

**The Manager,
Listing Department,
BSE Limited,**
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai 400001
Tel No.: 22721233

Sub: EGM proceedings dated September 12, 2022

Ref: Regulation 51(2) read with Part B of Schedule III of SEBI LODR Regulations, 2015

Dear Sir/Madam,

We wish to inform you that the members at the Extra-Ordinary General Meeting held on September 12, 2022 passed the following resolutions:

1. Approval for issue and allotment of Class A1 Equity Shares on preferential basis:

Issuance of 26,93,071 (Twenty-Six Lakh Ninety-Three Thousand Seventy-One) Class A1 Equity Shares of INR 10/- (Indian Rupees Ten only) on preferential allotment through private placement basis.

2. Approval for amendment of 2017 ESOP scheme:

Amending the Visage ESOP Plan 2017 by increasing 1,41,741 (One Lakh Forty-One Thousand Seven Hundred and Forty-One) stock options.

We have enclosed the extracts of the EGM resolution for your reference. Kindly take the same on records.

Thanking You,

Yours Faithfully,

For **Visage Holdings and Finance Private Limited**

SUTHEJA
KADAMALAKU
NTE
JAYASIMHA
RAO

Digitally signed by
SUTHEJA
KADAMALAKUNT
E JAYASIMHA RAO
Date: 2022.09.12
19:08:11 +05'30'

Sutheja K.J.
Company Secretary
Membership Number: A39340

Date: September 12, 2022

Place: Bengaluru

[Encl: EGM Resolution]

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 05/2022-23 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF VISAGE HOLDINGS AND FINANCE PRIVATE LIMITED AT THE REGISTERED OFFICE OF THE COMPANY AT #50, 2ND FLOOR, 100 FEET ROAD, HAL 2ND STAGE INDIRANAGAR, BANGALORE- 560038 ON MONDAY 12TH DAY OF SEPTEMBER, 2022 AT 17:15 HOURS

1. Approval for issue and allotment of Class A1 Equity Shares on preferential basis:

“RESOLVED THAT pursuant to provisions of the Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and allied rules made thereunder (including any amendment to or re-enactment thereof) and Foreign Exchange Management Act, 1999 and rules made thereunder, the Shareholders Agreement and Share Subscription Agreement, each dated September 12, 2022, and subject to any other such approval as may be required from any statutory authorities or regulatory authorities, and as per the applicable provisions of the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Company, for issuance of 26,93,071 (Twenty Six Lakh Ninety Three Thousand Seventy One) Class A1 Equity Shares of INR 10/- (Indian Rupees Ten only) at a premium of INR 723.98/- (Indian Rupees Seven Hundred Twenty Three point Nine Eight only), to the following persons (**“Investors”**) on preferential allotment through private placement basis as identified and recorded by the Board in form PAS-5 and on such terms and conditions, including payment of monies as may be approved or finalized by the Board of Directors in its absolute discretion:

Name of the Investors	Address	Number of Class A1 Equity Shares	Price per share	Total Amount (INR)
Nuveen Global Impact Fund India S.À R.L	10 Rue du Château d'Eau, L-3364 Leudelange, Luxembourg	9,62,097	INR 733.98	INR 70,61,59,956.06
Pettelaar Effectenbewaarsbedrijf N.V.	Bezuidenhoutseweg 153, 2594AG, The Hague, The Netherlands	4,09,412	INR 733.98	INR 30,05,00,219.76
British International Investment plc	123 Victoria Street, London, SW1E 6DE, UK	13,21,562	INR 733.98	INR 97,00,00,076.76

RESOLVED FURTHER THAT pursuant to section 42 of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments for the time being in force) and subsequent filing of the Board resolution and/or the shareholders' resolution in this regard with the Registrar of Companies, the members hereby accords its approval to the Private Placement Offer Cum Application Letter in Form PAS-4 (**“Offer Letter”**), along with other documents and relevant annexures and the application form annexed thereto and authorizes any of the Director of the Company to sign, issue and deliver the Offer Letter, along with other documents, relevant annexures and the application form annexed thereto, to the persons mentioned above and to do all such actions, deeds, matters, writings and things as are necessary or expedient in this regard, including, but not limited to, undertaking filing of requisite forms and documents with the concerned Registrar of Companies / Ministry of Corporate Affairs / Reserve Bank of India.

