thousand Two Hundred and Fifty Two point Five Eight only).
4	Manner of issuance	Preferential allotment/private placement under Section 62(1) (c) and 42 of the Companies Act, 2013.
5	Price of shares	INR 733.98/- (Indian Rupees Seven Hundred Thirty Three point Nine Eight only), per Class A1 Equity Share
6	The basis on which the price has been arrived at	Valuation report dated August 30, 2022 issued by Siddharth Gupta, Registered Valuer Securities & Financial Assets (IBBI), at Lucknow, having certificate of registration number IBBI/RV/05/2019/11261 and Valuation report dated August 30, 2022 issued by 3Dimension Capital Services Limited a SEBI Registered Category-1 Merchant Banker
7	Terms of issue for Class A1 Equity Shares	The Class A1 Equity shares being issued are subject to the terms and conditions as set forth in the Amended and Restated Shareholders' Agreement dated September 12, 2022.
8	Current shareholding pattern of the Company	The current shareholding pattern of the Company is mentioned in Sl. No. 12 containing the disclosures to Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

Section 62(1)(c) of the Act read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 framed there under, inter alia, requires a Company to obtain the prior approval of the shareholders by way of a special resolution for issuance of shares or securities on preferential basis. Accordingly, the approval of the shareholders is being sought, by way of a special resolution, to offer, issue and allot the securities as set out above. A statement of disclosures as required under



Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issuance of the securities on preferential basis are as under:

Sl. No.	Particulars	Details	
1	Objects of the issue	Raising of additional funds for expansion and growth of business	
2	The total number of shares or other securities to be issued	26,93,071 (Twenty Six Lakh Ninety Three Thousand Seventy One) Class A1 Equity Shares	
3	The Price or price band at which allotment is proposed	INR 733.98/- (Indian Rupees Seven Hundred Thirty Three point Nine Eight only), per Class A1 Equity Shares	
4	Basis on which the price has been arrived at along with report of the registered valuer	The price has been arrived by the Board based on the valuation certificate dated August 30, 2022 issued by Siddharth Gupta, Registered Valuer Securities & Financial Assets (IBBI), at Lucknow, having certificate of registration number IBBI/RV/05/2019/11261 and 3Dimension Capital Services Limited a SEBI Registered Category-1 Merchant Banker Copies of the valuation reports are attached to this notice.	
5	The Relevant Date on the basis of which price has been arrived at	The relevant date on which the price has been arrived at is June 30, 2022.	
6	The class or classes of persons to whom the allotment is proposed to be made:	As per following table	
Sl. No.	Name & Address	Category	Number of Class A1 Equity Shares
1	Nuveen Global Impact Fund India S.À R.L	Foreign Corporate	Body 9,62,097
2	Pettelaar Effectenbewaarbedrijf N.V.	Foreign Corporate	Body 4,09,412
3	British International Investment plc	Foreign Corporate	Body 13,21,562
7	Intention of promoters/directors/Key Management persons to subscribe to the offer	None of the promoters/directors/Key Management persons intend to subscribe to the proposed issue	



8	The Proposed time within which the allotment shall be completed	60 days from the date of receipt of funds by the Company				
9	The change in control, if any, in the Company that would occur consequent to the preferential offer	NA				
10	The number of Persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Sl. No	Number of Securities Allotted	Type of Securities allotted	Price security (in INR)	Aggregate value of securities (in INR)
		1	23,37,717	Equity Shares	INR 642.23	INR 1,50,13,51,988.91
		2	9,03,103	Equity Shares	INR 642.23	INR 57,99,99,839.69
		3	15,28,066	Non-convertible Debenture	INR 100	INR 15,28,06,600
		4	15,28,066	Non-convertible Debenture	INR 100	INR 15,28,06,600
		5	150	Non-convertible Debenture	INR 10,00,000	INR 15,00,00,000
		6	90	Non-convertible Debenture	INR 10,00,000	INR 9,00,00,000
		7	7859	Non-convertible Debenture	INR 1,00,000	INR 78,59,00,000
		9	6,952	Non-convertible Debenture	INR 1,00,000	INR 69,52,00,000
11	Justification for the allotment proposed to be made for	Not Applicable				



consideration other than cash together with the valuation report of the registered valuer	
---	--

12. The pre issue and post issue shareholding pattern of the Company:

Sl. No.	Category	Pre-Issue		Post Issue	
		No. of Shares held	% of Share Holding	No. of Shares held	% of Share Holding
A	Promoter's Holding				
I	Indian	--	--	--	--
a.	Individual	12,34,655	11.26%	12,34,655	8.95%
b.	Body Corporate	--	--	--	--
	Sub-Total	12,34,655	11.26%	12,34,655	8.95%
II	Foreign Promoters	--	--	--	--
	Sub-Total (A)	12,34,655	11.26%	12,34,655	8.95%
B	Non-Promoter's Holding				
I	Institutional Investors	--	--	--	--
II	Non-Institution:	--	--	--	--
a.	Private Corporate Bodies				
	Domestic	--	--	--	--
	Foreign	88,03,170	80.28%	1,14,96,241	83.30%
b.	Directors and Relatives	--	--	--	--
c.	Indian Public	--	--	--	--
e.	Others (including NRIs)	9,28,560	8.46%	10,70,301	7.75%
e.	Sub-Total (B)	97,31,730	88.74%	1,25,66,542	91.05%
f.	Grand Total	1,09,66,385	100%	1,38,01,197	100%

