

**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, 2<sup>nd</sup> Floor, 100 Feet Road, HAL 2<sup>nd</sup> Stage, Indiranagar, Bangalore – 560038 on October 22, 2020 at 14:00 Hours at shorter consent to transact the following businesses:

**1. Approval for increase in Authorised Share Capital of the Company**

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

**"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 by way of ordinary resolution, be and is hereby accorded to increase the Authorized Share Capital of the Company from existing INR 7,55,56,000 (Rupees Seven Crores Fifty-Five Lakhs Fifty-Six Thousand only) divided into 3,00,000 (Three Lakhs) Class A Equity Shares of INR 10/- each and 72,55,600 (Seventy-Two Lakhs Fifty-Five Thousand Six Hundred) Class A1 Equity Shares of INR 10/- each to INR 7,91,16,000 (Indian Rupees Seven Crores Ninety-One Lakhs and Sixteen Thousand only) divided into 3,00,000 (Three Lakhs) Class A Equity Shares of INR 10/- each and 76,11,600 (Seventy-Six Lakhs Eleven Thousand and Six Hundred) Class A1 Equity Shares of INR 10/- each by creation of additional 3,56,000 (Three Lakhs Fifty-Six Thousand) Class A1 Equity Shares of INR 10/- 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 Rs. 7,91,16,000 (Indian Rupees Seven Crores Ninety-One Lakhs and Sixteen Thousand) divided into 3,00,000 (Three Lakhs) Class A Equity Shares of Rs. 10/- each and 76,11,600 (Seventy-Six Lakhs Eleven Thousand and Six Hundred) Class A1 Equity Shares of Rs. 10/- each."**

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby severally authorized to take all such steps and actions and give such directions as may be in their absolute discretion deemed necessary and to settle any question 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 issuance of Commercial Papers on Private Placement Basis C A P I T A L**

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 Section 42, Section 179 of the Companies Act, 2013, read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and subject to, and in accordance with, the provisions of and any approvals that may be required, under the Companies Act, 2013 and the rules made there under (including any statutory modifications or re- enactments for the time being in force), the 'Reserve Bank Commercial Paper Directions, 2017' issued by the Reserve Bank of India as amended, restated or modified from time to time, 'Operational Guidelines on Commercial Paper by Fixed Income Money Market and Derivatives Association of India as amended, restated or modified from time to time, the 'Framework for listing of Commercial Paper' issued by Securities and Exchange Board of India, the guidelines issued by the Securities and Exchange Board of India with respect to electronic book mechanism and the operational guidelines issued by the relevant Electronic Book Provider, as may be amended, clarified or updated from time to time as may be applicable, the applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("**RBI**"), Securities and Exchange Board of India ("**SEBI**") and the Fixed Income Money Market and Derivatives Association of India ("**FIMMDA**") and the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (the "**Board**"), to raise funds up to INR 100,00,00,000/- (Indian Rupees One hundred Crores) by issuance of rated, listed or unlisted, secured or unsecured Commercial Paper(s) on a private placement / preferential or any other basis, either in physical or dematerialised form or through any other mode as applicable, on such terms and conditions as Board of Directors may decide at their discretion, in one or more tranches during the financial year 2020-2021.

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertaking, certificates, confirmation, letters as may be necessary for giving effect to the above resolution."



By Order of the Board

Moumita Sen  
Company Secretary

Date: 22.10.2020

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.

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

**Item No.1**

Pursuant to proposed investment of additional equity capital by existing Major Investors of the Company by way of subscription to Class A1 Equity Shares, the Company needs to increase its Authorised Share Capital from INR 7,55,56,000 (Indian Rupees Seven Crores Fifty-Five Lakhs Fifty-Six Thousand only) divided into 3,00,000 (Three Lakhs) Class A Equity Shares of INR 10/- each and 72,55,600 (Seventy-Two Lakhs Fifty-Five Thousand Six Hundred) Class A1 Equity Shares of INR 10/- each to INR 7,91,16,000 (Indian Rupees Seven Crores Ninety-One Lakhs and Sixteen Thousand) divided into 3,00,000 (Three Lakhs) Class A Equity Shares of INR 10/- each and 76,11,600 (Seventy-Six Lakhs Eleven Thousand and Six Hundred) Class A1 Equity Shares of INR 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

Hence, the board of directors of the Company ("Board"), vide its resolution dated 22<sup>nd</sup> October, 2020, has proposed to increase the Authorized Share Capital of the Company.

Pursuant to the provisions of Sections 61 and 64 of the Companies Act, 2013, the shareholders of the Company must accord their consent to the proposed increase in the authorized share capital by way of an ordinary resolution. The Board therefore seeks approval for the same.

None of the Directors/KMPs is in any way interested in the aforesaid resolution.

**Item No. 2**

In terms 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") (the Rules), a Company shall not make Private Placement of its Securities unless the proposed offer of Securities or invitation to subscribe to Securities has been previously approved by the members of the Company by a Special Resolution.

The Company is planning to raise funds for the general corporate purpose or for repayment of existing debts, by way of issuance of Commercial Papers up to an amount of INR 100,00,00,000/- (Indian Rupees One Hundred Crores) pursuant to Section 42, of the Companies Act 2013 and the rules framed there under in one or more tranches.

Pursuant to provisions to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the following disclosures are made:

1.	Particulars of the offer including date of passing of Board Resolution	Issue of Redeemable Commercial Papers up to INR 1,00,00,00,000/- (Indian Rupees One Hundred Crores) in one or more tranches
2.	Kind of securities offered and the price at which security is being	Commercial Papers up to INR 100,00,00,000/- (Indian Rupees one hundred Crores)

	allotted	
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Since the issuance would be in one or more tranches, price will be determined by the Board/Committee in accordance with the prevailing market conditions at the time of issue.
4.	Name and address of valuer who performed valuation	Not Applicable
5.	Amount which the Company intends to raise by way of such securities	Up to INR 100,00,00,000/- (Indian Rupees one hundred Crores)
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	Since the issuance is in one or more tranches the material terms will be determined by the Board/Committee in accordance with Applicable provisions of Companies Act 2013 and rules made there under and other applicable laws, rules and regulation as applicable at the time of the issuance.

Accordingly, consent of the members is sought in connection with the aforesaid issue of Commercial Papers and they are requested to authorize the Board of Directors of the Company to issue such Commercial Papers on private placement basis up to INR 100,00,00,000/- (Indian Rupees One Hundred Crores only) in one or more tranches.

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

By Order of the Board



*Moumita Sen*

Moumita Sen  
Company Secretary

Date: 22.10.2020

Place: Bangalore