RESOLVED FURTHER THAT authorization of the members be and is hereby granted to the Board to commence the procedure for preferential allotment of Class A1 Equity shares.

RESOLVED FURTHER THAT the draft form PAS-5 (Record of the private placement offer to be kept by the company), placed before the meeting, be and is hereby approved.



RESOLVED FURTHER THAT Ms. Hardika Shah, Director & CEO and Mr. Thirunavukkarasu Rajendran, Director, Ms. Aiswarya Ravi, Chief Financial Officer and Mr. Sutheja K.J., Company Secretary of the Company be and are hereby jointly and severally authorized, to:

- a) execute, dispatch and circulate such documents, deeds, notices, letters, agreements, power of attorneys, declarations, memorandums, instruments and forms as may be required in relation to or in connection with or pursuant to the issuance of the Private Placement Offer Letter cum application form to the major Investors or existing shareholders or issuance of the Equity Shares and to give effect to any transactions contemplated herein ("**Documents**") on behalf of the Company, including any amendments, modifications, supplements, restatements or novations thereto (now or in the future);
- b) do all such acts, matters, deeds and things and to execute all documents, file forms with, make applications to, receive approvals from, any persons, authorized dealers, governmental / regulatory authorities, including but not limited to the Registrar of Companies, Foreign Investment Promotion Board, Reserve Bank of India, and Income Tax authorities;
- c) sign and/or dispatch all documents and notices to be signed and/or dispatched by the Company under or in connection with the Documents; and
- d) to take all steps and do all things and give such directions, as may be required, necessary, expedient or desirable for giving effect to the Documents, the transactions contemplated therein and the resolutions mentioned herein."

2. Approval for amendment of 2017 ESOP scheme:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b), and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactments for the time being in force), and as per the Memorandum and Articles of Association of the Company and subject to the approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded for amendment of the Visage ESOP Plan 2017.

RESOLVED FURTHER THAT the Visage ESOP Plan 2017 consisting of 3,00,527 (Three Lakh Five Hundred and Twenty-Seven) stock options be increased by 1,41,741 (One Lakh Forty-One Thousand Seven Hundred and Forty-One) stock options, thereby Visage ESOP Plan 2017 in aggregate shall consist of 4,42,268 (Four Lakh Forty-Two Thousand Two Hundred and Sixty-Eight) stock options, and except this change, all other terms conditions of both plans shall continue to subsist.

RESOLVED FURTHER THAT the Board be and is hereby authorised to create, offer, issue and allot at any time to or for the benefit of such person(s), who are in the permanent employment of the Company, present or future, as decided by the Board, stock options upto 4,42,268 (Four Lakh Forty Two Thousand Two Hundred and Sixty Eight) options convertible into 4,42,268 (Four Lakh Forty Two Thousand Two Hundred and Sixty Eight) equity shares of the face value of 10/- (Indian Rupees Ten only) each fully paid-up upon payment of the requisite exercise price, in such manner, during such period, in one or more tranches and on such other terms and conditions as the Board may decide in accordance with the Visage ESOP Plan 2017, subject to the provisions of law as may be prevailing at the relevant time.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Class A1 Equity Shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the options granted, the above



ceiling as mentioned in terms of each plan shall be deemed to be increased to the extent of such additional Class A1 Equity Shares issued.

RESOLVED FURTHER THAT in case the Class A1 Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the each schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of INR 10/- (Indian Rupees Ten only) per Class A1 Equity Share bears to the revised face value of the Class A1 Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized severally/jointly to make modifications, changes, variations, alterations or revisions in the Visage ESOP Plan 2017 as the Board may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013 Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and the Memorandum and Articles of Association of the Company and any other applicable laws.”

For **Visage Holdings and Finance Private Limited**




Sutheja KJ
Company Secretary

Date: September 12, 2022

Place: Bangalore