

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

Sub: Outcome of the Extra-Ordinary General Meeting dated 22nd February, 2022

Dear Sir/Madam,

We wish to inform you that the Company, vide its Extra-Ordinary General Meeting held on 22nd February, 2022 passed the following resolutions:

1. Increase in Authorised share capital of the company from INR 7,91,16,000(Indian Rupees Seven Crore Ninety-One Lakhs Sixteen Thousand Only) to INR 11,32,98,390 (Eleven Crores Thirty-Two Lakhs Ninety-Eight Thousand Three Hundred and Ninety Only) and amendment of Memorandum of Association to give effect to the same;
2. Approving the limit for issuance of Non- Convertible Debentures on private placement basis upto a limit of INR 700,00,00,000(Indian Rupees Seven Hundred Crores Only) for a period of one year from the date of the resolution.

We have enclosed the EGM resolution for you reference. Kindly take the same on records.

Thanking You,

Yours Faithfully,

For **Visage Holdings and Finance Private Limited**



Sutheja K.J.
Company Secretary
Membership Number: A39340

Date: 22nd February, 2022

Place: Bengaluru

[Encl. EGM Resolution]

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRAORDINARY MEETING OF THE MEMBERS OF VISAGE HOLDINGS AND FINANCE PRIVATE LIMITED ("COMPANY") ON TUESDAY, 22ND DAY OF FEBRUARY, 2022 AT THE REGISTERED OFFICE OF THE COMPANY AT 17:15 HOURS

Item No.1: Approval for Increase in Authorised Share Capital and Amendment to the Memorandum of Association of the Company:

"RESOLVED THAT, pursuant to the approval of the Board at its meeting dated 22nd February, 2022 and provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) and the rules framed there under and Articles of Association of the Company and subject to any other approvals, consents, sanctions, permissions as may be necessary from appropriate statutory and regulatory authorities, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing INR 7,91,16,000 (Indian Rupees Seven Crores Ninety-One Lakhs Sixteen Thousand only) divided into 3,00,000 (Three Lakhs) Class A Equity Shares of INR 10/- each (Indian Rupees Ten only) and 76,11,600 (Seventy-Six Lakhs Eleven Thousand Six Hundred) Class A1 Equity Shares of INR 10/- (Indian Rupees Ten only) each to INR 11,32,98,390 (Indian Rupees Eleven Crores Thirty Two Lakhs Ninety-Eight Thousand Three Hundred and Ninety only) divided into 3,00,000 (Three Lakhs) Class A Equity Shares of INR 10/- (Indian Rupees Ten only) each and 1,10,29,839 (One Crore Ten Lakhs Twenty-Nine Thousand Eight Hundred and Thirty-Nine) Class A1 Equity Shares of INR 10/- (Indian Rupees Ten only) each by creation of additional 34,18,239 (Thirty-Four Lakhs Eighteen Thousand Two Hundred and Thirty-Nine) Class A1 Equity Shares of INR 10/- (Indian Rupees Ten only) each ranking pari passu in all respects with the existing Class A1 Equity Shares of the Company.

RESOLVED FURTHER THAT, pursuant to the approval of the Board at its meeting dated 22nd February, 2022 pursuant to the provisions of Section 13 of the Companies Act, 2013, and all other applicable provisions, if any, and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place and stead the following new clause V: -

V. The Authorised Share Capital of the Company is INR 11,32,98,390 (Indian Rupees Eleven Crores Thirty Two Lakhs Ninety-Eight Thousand Three Hundred and Ninety only) divided into 3,00,000 (Three Lakhs) Class A Equity Shares of Rs. 10/- (Indian Rupees Ten only) each and 1,10,29,839 (One Crore Ten Lakhs Twenty-Nine Thousand Eight Hundred and Thirty-Nine) Class A1 Equity Shares of Rs. 10/- (Indian Rupees Ten only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Directors, CFO or CS of the Company be and are hereby severally authorized to take all steps and actions and give such directions as may be in their absolute discretion deemed necessary and to settle any questions that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Item No.2: Approval for issue of Non-Convertible Debentures on Private Placement Basis

“RESOLVED THAT, in supersession of the earlier resolution passed by the shareholders of the Company in its extra-ordinary general meeting held on March 23, 2021 in this regard, and pursuant to the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) along with applicable provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014 as may be amended from time to time, and subject to such other applicable laws, rules and regulations and guidelines and in accordance with the provisions of 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 by way of making offer(s) or invitation(s) to subscribe to sub-ordinated or unsubordinated, listed or unlisted, senior secured or senior unsecured or unsecured, rated or unrated, non-convertible debentures or market-linked debentures or any other debt securities as may be determined by the Board(**“NCDs”**), issued by the Company on a private placement basis, in one or more series/tranches for a period of 1 (one) year from the date of this resolution on such terms and conditions including the price, coupon, premium/ discount etc. as may be determined by the Board and the NCDs may be issued up to a tenure of 7 (Seven) years or such other tenure as may be determined by the Board.

RESOLVED FURTHER THAT the aggregate amount to be raised through the issuance of NCDs pursuant to the authority under this resolution shall not exceed the overall limit of Rs. 700,00,00,000/- (Rupees Seven Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and execute all such agreements, documents, undertaking, instruments, applications etc. as may be necessary for giving effect to the above resolution, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or officers of the Company, to give effect to this resolution.”

//Certified to be True//

For **Visage Holdings and Finance Private Limited**



Sutheja K.J.
Company Secretary