

NOTICE

NOTICE is hereby given that the 03/2022-23 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 Wednesday, May 25, 2022, at 17:15 hours, at a shorter consent to transact the following businesses:

SPECIAL BUSINESS:

1. Approval for Appointment of Statutory Auditors

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 Section 139, Section 141 and other applicable provisions, if any, of the Companies Act, 2013 read with rules thereunder, (as maybe amended from time to time including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof for the time being in force), the RBI Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)(Ref.No.DoS.CO.ARG/ SEC.01/08.91.001/2021-22) dated April 27, 2021 and the Articles of Association of the Company, in order to fill the casual vacancy caused by M/s Haribhakti & Co. LLP, Chartered Accountants, consent of the members be and is hereby accorded to the Company, for the appointment of M/s. Nangia & Co., LLP, Chartered Accountants, (Firm Registration No. 002391C/N500069) who have confirmed their eligibility for appointment as Statutory auditors, till the conclusion of the ensuing Annual General Meeting of the Company."

RESOLVED FURTHER THAT Ms. Hardika Shah, Director & CEO, Mr. Thirunavukkarasu Rajendran, Director, Ms. Aiswarya Ravi, Chief Financial Officer and Mr. Suthēja K.J., Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution."

2. Approval for issuance of Commercial Papers 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, 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 (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 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 2022-2023.

RESOLVED FURTHER THAT Ms. Hardika Shah, Director & CEO, Mr. Thirunavukkarasu Rajendran, Director, Ms. Aiswarya Ravi, Chief Financial Officer and Mr. Sutheja K.J., Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution."

//Certified True Copy//

For **Visage Holdings and Finance Private Limited**



Sutheja K.J.

Company Secretary

Membership Number: A39340

Date: May 23, 2022

Place: Bengaluru

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

Pursuant to the RBI press release 2021-2022/1027 dated October 12, 2021, the existing statutory auditors, M/s. Haribhakti & Co., LLP, Chartered Accountants are ineligible for conducting statutory audit of the Company for the two financial years 2022-23 and 2023-24. Further, the RBI in its Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 ("RBI Guidelines") has stated that every non-deposit taking NBFCs having an asset size of INR 1,000 crores or more as on March 31, 2021 shall not appoint any firm as Statutory Auditors which has been engaged with the Company for the past 1 (one) year. The RBI Guidelines is applicable for Financial Year 2021-22 and onwards in respect of appointment/reappointment of Statutory Auditors ("Auditors"). In order to comply with the said press RBI release, the Audit Committee and Board of Directors of the Company received the resignation letter from the outgoing Auditors. The Audit committee and the Board noted the resignation of the outgoing Auditors and to fill the casual vacancy caused by the resignation, shortlisted and approved the appointment of M/s. Nangia & Co. LLP, Chartered Accountants (Firm Registration No. 002391C/N500069), as Statutory Auditors of the Company till the conclusion of the ensuing Annual General Meeting of the Company, subject to approval of members of the Company according to the provisions of Section 139 of the Companies Act, 2013 by way of passing ordinary resolution.

M/s. Nangia & Co., LLP, Chartered Accountants, have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 and as per RBI Guidelines.

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

Item No: 2

In terms of 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 of 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 allotted	Commercial Papers up to INR 100,00,00,000/- (Indian Rupees one hundred Crores)
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 the 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.

//Certified True Copy//

For **Visage Holdings and Finance Private Limited**




Sutheja K.J.

Company Secretary

Membership Number: A39340

Date: May 23,2022

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: _____

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 April 19, 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 Statutory Auditors
2. Approval for issuance of Commercial Papers 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.

ATTENDANCE SLIP
Extraordinary General Meeting

Date: May 25, 2022 at 17:15 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.

Member's/ Proxy's Name in Block Letters

Member's/ Proxy's Signature

Route map to the venue of the meeting