The shareholding pattern of the Company "AS IS" (non-diluted) basis is as below:

Sl. No.	Category	Pre-Issue		Post Issue	
		No. of Shares held	% of Share Holding	No. of Shares held	% of Share Holding
A	Promoter's Holding				
I	Indian	--	--	--	--
a.	Individual	9,19,420	8.63%	9,19,420	6.82%
b.	Body Corporate	--	--	--	--
	Sub-Total	9,19,420	8.63%	9,19,420	6.82%
II	Foreign Promoters	--	--	--	--
	Sub-Total (A)	9,19,420	8.63%	9,19,420	6.82%
B	Non-Promoter's Holding				
I	Institutional Investors	--	--	--	--
II	Non-Institution:	--	--	--	--



a.	Private Corporate Bodies				
	Domestic	--	--	--	--
	Foreign	88,03,170	82.65%	1,14,96,241	85.25%
b.	Directors and Relatives	--	--	--	--
c.	Indian Public	--	--	--	--
e.	Others (including NRIs)	9,28,560	8.72%	10,70,301	7.94%
e.	Sub-Total (B)	97,31,730	91.37%	1,25,66,542	93.19%
f.	Grand Total	1,06,51,150	100%	1,34,85,962	100%

13. Identity of proposed allottee(s), percentage of post preferential offer capital to be held by them: (Total % given is on fully diluted basis)

Sl. No.	Name	No. of Equity shares proposed to be allotted	Present holding in Equity Shares in Company %	Post holding of Equity Shares in Company (in %)
1	Nuveen Global Impact Fund India S.À R.L	9,62,097	21.32	23.91
2	Pettelaar Effectenbewaarbedrijf N.V.	4,09,412	8.24	9.51
3	British International Investment plc	13,21,562	-	9.58

Pursuant to provisions of Sections 42 and 62 of the Companies Act, 2013, and the rules made thereunder, the shareholders of the Company must accord their consent to the proposed issue of Class A1 equity shares on preferential basis.

The proposed issue is also in compliance with the conditions of Section 42 of the Companies Act, 2013 read with the Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share capital & Debentures) Rules, 2014

The Company has received the valuation certificate dated August 30, 2022 from Mr. Siddharth Gupta, Registered Valuer Securities & Financial Assets (IBBI), at Lucknow, having certificate of registration number IBBI/RV/05/2019/11261 and 3Dimension Capital Services Limited a SEBI Registered Category-1 Merchant Banker to arrive at the issue price set out above

Accordingly, the board of directors recommend the **special resolution** for the approval of the members. for the same.

All the Documents and papers referred to in the resolution along with detailed projections, valuation report and other related documents shall be available for inspection between 10:00 a.m. to 5:00 p.m. on all working days at the registered office of the Company and shall also be available for inspection during the meeting.

None of the Directors/KMP's and their relatives are in any way interested in the aforesaid resolution.



Item No: 2

Approval for Amendment of Visage ESOP Plan 2017

The Company is in the process of amending Visage ESOP Plan 2017 by increasing the stock options in Visage ESOP Plan 2017 from 3,00,527 (Three Lakh Five Hundred and Twenty Seven) stock options to 4,42,268 (Four Lakh Forty Two Thousand Two Hundred and Sixty Eight) stock options by way of amendment as 1,41,741 (One Lakh Forty One Thousand Seven Hundred and Forty One) new stock options are added, so as to enable the option grantees/ employees to reap the benefits under the existing scheme and to promote the culture of ownership amongst more employees.

In this view, it is proposed to amend the Visage ESOP Plan 2017 by way of special resolution as mentioned above. The remaining terms and conditions under the scheme shall continue to subsist.

Consent of the members is therefore being sought pursuant to Section 62 (1) (b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and the Memorandum of Association and AOA of the Company, and any other applicable laws, for approving the amendments under the Visage ESOP Plan 2017.

It may be noted that the amendments of the ESOP Plan are not prejudicial to the interests of the option grantees/employees 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.

The Board therefore seeks approval of members for the same.

//Certified True Copy//

For **Visage Holdings and Finance Private Limited**




Sutheja K.J.

Company Secretary

Membership Number: A39340

Date: September 12, 2022

Place: Bengaluru

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

1. Name:

Address:

Bangalore-

E-mail Id:

Signature: September 12, 2022

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 September 12, 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 issue and allotment of Class A1 Equity Shares on Preferential basis
2. Approval for Amendment of Visage ESOP Plan 2017

Affix Revenue Stamp

Signed this September 12, 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
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.

A. 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

