

NOTICE

NOTICE is hereby given that the 02/2022 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, 22nd day of February, 2022 at 17:15 Hours at a shorter consent to transact the following businesses:

SPECIAL BUSINESS:

1. Approval for increasing the authorised share capital and amendment to the Memorandum of Association of the company:

To consider, and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution** for increasing the authorised share capital:

RESOLUTION NO. 01

"RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) and the rules framed there under and Articles of Association of the Company and subject to any other approvals, consents, sanctions, permissions as may be necessary from appropriate statutory and regulatory authorities, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing INR 7,91,16,000 (Indian Rupees Seven Crores Ninety-One Lakhs Sixteen Thousand only) divided into 3,00,000 (Three Lakhs) Class A Equity Shares of INR 10/- each (Indian Rupees Ten only) and 76,11,600 (Seventy-Six Lakhs Eleven Thousand Six Hundred) Class A1 Equity Shares of INR 10/- (Indian Rupees Ten only) each to INR 11,32,98,390 (Indian Rupees Eleven Crores Thirty Two Lakhs Ninety-Eight Thousand Three Hundred and Ninety only) divided into 3,00,000 (Three Lakhs) Class A Equity Shares of INR 10/- (Indian Rupees Ten only) each and 1,10,29,839 (One Crore Ten Lakhs Twenty-Nine Thousand Eight Hundred and Thirty-Nine) Class A1 Equity Shares of INR 10/- (Indian Rupees Ten only) each by creation of additional 34,18,239 (Thirty-Four Lakhs Eighteen Thousand Two Hundred and Thirty-Nine) Class A1 Equity Shares of INR 10/- (Indian Rupees Ten only) each ranking pari passu in all respects with the existing Class A1 Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 of the Companies Act, 2013, and all other applicable provisions, if any, and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place and stead the following new clause V: -



V. The Authorised Share Capital of the Company is INR 11,32,98,390 (Indian Rupees Eleven Crores Thirty-Two Lakhs Ninety-Eight Thousand Three Hundred and Ninety only) divided into 3,00,000 (Three Lakhs) Class A Equity Shares of Rs. 10/- (Indian Rupees Ten only) each and 1,10,29,839 (One Crore Ten Lakhs Twenty-Nine Thousand Eight Hundred and Thirty-Nine) Class A1 Equity Shares of Rs. 10/- (Indian Rupees Ten only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Directors, CFO or CS of the Company be and are hereby severally authorized to take all steps and actions and give such directions as may be in their absolute discretion deemed necessary and to settle any questions that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

RESOLUTION NO. 02

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

“RESOLVED THAT, in supersession of any previous resolution/s passed in this regard, 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 be and is hereby accorded to the Board of directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee(s) and/or any of the Director(s) or person(s) authorized by the Board to exercise powers conferred by this resolution to the extent permitted by law) to raise funds for its general corporate purposes/expanding its loan portfolios by way of issuance of non-convertible debentures ((a) sub-ordinated, (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 up to the tenure of 7 (Seven) years on such terms and conditions as may be determined by the Board of Directors provided that the aggregate amount of NCDs offered/proposed to be offered shall not exceed INR 700,00,00,000/- (Indian Rupees Seven Hundred Crores Only) for the period of one year from the date of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company 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**



Sutheja KJ
Company Secretary

Date: February 22, 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. 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

As the Company is proposing to infuse equity capital, it is imperative to increase the authorized capital of the Company accordingly. Pursuant to Section 61 of the Companies Act, 2013 consent of the members by way of an ordinary resolution is required to approve the said increase in authorized capital from the existing INR 7,91,16,000 (Indian Rupees Seven Crores Ninety-One Lakhs Sixteen Thousand only) divided into 3,00,000 (Three Lakhs) Class A Equity Shares of INR 10/- each (Indian Rupees Ten only) and 76,11,600 (Seventy-Six Lakhs Eleven Thousand Six Hundred) Class A1 Equity Shares of INR 10/- (Indian Rupees Ten only) each to INR 11,32,98,390 (Indian Rupees Eleven Crores Thirty Two Lakhs Ninety-Eight Thousand Three Hundred and Ninety only) divided into 3,00,000 (Three Lakhs) Class A Equity Shares of INR 10/- (Indian Rupees Ten only) each and 1,10,29,839 (One Crore Ten Lakhs Twenty-Nine Thousand Eight Hundred and Thirty-Nine) Class A1 Equity Shares of INR 10/- (Indian Rupees Ten only) each by creation of additional 34,18,239 (Thirty-Four Lakhs Eighteen Thousand Two Hundred and Thirty-Nine) Class A1 Equity Shares of INR 10/- (Indian Rupees Ten only) each ranking pari passu in all respects with the existing Class A1 Equity Shares of the Company.

In furtherance to the increase in authorized share capital of the Company, the Capital Clause in the Memorandum of Association of the Company is required to be amended to reflect the revised authorized capital pursuant to Section 13 of the Companies Act, 2013 by way of an ordinary resolution.

Pursuant to additional information as required under Section 102 of the Companies Act, 2013, it is to be noted that none of the Director's/ KMP's have any concern or interest, financial or otherwise in increasing the authorized share capital of the Company; and are not interested in the proposed resolution and that the proposed resolution is to authorize the Board of Directors to increase the Authorize Share Capital of the Company and also to authorize to submit all applications / forms / documents through electronic mode or in physical form with respective authorities. This is a statutory requirement under the provisions of the Companies Act, 2013.

The Board therefore seeks approval of members for the same.



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/expanding its loan portfolios 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 700,00,00,000/- (Indian Rupees Seven 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:

<p>1.</p>	<p>Particulars of the offer including date of passing of Board Resolution</p>	<p>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 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</p>
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		of the relevant board resolution shall be mentioned/disclosed in the private placement offer and application letter for each offer/issue of NCDs.
2.	Kind of securities offered and the price at which security is being allotted	Non-convertible debt securities/NCDs. 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.
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 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 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, 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.

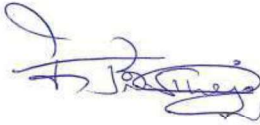


Accordingly, consent of the Members is sought in connection with the aforesaid issue of NCDs and they are requested to authorize the Board to issue such NCDs during the year on private placement basis upto INR 700,00,00,000/- (Indian Rupees Seven Hundred Crores only) as stipulated above in one or more tranches.

Pursuant to additional information as required under Section 102 of the Companies Act, 2013, it is to be noted that none of the Director's/ KMP's have any concern or interest, financial or otherwise; and are not interested in the proposed resolution and that the proposed resolution is to approve the issue of Non-Convertible Debentures on Private Placement Basis and also to authorize to submit all applications / forms / documents through electronic mode or in physical form with respective authorities. This is a statutory requirement under the provisions of the Companies Act, 2013.

By Order of the Board

For **Visage Holdings and Finance Private Limited**



Sutheja KJ
Company Secretary

Date: February 22, 2022

Place: Bangalore

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/ Clint Id: DP ID:
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I/ We being the member of Visage Holdings and Finance Private Limited holding _____ shares, hereby appoint

1. Name:
Address:
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 22nd February, 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 increase in authorised share capital & amendment in MOA
2. Approval for issue of Non-Convertible Debentures on Private Placement Basis

Affix Revenue Stamp

Signed this _____ 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.

Route map for the Meeting

