

NOTICE

NOTICE is hereby given that the 02/2022-23 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 Tuesday, April 19, 2022, at 17:00 hours, at a shorter consent to transact the following businesses:

SPECIAL BUSINESS:

1. Approval for adoption of restated articles of association

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

"RESOLVED THAT pursuant to provisions of Section 5(3) and 5(4), 14 and any other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules made there under (including any statutory modification or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded unanimously to adopt the restated articles of association of the Company, in substitution of the existing articles of association of the Company, a draft as placed before the members, including the incorporation of entrenchment provisions thereunder, pursuant to the Shareholders' Agreement dated February 22, 2022 entered by and amongst the Company, Hardika Shah, John Ayliffe, UIP Visage LLC, Mesoloan LLC, Sorenson Impact Foundation, Kinara Capital Holdings Pte. Limited, Michael & Susan Dell Foundation, Unitus Impact PCC – LIF Mauritius, Gaja Capital Fund II Limited, Gaja Capital India AIF Trust, Global Impact Funds SCA SICAR SubFund Global Financial Inclusion Fund, Patamar Fund II Singapore Pte. Ltd., Magallanes Impacto FIL, Los Gaduares S.L., Vicente Masaveu Menéndez Pidal, José Julián Martínez Panadero, Javier Martínez Panadero, Sociedad de Gestión Patrimonial Banix S.L., Mindfulness Investments S.L. Cristina Cardo Ases, Nuveen Global Impact Fund India S.à r.l. and Pettelaar Effectenbewaarbedrijf N.V. acting in its capacity as legal owner of the assets of ASN Microkredietpool, represented by Triple Jump B.V.

RESOLVED FURTHER THAT Ms. Hardika Shah, Director & CEO and Mr. Thirunavakkurasu R, Director, Ms. Aiswarya Ravi, Chief Financial Officer and Mr. Sutteja K.J. Company Secretary of the Company be and are hereby authorized severally to take all such steps and actions for the purposes of making relevant filings and registration, if any required, including filings to be made with the Registrar of Companies, in relation to the aforesaid adoption of the restated articles of association of the Company and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any Director or Company Secretary of the Company may be furnished to any relevant person(s)/ authority(ies) as and when required."

//Certified True Copy//

For **Visage Holdings and Finance Private Limited**



Sutteja K.J.
Company Secretary
Membership Number: A39340

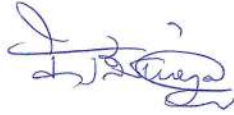


Date: April 19, 2022

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 a poll, 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 in accordance with the provisions of Section 101(1) of the Companies Act, 2013.



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

Item No: 1

Pursuant to the Amended and Restated Shareholders' Agreement dated February 22, 2022, the Board has approved the alteration of Articles of Association vide meeting dated April 19, 2022 to incorporate the entrenchment clauses in the same.

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

Pursuant to provisions of Sections 13 of the Companies Act, 2013, and the rules made thereunder, the members of the Company are requested to accord their consent to the proposed alteration of Article of Association.

The Board seeks approval of the members for the same pursuant to the provisions of Section 14 of the Companies Act, 2013.

//Certified True Copy//

For **Visage Holdings and Finance Private Limited**



Suthuja K.J.
Company Secretary
Membership Number: A39340



Date: April 19,2022

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: _____

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 April 19, 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 adoption of restated articles of association

Signed this _____ 2022

Affix Revenue
Stamp

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.



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: April 19, 2022 at 17:15 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.

Member's/ Proxy's Name in Block Letters

Member's/ Proxy's Signature



Route map to the venue of the meeting

