

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

Sub: EGM proceedings dated May 25, 2022 and Change in Statutory Auditors of the Company.

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 May 25, 2022 passed the following resolutions:

1. Approval for Appointment of Statutory Auditors.

Pursuant to Section 139 of Companies Act, 2013 and other applicable provisions if any, due to the casual vacancy caused by resignation of M/s Haribhakthi & Co LLP, Chartered Accountants, M/s Nangia & Co. LLP, Chartered Accountants, (Firm Registration No. 002391C/N500069) has been appointed as Statutory Auditors of the Company from the conclusion of this meeting till the conclusion of the ensuing Annual General Meeting of the Company.

2. Approval for issuance of Commercial Papers on Private Placement Basis.

Pursuant to Section 42 of Companies Act, 2013 and other applicable provisions if any, the issuance limit of 100 Crores by way of commercial papers during the financial year 2022-23 through private placement has been approved.

We have enclosed the EGM resolution for your 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: May 25, 2022

Place: Bengaluru

[Encl. EGM Resolution]

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 03/2022-23 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF VISAGE HOLDINGS AND FINANCE PRIVATE AT THE REGISTERED OFFICE OF THE COMPANY AT #50, 2ND FLOOR, 100 FEET ROAD, HAL 2ND STAGE, INDIRANAGAR, BANGALORE – 560038 ON WEDNESDAY, MAY 25, 2022, AT 17:15 HOURS.

1. Approval for Appointment of Statutory Auditors

"RESOLVED THAT pursuant to the provisions of Section 139, Section 141 and other applicable provisions, if any, of the Companies Act, 2013 read with rules thereunder, (as maybe amended from time to time including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof for the time being in force), the RBI Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)(Ref.No.DoS.CO.ARG/ SEC.01/08.91.001/2021-22) dated April 27, 2021 and the Articles of Association of the Company, the consent of Members of the company be and is hereby accorded for the appointment of M/s. Nangia & Co., LLP, Chartered Accountants, (Firm Registration No. 002391C/N500069) who have confirmed their eligibility and consent for appointment, as Statutory auditors, to fill the causal vacancy caused by the resignation of M/s Haribhakthi & Co LLP, Chartered Accountants (Firm Registration No. 103523W/W100048) and shall hold the office from the conclusion of this meeting till the conclusion of the ensuing Annual General Meeting of the Company, on such remuneration as may be decided by the Board.

RESOLVED FURTHER THAT Ms. Hardika Shah, Director & CEO, Mr. Thirunavukkarasu Rajendran, Director, Ms. Aiswarya Ravi, Chief Financial Officer and Mr. Suthuja K.J., Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution."

2. Approval for issuance of Commercial Papers on Private Placement Basis

"RESOLVED THAT pursuant to the provisions of Section 42, Section 179 of the Companies Act, 2013, read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and subject to, and in accordance with, the provisions of and any approvals that may be required, under the Companies Act, 2013 and the rules made there under (including any statutory modifications or re- enactments for the time being in force), the 'Reserve Bank Commercial Paper Directions, 2017' issued by the Reserve Bank of India as amended, restated or modified from time to time, 'Operational Guidelines on Commercial Paper by Fixed Income Money Market and Derivatives Association of India as amended, restated or modified from time to time, the 'Framework for listing of Commercial Paper' issued by Securities and Exchange Board of India, the guidelines issued by the Securities and Exchange Board of India with respect to electronic book mechanism and the operational guidelines issued by the relevant Electronic Book Provider, as may be amended, clarified or updated from time to time as may be applicable, the applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI") and the Fixed Income Money Market and Derivatives Association of India ("FIMMDA") and 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 up to INR 100,00,00,000/- (Indian Rupees One hundred Crores) by issuance of rated, listed or unlisted, secured or unsecured Commercial Paper(s) on a private placement / preferential or any other basis, either in physical or dematerialised form or through any other mode as applicable, on such terms and conditions as Board of Directors may decide at their discretion, in one or more tranches during the financial year 2022-2023.

RESOLVED FURTHER THAT Ms. Hardika Shah, Director & CEO, Mr. Thirunavukkarasu Rajendran, Director, Ms. Aiswarya Ravi, Chief Financial Officer and Mr. Sutheja K.J., Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

//Certified to be True//

For Visage Holdings and Finance Private Limited



Sutheja K.J.
Company Secretary



Date: May 25, 2022

Place: Bengaluru