

NOTICE

NOTICE is hereby given that the 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 23rd March, 2021 at 11 A.M. at a shorter consent to transact the following businesses:

SPECIAL BUSINESS:**1. Approval for issue of Non-Convertible Debentures on Private Placement Basis**

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, 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 600,00,00,000/- (Indian Rupees Six 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**


Hardika Shah
Director & CEO

Date: 12.03.2021
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. 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:

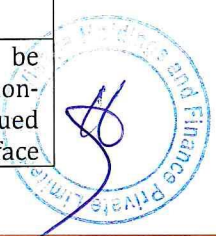
Item No: 1

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 600,00,00,000/- (Indian Rupees Six 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:

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



	any) at which the offer or invitation is being made	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 are 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 600,00,00,000/- (Indian Rupees Six Hundred Crores only) as stipulated above in one or more tranches.

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

By Order of the Board

For Visage Holdings and Finance Private Limited




Hardika Shah
Director & CEO

Date: 12.03.2021

Place: Bangalore