

NOTICE

NOTICE is hereby given that the 06/2022-23 Extra-Ordinary General Meeting of the members of Visage Holdings and Finance Private Limited (the "**Company**") will be held at the Company's registered office at #50, 2nd Floor, 100 Feet Road, HAL 2nd Stage, Indiranagar, Bangalore - 560038 on Wednesday, September 28, 2022, at 17:15 Hours, at a shorter consent to transact the following businesses:

SPECIAL BUSINESS:**1. Approval for adoption of restated articles of association:**

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

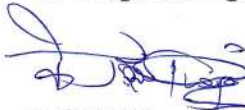
"RESOLVED THAT pursuant to provisions of Section 14 and any other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules made there under (including any statutory modification or re-enactment thereof for the time being in force) and the successful consummation of the transactions contemplated under the Share Subscription Agreement dated September 12, 2022 and amended and restated shareholders' agreement dated September 12, 2022 executed by and amongst the Company, Hardika Shah, John Ayliffe, UIP Visage LLC, Mesoloan LLC, Sorenson Impact Foundation, Kinara Capital Holdings Pte. Limited, Michael & Susan Dell Foundation, Unitus Impact PCC - LIF Mauritius, Gaja Capital Fund II Limited, Gaja Capital India AIF Trust, Global Impact Funds SCA SICAR SubFund Global Financial Inclusion Fund, Patamar Fund II Singapore Pte. Ltd., Magallanes Impacto FIL, Los Gaduares S.L., Vicente Masaveu Menéndez Pidal, José Julián Martínez Panadero, Javier Martínez Panadero, Sociedad de Gestión Patrimonial Banix S.L., Mindfulness Investments S.L. Cristina Cardo Ases, Nuveen Global Impact Fund India S.à r.l. , Pettelaar Effectenbewaarbedrijf N.V. acting in its capacity as legal owner of the assets of ASN Microkredietpool, represented by Triple Jump B.V and British International Investment plc and/or any of its affiliates the consent of the Members be and is hereby accorded unanimously to adopt the restated articles of association of the Company, in substitution of the existing articles of association of the Company to incorporate the provisions of the said Shareholders' Agreement in the manner and per the draft tabled before the members duly initialled by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT Ms. Hardika Shah, Director & CEO and and Mr. Thirunavakkurasu R, Director, Ms. Aiswarya Ravi, Chief Financial Officer and Mr. Suthēja K.J. Company Secretary of the Company be and are hereby authorized severally to take all such steps and actions for the purposes of making relevant filings and registration, if any required, including filings to be made with the Registrar of Companies, in relation to the aforesaid adoption of the restated articles of association of the Company and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any Director or Company Secretary of the Company may be furnished to any relevant person(s)/ authority(ies) as and when required."

//Certified True Copy//

For Visage Holdings and Finance Private Limited


Suthēja K.J.
Company Secretary
Membership Number: 439340



Date: September 28, 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. Proxies in order to be effective should be duly stamped, signed and completed and must be deposited at the registered office of the Company not less than 48 (forty-eight) hours before the commencement of the meeting.

The instructions for filing, stamping, signing and or depositing Proxy:

No instrument of Proxy shall be valid unless it is signed by the members/s or by his /her attorney duly authorized in writing or in the case of body corporate, it is executed under its common seal, if any, or signed by its attorney duly authorized in writing, provided that an instrument of Proxy shall be sufficiently signed by any member who for any reason is unable to write his/her name, if his/her thumb impression is affixed thereto and attested by a Judge, Magistrate, Registrar or Sub-Registrar of assurances or Govt. Gazetted officers or any officer of nationalized bank.

Person appointed as the Proxy shall prove his/her identity at the time of attending the meeting and for the purpose such person shall carry proof of his/her identity via PAN Card, Voters ID or Aadhar Card, Driving License or Passport. (Proxy Form and Attendance Slip as per act are attached)

4. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days, during business hours up to the date of the Extra Ordinary General Meeting
5. In case this general meeting is adjourned for want of quorum than adjourned meeting shall be conducted as per Section 103 of Companies Act, 2013 read with rules made there under.
6. Members are requested to bring their Attendance Slip along with their copy of Notice to the meeting.
7. Particulars of venue including route map and prominent landmark for easy location is attached.



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

Item No: 1

Pursuant to the Amended and Restated Shareholders' Agreement dated September 12, 2022, the Board has approved the alteration of Articles of Association on September 27, 2022, incorporating the terms of the said agreement.

The alteration in the Articles of Association requires approval of the members in terms of Section 14(1) of the Companies Act, 2013 by passing special resolution. Accordingly, the Board of Directors recommends the resolution for the approval of the members.

A draft copy of the new set of Altered Articles of Association (AOA) of the Company is kept open for the inspection of the members at the registered office of the Company on all working days during usual business hours until the conclusion of the Extra Ordinary General Meeting and also will be kept before the members at the venue of the meeting.

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

The Board seeks approval of the members for the same pursuant to the provisions of Section 14 of the Companies Act, 2013.

//Certified True Copy//

For Visage Holdings and Finance Private Limited



Sutheja K.J.

Company Secretary

Membership Number: A39340



Date: September 28, 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 September 28, 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 adoption of restated articles of association

Signed this September 28, 2022

Affix Revenue
Stamp

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.

VISAGE HOLDINGS AND FINANCE PRIVATE LIMITED

Registered Office: #50, 2nd Floor, 100 Feet Road HAL 2nd Stage, Indiranagar Bangalore - 560038

**ATTENDANCE SLIP
Extraordinary General Meeting**

Date: _____ at _____ 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.

A. Name(s) of the Member :

1. Mr./Ms.

and Joint Holder(s)

2. Mr./Ms.

(in block letters)

3. Mr./Ms.

B. Address:

C. Father's/Husband's
Name (of the Member) :

.....

D. Name of Proxy

Mr./Ms.

Member's/ Proxy's Name in Block Letters Member's/ Proxy's Signature

Note: Please complete the Attendance slip and hand it over at the Registration Counter at the venue

Route map to the venue of the meeting

