

**NOTICE**

**NOTICE** is hereby given that the 07/2022-23 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, 2<sup>nd</sup> Floor, 100 Feet Road, HAL 2<sup>nd</sup> Stage, Indiranagar, Bangalore – 560038 on Monday, 31<sup>st</sup> day of October, 2022 at 10:30 Hours at a shorter consent to transact the following businesses:

**SPECIAL BUSINESS:**

**1. APPROVAL FOR APPOINTMENT OF MS. REKHA NATARAJAN UNNITHAN AS DIRECTOR OF THE COMPANY:**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution** for appointment of Director:

“**RESOLVED THAT** pursuant to provisions of Section 152 of Companies Act, 2013 and other applicable provisions (including any modifications or re-enactment thereof), if any and Article No. 8.2 of Articles of Association of the Company, Ms. Rekha Natarajan Unnithan (DIN 08354141), be and is hereby appointed as Director of the Company with immediate effect.

**RESOLVED FURTHER THAT** Ms. Hardika Shah, Director & CEO, Mr. Thirunavukkarasu Rajendran, Director and Mr. Suthēja K.J., Company Secretary be and are hereby severally authorized to do all acts, deeds, matters, and things as may be deemed necessary and to sign and execute all necessary documents, applications, and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form(s) with the Registrar of Companies.”

**2. APPROVAL FOR APPOINTMENT OF MR. STEPHEN LEE AS DIRECTOR OF THE COMPANY**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution** for appointment of Director:

“**RESOLVED THAT** pursuant to provisions of Section 152 of Companies Act, 2013 and other applicable provisions (including any modifications or re-enactment thereof), if any and Article No. 8.2 of Articles of Association of the Company, Mr. Stephen Lee (DIN: 08640160), be and is hereby appointed as Director of the Company with immediate effect.

**RESOLVED FURTHER THAT** Ms. Hardika Shah, Director & CEO, Mr. Thirunavukkarasu Rajendran, Director and Mr. Suthēja K.J., Company Secretary be and are hereby severally authorized to do all acts, deeds, matters, and things as may be deemed necessary and to sign and execute all necessary documents, applications, and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form(s) with the Registrar of Companies.”

By Order of the Board

For **Visage Holdings and Finance Private Limited**



**Sutheja KJ**  
**Company Secretary**

**Date:** October 28, 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. 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**

**APPROVAL FOR APPOINTMENT OF MS. REKHA NATARAJAN UNNITHAN AS DIRECTOR OF THE COMPANY**

Pursuant to the provisions of Section 152 of Companies Act, 2013 and other applicable provisions (including any modifications or re-enactment thereof), if any and Article No. 8.2 of Articles of Association of the Company, Ms. Rekha Natarajan Unnithan (DIN 08354141) nominated by Nuveen Global Impact Fund India S.À R.L is proposed to appointed as director with effect from the date of passing of resolution by the shareholders of the Company.

The Board at its meeting held on October 20, 2022 has approved and recommended the appointment for shareholders' approval by way of ordinary resolution.

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

**DETAILS OF THE PROPOSED DIRECTOR AS REQUIRED UNDER THE SECRETARIAL STANDARD -2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

|     |  |   |
|-----|--|---|
| 1.  | Director Identification Number (DIN)   | 08354141  |
| 2.  | Name (in full)   | Ms. Rekha Natarajan Unnithan                    |
| 3.  | Father's Name (in full)  | P. K. Natarajan                                 |
| 4.  | Address  | 270 W End Ave, 9So, New York, NY10023-2624, USA |
| 5.  | Age  | 40 Years  |
| 6.  | Qualification  | Yale BA, NYU MBA and CFA                        |
| 7.  | Experience   | Portfolio Management, Private Equity            |
| 8.  | Terms and conditions of appointment  | NA  |
| 9.  | Remuneration sought to be paid   | NIL   |
| 10. | Terms of remuneration and last drawn remuneration  | NA  |
| 11. | Date of first appointment on the Board   | NA  |
| 12. | Shareholding in the company  | NIL   |
| 13. | Relationship with other Directors, Manager and other Key Managerial Personnel of the company | NA  |
| 14. | The number of Meetings of the Board attended during the year                                 | NA  |

|     |  |   |
|-----|--|---|
| 15. | Other Directorships                                    | Samunnati Financial Intermediation & Services Private Limited<br>Aavishkaar Venture Management Services Private Limited |
| 16. | Membership/ Chairmanship of Committees of other Boards | 2   |

**Item No: 2**

**APPROVAL FOR APPOINTMENT OF MR. STEPHEN LEE AS DIRECTOR OF THE COMPANY**

Pursuant to the provisions of Section 152 of Companies Act, 2013 and other applicable provisions (including any modifications or re-enactment thereof), if any and Article No. 8.2 of Articles of Association of the Company, Mr. Stephen Lee (DIN: 08640160) nominated by Nuveen Global Impact Fund India S.À R.L is proposed to appointed as director with effect from the date of passing of resolution by the shareholders of the Company.

The Board at its meeting held on October 20, 2022 has approved and recommended the appointment for shareholders' approval by way of ordinary resolution.

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

**DETAILS OF THE PROPOSED DIRECTOR AS REQUIRED UNDER THE SECRETARIAL STANDARD -2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA**

|     |   |  |
|-----|---|--|
| 1.  | Director Identification Number (DIN)              | 08640160   |
| 2.  | Name (in full)                                    | Mr. Stephen Lee  |
| 3.  | Father's Name (in full)                           | Hosool Lee   |
| 4.  | Address   | 127 Westerly Road, Princeton, NJ 08540, USA  |
| 5.  | Age   | 43 Years   |
| 6.  | Qualification                                     | BA in Economics (2001); MBA (2010) and Master of Science in Foreign Service (2010) |
| 7.  | Experience  | 14 years of experience in finance/investment banking/private equity                |
| 8.  | Terms and conditions of appointment               | NA   |
| 9.  | Remuneration sought to be paid                    | NIL  |
| 10. | Terms of remuneration and last drawn remuneration | NA   |

|     |  |     |
|-----|--|-----|
| 11. | Date of first appointment on the Board   | NA  |
| 12. | Shareholding in the company  | NIL |
| 13. | Relationship with other Directors, Manager and other Key Managerial Personnel of the company | NA  |
| 14. | The number of Meetings of the Board attended during the year                                 | NA  |
| 15. | Other Directorships  | NIL |
| 16. | Membership/ Chairmanship of Committees of other Boards                                       | NIL |

//Certified True Copy//

For **Visage Holdings and Finance Private Limited**



**Sutheja K.J.**  
**Company Secretary**  
**Membership Number: A39340**



**Date:** October 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, 2<sup>nd</sup> Floor, 100 Feet Road, Hal 2<sup>nd</sup> Stage, Indiranagar, Bangalore-560038

|   |
|---|
| Name of the Member(s):<br>Registered address:<br>E-mail Id:<br>Folio No/ Client Id:<br>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: October 28, 2022

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 October 21, 2022 at #50, 2<sup>nd</sup> Floor, 100 Feet Road HAL 2<sup>nd</sup> Stage, Indiranagar Bangalore - 560038 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution:**

1. Approval for appointment of Ms. Rekha Natarajan Unnithan as Director of the Company
2. Approval for appointment of Mr. Stephen Lee as Director of the Company

Affix Revenue  
Stamp

Signed this October 28, 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: \_\_\_\_\_ 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**

