

NOTICE

NOTICE is hereby given that the 08/2022-23 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, 21st day of November, 2022 at 17:00 Hours at a shorter consent to transact the following businesses:

SPECIAL BUSINESS:

1. APPROVAL FOR APPOINTMENT OF MS. ORSOLYA FARKAS AS DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution** for appointment of Director:

“**RESOLVED THAT** pursuant to provisions of Section 152 of the Companies Act, 2013 and other applicable provisions (including any modifications or re-enactment thereof), if any and Article No. 8.2 of Articles of Association of the Company, Ms. Orsolya Farkas (DIN: 09737828) who was nominated by Pettelaar Effectenbewaarbedrijf N.V. represented by Triple Jump B.V., be and is hereby appointed as non-executive director of the Company with immediate effect.

RESOLVED FURTHER THAT Ms. Hardika Shah, Director & CEO, Mr. Thirunavukkarasu Rajendran, Director and Mr. Sutheja K.J., Company Secretary be and are hereby severally authorized to do all acts, deeds, matters, and things as may be deemed necessary and to sign and execute all necessary documents, applications, and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form(s) with the Registrar of Companies.”

By Order of the Board

For **Visage Holdings and Finance Private Limited**



Sutheja KJ
Company Secretary

Date: November 18, 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 APPOINTMENT OF MS. ORSOLYA FARKAS AS DIRECTOR OF THE COMPANY

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and other applicable provisions (including any modifications or re-enactment thereof), if any and Article No. 8.2 of Articles of Association of the Company, Ms. Orsolya Farkas (DIN: 0009737828) nominated by Pettelaar Effectenbewaarbedrijf N.V., represented by Triple Jump B.V., is proposed to be appointed as non-executive director with effect from the date of passing of resolution by the shareholders of the Company.

The Board on November 17, 2022 has approved and recommended the appointment for shareholders' approval by way of ordinary resolution.

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

DETAILS OF THE PROPOSED DIRECTOR AS REQUIRED UNDER THE SECRETARIAL STANDARD -2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

1	Director Identification Number (DIN)	09737828
2	Name (in full)	Ms. Orsolya Farkas
3	Father's Name (in full)	Mr. Istvan Farkas
4	Address	3 ter rue Louis Blanc 92250 La Garenne Colombes, France
5	Age	44
6	Qualification	M. A in Public Affairs, Princeton University B. A in Business, University of New Hampshire
7	Experience	15 years investment experience in the financial sector, board member of banks and NBFCs in several countries
8	Terms and conditions of appointment	Nominated as non-executive director by Pettelaar Effectenbewaarbedrijf N.V. pursuant to the Shareholders' Agreement dated September 12, 2022
9	Remuneration sought to be paid	Nil
10	Terms of remuneration and last drawn remuneration	NA
11	Date of first appointment on the Board	NA
12	Shareholding in the company	Nil
13	Relationship with other Directors,	None

	Manager and other Key Managerial Personnel of the company	
14	The number of Meetings of the Board attended during the year	NA
15	Other Directorships	As per the form MBP-1 (disclosure of interest)
16	Membership/ Chairmanship of Committees of other Boards	None

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: November 18, 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: November 18, 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 November 21, 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 appointment of Ms. Orsolya Farkas as director of the company

Affix Revenue
Stamp

Signed this November 18, 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

