

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of Visage Holdings and Finance Private Limited be held at the Company's Registered Office at #50, 2nd Floor, 100 Feet Road, HAL 2nd Stage, Indiranagar, Bangalore - 560038 November 20 2020 at 12:00 PM at shorter consent to transact the following businesses:

SPECIAL BUSINESS:

1. To approve the 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 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 of the Company be and is hereby accorded unanimously to adopt the restated articles of association of the Company, as placed before the members.

"RESOLVED FURTHER THAT the Board of Directors 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 (ROC), in relation to the aforesaid adoption of the restated articles of association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

2. To take note of 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 Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any amendment to or re-enactment thereof), and as per the applicable provisions of the Memorandum and Articles of Association of the Company, the members of the Company take note of the allotment of 3,55,314 (Three Lakhs Fifty-Five Thousand Three Hundred and Fourteen) Class A1 Equity Shares of INR 10/- (Indian Rupees Ten only) at a premium of 625/- (Indian Rupees Six Hundred And Twenty-Five only) aggregating to INR INR 22,56,24,390 (Indian Rupees Twenty-Two Crores Fifty-Six Lakhs & Twenty-Four Thousand Three Hundred and Ninety only) to the following persons on preferential basis.

Mounita Sen



Name	Address	Number of Class A1 Equity Shares	Price per share (INR)	Total Amount (INR)
Gaja Capital Fund II Limited	Office 905 9 th Floor Sterling Tower, 14 Poudriere Street, Port Louis, Mauritius Email ID: ashraf.ramtoola@sgggroup.com	1,41,732	INR 635/-	8,99,99,820
Michael & Susan Dell Foundation ("MSDF")	4417, Westlake Drive, Austin, TX 78746, USA Email ID: misty.burns@msdf.org	1,02,362	INR 635/-	6,49,99,870
Global Impact Funds SCA-SICAR Subfund Global Financial Inclusion Fund (GAWA)	20, rue de la Poste, L-2346, Luxembourg Email ID: avitorica@gawacapital.com	1,02,362	INR 635/-	6,49,99,870
Patamar Fund II Singapore Pte. Ltd.	1 George Street, #07-03, One George Street, Singapore-049145 Email ID: fpickering@vulpesinvest.com Fund Administrator address: 151 Chin Swee Road, 07-12 Manhattan House, Singapore 169876	8,858	INR 635/-	56,24,830

Moumita Sen



And the shares be allotted as follows:

F.No/DP Client ID	ID	Name	S.C No	Number of shares	Distinctive no from	Distinctive no to
67/IN301799 10086745		Gaja Capital Fund II Limited ("Gaja")	Not Applicable	1,41,732	67,24,108	68,65,839
64/IN303622 10001576		Michael & Susan Dell Foundation	Not Applicable	1,02,362	68,65,840	69,68,201
69/IN301348 20151519		Global Impact Funds SCA- SICAR Subfund Global Financial Inclusion Fund ("GAWA")	Not Applicable	1,02,362	69,68,202	70,70,563
78		Patamar Fund II Singapore Pte. Limited	132	8,858	70,70,564	70,79,421

By Order of the Board




Moumita Sen
Company Secretary

Date: 20.11.2020

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. 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 consent has been received from the shareholders in accordance with the provisions of Section 101(1) of the Companies Act, 2013.

Mourita Sen



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

In connection with the execution of (i) the Share Subscription Agreement entered into and amongst the Company, Gaja Capital Fund II Limited, Global Impact Funds SCA-SICAR SubFund Global Financial Inclusion Fund, Patamar Fund II Singapore Pte Ltd., Michael & Susan Dell Foundation and Ms. Hardika Shah, the Founder of the Company; and (ii) the Amended and Restated Shareholders Agreement entered into 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 and 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. and Cristina Cardo Ases, the Company is required to adopt the restated Articles of Association (AOA) to reflect the required changes. Hence the board of directors of the Company (Board), has proposed for the members to adopt the restated articles of association of the Company by way of unanimous resolution.

Pursuant to provision of Section 14 of the Companies Act, 2013, the shareholders of the Company must accord their consent to the proposed alteration of Articles of Association. The Board therefore seeks approval for the same

None of the Director/KMPs or their relatives are in anyway interested in the aforesaid resolution.

Item No.2

Pursuant to the allotment of 3,55,314 (Three Lakhs Fifty-Five Thousand Three Hundred and Fourteen) Class A1 Equity Shares of INR 10/- (Indian Rupees Ten only) at a premium of 625/- (Indian Rupees Six Hundred And Twenty-Five only) aggregating to INR INR 22,56,24,390 (Indian Rupees Twenty-Two Crores Fifty-Six Lakhs & Twenty-Four Thousand Three Hundred and Ninety only) by the Board to potential investors, the members are requested to take note of the same

None of the Director/KMPs or their relatives are in anyway interested in the aforesaid resolution except to the extent of existing shareholders viz Gaja Capital Fund II Limited, Global Impact Funds SCA-SICAR SubFund Global Financial Inclusion Fund, Patamar Fund II Singapore Pte Ltd., Michael & Susan Dell Foundation, subscribing to additional shares of the Company.

By Order of the Board



Moumita Sen
Moumita Sen
Company Secretary

Date: 20.11.2020
Place: Bangalore