

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, 2nd Floor, 100 Feet Road, HAL 2nd Stage, Indiranagar, Bangalore – 560038 on Wednesday, May 26, 2021 at 09:30 a.m. with shorter consent to transact the following business:

1. 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 2021-2022.

"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

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J Sutheja
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Sutheja K.J
Company Secretary
Membership No. A39340

Date: 25.05.2021

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. 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

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 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 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

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K J Suthreja

Suthreja K.J

Company Secretary

Membership No. A39340

Date: 25.05.2021

Place: Bangalore