

**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 08th April, 2022

Dear Sir/Madam,

We wish to inform you that the Company, vide its Extra-Ordinary General Meeting held on 08th April, 2022 passed the following resolutions:

1. Approval for issue and allotment of Class A1 Equity shares on preferential basis to Nuveen Global Impact Fund India S.A.R.L and Pettelaar Effectenbewaarbedrijf N.V.
2. Approval for amendment of Visage ESOP plan 2017.

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: 19th April, 2022

Place: Bengaluru

[Encl. EGM Resolution]

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 01/2022-23 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF VISAGE HOLDINGS AND FINANCE PRIVATE LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT #50, 2ND FLOOR, 100 FEET ROAD, HAL 2ND STAGE, INDIRANAGAR, BANGALORE, KARNATAKA – 560038 ON FRIDAY 8TH DAY OF APRIL, 2022 AT 17:15 HOURS

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

"RESOLVED THAT pursuant to provisions of the Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and 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 February 22, 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 and allotment of 32,40,820 (Thirty-Two Lakhs Forty Thousand Eight Hundred and Twenty) Class A1 Equity Shares of INR 10/- (Indian Rupees Ten only) at a premium of INR 632.23 (Indian Rupees Six Hundred And Thirty Two only) per share, to the following persons on preferential allotment/ private placement basis as identified and recorded by the Board in PAS-5 and listed in the table hereunder ("**Investors**") on private placement basis ("**Proposed Allotment**") and on such further terms and conditions, including payment of monies as may be approved or finalized by the Board of Directors in its absolute discretion:

Name	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	23,37,717	INR 642.23/-	1,50,13,51,988.91
Pettelaar Effectenbewaarsbedrijf N.V.	Bezuidenhoutseweg 153, 2594AG, The Hague, The Netherlands	9,03,103	INR 642.23/-	57,99,99,839.69

RESOLVED FURTHER THAT pursuant to section 42 and section 55 of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (as amended by the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018) and other applicable provisions, if any, of the Companies Act, 2013 and subsequent filing of the board resolution and/or the shareholders' resolution in this regard with the Registrar of Companies, the Member 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 member 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."

//Certified to be True//

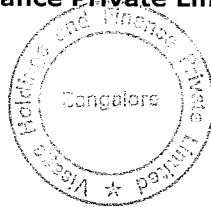
For **Visage Holdings and Finance Private Limited**



Sutheja K.J.

Company Secretary

Membership Number: A39340



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 01/2022-23 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF VISAGE HOLDINGS AND FINANCE PRIVATE LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT #50, 2ND FLOOR, 100 FEET ROAD, HAL 2ND STAGE, INDIRANAGAR, BANGALORE, KARNATAKA – 560038 ON FRIDAY 8TH DAY OF APRIL, 2022 AT 17:15 HOURS.

Approval for Amendment of Visage ESOP Plan 2017

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b), and all other applicable provisions, if any, of the Companies Act 2013, 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 such other 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 Visage ESOP Plan 2017.”

RESOLVED FURTHER THAT Visage ESOP Plan 2017 consisting of 1,23,108 Stock options be increased by 1,77,419 Stock Options, thereby Visage ESOP Plan 2017 in aggregate shall consist of 3,00,527 Stock Options, and except this change, all other terms conditions of Visage ESOP Plan 2017 shall continue to subsist.”

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 that 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.

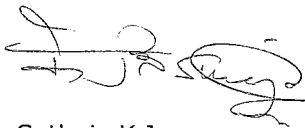
RESOLVED FURTHER THAT in case the Class A1 Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the each schemes shall automatically stand augmented or reduced, as the case may be, 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 the Visage ESOP Plan 2014 and 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.

RESOLVED FURTHER THAT the copies of the foregoing resolution, certified to be true by any Director or Company Secretary of the Company, may be furnished to any person(s) or authority as may be required.”

//Certified True Copy//

For **Visage Holdings and Finance Private Limited**



Sutheja K.J.
Company Secretary
Membership Number: A39340

