

NOTICE

NOTICE is hereby given that the 09/2022-23 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, 2nd Floor, 100 Feet Road, HAL 2nd Stage, Indiranagar, Bangalore – 560038 on Thursday, 02nd day of February, 2023 at 17:00 Hours at a shorter consent to transact the following businesses:

SPECIAL BUSINESS:**1. To approve issuance of Non-Convertible Debentures on Private Placement basis**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 42, 71 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 and the Companies (Share Capital and Debentures) Rules, 2014, as may be amended from time to time, and subject to such other applicable laws, rules and regulations and guidelines, the consent of the members 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 for its general corporate purposes/expanding its loan portfolios by way of issuance of non-convertible debentures ((a) sub-ordinated, (b) listed or unlisted, (c) senior secured, (d) senior unsecured, (e) unsecured, (f) any others (Market-Linked Debentures, as may be determined)) ("NCDs") , on a private placement basis, in one or more series/tranches up to the tenure of 7 (Seven) years on such terms and conditions as may be determined by the Board of Directors provided that the aggregate amount of NCDs proposed to be offered shall not exceed INR 700,00,00,000/- (Indian Rupees Seven Hundred Crores Only) for the period of one year from the date of this resolution.

"RESOLVED FURTHER THAT Ms. Hardika Shah, Director & CEO and Ms. Aiswarya Ravi, Chief Financial Officer and Mr. Sutheja K.J, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things or matters as may be deemed necessary in connection with or incidental for giving effect to the above resolution but not limited to, making the requisite filings with any statutory/regulatory body, in this regard."

2. To approve the change in name of the Company

To consider, and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Sections 4, 5, 13 and 14 of the Companies Act, 2013 ("Act") and rules made thereunder and any other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval, consent, sanction and permission of the Members of the Company, Ministry of Corporate Affairs, Stock Exchanges, Reserve bank of India and any other appropriate Regulatory and Statutory Authorities, as may be necessary, approval of the members be and is hereby accorded for change of name of the Company from "Visage Holdings and Finance Private Limited" to "Kinara Capital Private Limited".

FURTHER RESOLVED THAT the Name Clause in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The Name of the Company is "Kinara Capital Private Limited"

FURTHER RESOLVED THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name "Kinara Capital Private Limited"

"RESOLVED FURTHER THAT, Ms. Hardika Shah, Director & CEO and Ms. Aiswarya Ravi, Chief Financial Officer and Mr. Sutheja K.J, Company Secretary of the Company be and hereby severally authorized to issue an extract of this resolution and to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company."

By Order of the Board

For **Visage Holdings and Finance Private Limited**



Sutheja KJ
Company Secretary



Date: January 30, 2023

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

To approve issuance of Non-Convertible Debentures on Private Placement basis

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("**Prospectus and Allotment Rules**") deals with private placement of securities by a company. Rule 14 of the Prospectus and Allotment Rules prescribes that in case of an offer or invitation to subscribe to securities, the Company shall obtain previous approval of its shareholders/members ("**Members**") by means of a special resolution. Rule 14 of the Prospectus and Allotment Rules further prescribes that in case of the issue of non-convertible debentures, it shall be sufficient to obtain such previous approval only once in a year for all the offers or invitations for such NCDs issued during a period of 1 (one) year from the date of passing of the aforementioned special resolution.

The Company is planning to raise funds for its general corporate purposes/expanding its loan portfolios by way of issuance of non-convertible debentures ((a) subordinated, (b) listed or unlisted, (c) senior secured, (d) senior unsecured, (e) unsecured, and/or (f) any others (including market linked debentures)) ("**NCDs**") on a private placement basis, in one or more series/tranches, upto INR 700,00,00,000/- (Indian Rupees Seven Hundred Crores only) pursuant to Section 42, 71 of the Companies Act 2013 and the rules framed thereunder.

Pursuant to provisions to Rule 14(1) of the Prospectus and Allotment Rules, the following disclosures are made:

1.	Particulars of the offer including date of passing of Board Resolution	<p>Rule 14(1) of the Prospectus and Allotment Rules prescribes that where the amount to be raised through offer or invitation of NCDs (as defined above) exceeds the limit prescribed, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such NCDs during the year.</p> <p>In view of this, pursuant to this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/issue of NCDs ((a) subordinated, (b) listed or unlisted, (c) senior secured, (d) senior unsecured, (e) unsecured, and/or (f) any others (including market linked debentures)) shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution. In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board resolution shall be mentioned/disclosed in the private placement offer and application letter for each offer/issue of NCDs.</p>
2.	Kind of securities offered and the price at which security is being allotted	<p>Non-convertible debt securities/NCDs.</p> <p>The NCDs will be offered/issued either at par or at premium or at a discount to face value, which will be decided by the Board for each specific issue, on the basis of the interest rate/effective yield determined, based on</p>

		market conditions prevailing at the time of the respective issue.
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not applicable, as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board, in discussions with the relevant investor(s).
4.	Name and address of valuer who performed valuation	Not applicable as the securities proposed to be issued (in multiple issues/tranches) are non-convertible debt instruments.
5.	Amount which the Company intends to raise by way of such securities	The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, provided that the amounts of all such NCDs at any time issued within the period of 1 (one) year from the date of passing of the aforementioned shareholders resolution shall not exceed the limit specified in the aforementioned resolution.
6.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities	The specific terms of each offer/issue of NCDs shall be decided from time to time, within the period of 1 (one) year from the date of the aforementioned resolution, in discussions with the respective investor(s). These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.

Accordingly, consent of the Members is sought in connection with the aforesaid issue of NCDs and they are requested to authorize the Board which term shall include any Committee(s) and/or any of the Director(s) or person(s) authorized by the Board to issue such NCDs during the year on private placement basis up to INR 700,00,00,000/- (Indian Rupees Seven Hundred Crores only) as stipulated above in one or more tranches.

The Board therefore seeks approval of members for the same.

Item No: 2

To approve the change in name of the Company

The Company has obtained No Objection from the Reserve Bank of India for change of name of the Company from Visage Holdings and Finance Private Limited to Kinara Capital Private Limited on 02 August, 2022 and Subsequently reserved the name with Ministry of corporate affairs vide their approval dated 06 January, 2023.. Further, the Board vide its meeting held on January 20, 2023 had approved the above said change of name.

The Directors believe that the change in the name of the Company will aid in achieving enhanced branding of the products offered by the Company will help in reaching the customers effectively.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company

As per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company &

consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 2 for the approval of the Members.

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

For **Visage Holdings and Finance Private Limited;**



Sutheja K.J.

Company Secretary

Membership Number: A39340

Date: January 30, 2023

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, 2nd Floor, 100 Feet Road, Hal 2nd Stage, Indiranagar, Bangalore-560038

Name of the Member(s): Registered address: E-mail Id: Folio No/ Client Id: 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: January 30, 2023

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 February 02, 2023, at #50, 2nd Floor, 100 Feet Road HAL 2nd Stage, Indiranagar Bangalore - 560038 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:

- To approve issuance of Non-Convertible Debentures on Private Placement basis
- To approve the change in name of the Company

Affix Revenue Stamp

Signed this January 30, 2023

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

