

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 Saturday, January 29, 2022 at 09:30 a.m. at shorter notice to transact the following business:

1. RE-APPOINTMENT OF MR. SUNIL GULATI AS INDEPENDENT DIRECTOR

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 the Section 149 and any other applicable provisions of the Companies Act 2013 and the Articles of Association of the Company, approval of members be and is hereby accorded for the re-appointment of Mr. Sunil Gulati (having DIN 00016990) as an Independent Director of the Company for a term of consecutive 5 (five) years with effect from 1st February, 2022 to 31st January, 2027.

RESOLVED FURTHER THAT, Ms Hardika Shah, Director & CEO and Sutheja KJ, Company Secretary of the Company be and hereby authorized severally to do all such acts, deeds and things as may be deemed necessary for giving effect to this resolution."

By Order of the Board



Sutheja K.J
Company Secretary
Membership No. A39340

Date: 14.01.2022

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**

Mr. Sunil Gulati was appointed as an Independent Director at the Annual General Meeting of the Company dated 27th September, 2017 for a period of 5 (Five) years effective 1st February 2017 till 31st January, 2022.

Considering the contribution of Mr. Sunil Gulati during his tenure as Independent Director, the Selection Committee, Nomination & Remuneration Committee and Board on 24th December, 2021 had recommended his re-appointment as an Independent Director for another term of 5 years i.e., w.e.f. 1st February, 2022 to 31st January, 2027 and the approval of members is sought for the same.

None of the Director's/ KMP's, except Mr. Sunil Gulati are interested in the proposed resolution.

By Order of the Board

Sutheja K.J
Company Secretary
Membership No. A39340

Date: 14.01.2022

Place: Bangalore

Route map for the Meeting

