

NOTICE

Visage Holdings and Finance Private Limited

CIN: U74899KA1996PTC068587Registered Office: #50, 2nd Floor, 100 Feet Road, HAL 2nd Stage, Indiranagar,
Bangalore – 560038

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

NOTICE is hereby given that the 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 Monday, 16th day of March 2020 at 17:00 Hours at a shorter consent to transact the following businesses:

SPECIAL BUSINESS:**1. To approve the reappointment of Ms. Bhavna Thakur**

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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013('the Act') and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, Ms. Bhavna Thakur (DIN 07068339) who was appointed as an Independent Director of the Company for a term of 5 (Five) years, and is eligible for reappointment as an Independent Director, be and is hereby reappointed as an Independent Director of the Company for a term of consecutive 5 (five) years effective 28th January, 2020 up to 27th January, 2025.

RESOLVED FURTHER THAT the Directors of the Company be and is hereby authorized to such acts, deeds and things (including filing of prescribed) as may be deemed necessary to give effect to the above resolution.”

2. Approval for issue of Non-Convertible Debentures on Private Placement Basis

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

“RESOLVED THAT pursuant to the provisions of Section 42, 71 and other 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) along with applicable provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as may be amended from time to time, and subject to such other applicable laws, rules and regulations and guidelines, the consent of the members of the Company be and is hereby accorded to the board of directors of the Company ("**Board**") to raise funds for its general corporate purposes by way of issuance of non-convertible debentures ((a)



subordinated, (b) listed or unlisted, (c) senior secured, (d) senior unsecured, (e) unsecured, (f) any others (Market-Linked Debentures, as may be determined)) ("NCDs"), on a private placement basis, in one or more series/tranches on such terms and conditions as may be determined by the Board provided that the aggregate amount of NCDs offered/proposed to be offered shall not exceed INR 600 Crores (Indian Rupees Six Hundred Crores Only) for the period of one year from the date of this resolution."

"RESOLVED FURTHER THAT the Board 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
For **Visage Holdings and Finance Private Limited**



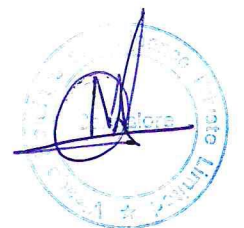
Moumita Sen
Company Secretary



Date: 13.03.2020
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. The consent for holding the meeting at short notice has been received from the shareholders in accordance with the provisions of Section 101(1) 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: 1

Ms. Bhavna Thakur (DIN: 07068339) was appointed as an Independent Director of the company for a period of 5 years effective from 28th January 2015 to 28th January, 2020. As per the provisions of Section 149 of the Companies Act, 2013 and the Rules made thereunder, an Independent Director can be reappointed for a second term of 5 (five) years on recommendation of the Nomination & Remuneration Committee to the Board of Directors subject to approval by the shareholders by way of special resolution. The Board at its meeting dated 12th December, 2019 has reappointed Ms. Bhavna Thakur for a second term of 5(Five) years.

Ms. Bhavna Thakur has given declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and intimation in Form DIR-8, to the effect that she is not disqualified under Sub-section(2) of Section 164 of the Companies Act 2013. The Board of Directors recommends reappointment of Ms. Bhavna Thakur for approval by shareholders of the Company.

None of the Directors/KMPs of the Company and their relatives are in any way, except Ms. Bhavna Thakur, is concerned or interested in this Resolution.

Item No: 2

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Prospectus and Allotment Rules**") deals with private placement of securities by a company. Rule 14 of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain previous approval of its shareholders/members ("**Members**") by means of a special resolution. Rule 14 of the Prospectus and Allotment Rules further prescribes that in case of the issue of non-convertible debentures, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such NCDs issued during a period of 1 (one) year from the date of passing of the aforementioned special resolution.

The Company is planning to raise funds for its general corporate purposes by way of issuance of non-convertible debentures ((a) subordinated, (b) listed or unlisted, (c) senior secured, (d) senior unsecured, (e) unsecured, and/or (f) any others (including market linked debentures)) ("**NCDs**") on a private placement basis, in one or more series/tranches, upto INR 600 Crores (Indian Rupees Six Hundred Crores Only) pursuant to Section 42, 71 of the Companies Act 2013 and the rules framed thereunder.

Pursuant to provisions to Rule 14(1) of the Prospectus and Allotment Rules, the following disclosures are made:

1.	Particulars of the offer including date of passing of Board Resolution	Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed, it shall be sufficient if the company passes a previous special resolution only once in a
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		<p>year for all the offers or invitations for such NCDs during the year.</p> <p>In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs ((a) subordinated, (b) listed or unlisted, (c) senior secured, (d) senior unsecured, (e) unsecured, and/or (f) any others (including market linked debentures)) shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board resolution shall be mentioned/disclosed in the private placement offer and application letter for each offer/issue of NCDs.</p>
2.	Kind of securities offered and the price at which security is being allotted	<p>Non-convertible debt securities/NCDs.</p> <p>The NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided by the Board for each specific issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective issue.</p>
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board, in discussions with the relevant investor(s).
4.	Name and address of valuer who performed valuation	Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.
5.	Amount which the Company intends to raise by way of such securities	The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, provided that the amounts of all such NCDs at any time issued within the period of 1 (one) year from the date of passing of the aforementioned shareholders resolution shall not exceed the limit specified in the aforementioned resolution.
6.	Material terms of raising such securities, proposed time schedule, purposes or objects	The specific terms of each offer/issue of NCDs shall be decided from time to time.




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	within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.
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Accordingly, consent of the Members are sought in connection with the aforesaid issue of NCDs and they are requested to authorize the Board to issue such NCDs during the year on private placement basis upto INR 600 Crores (Indian Rupees Six Hundred Crores only) as stipulated above in one or more tranches.

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

By Order of the Board

For **Visage Holdings and Finance Private Limited**



Moumita Sen
Company Secretary



Date: 13.03.2020

Place: Bangalore