

**NOTICE (02/2023-24)**

**SHORTER NOTICE** is hereby given that the Second Extra - Ordinary General Meeting ("EGM") of the members of Kinara Capital Private Limited (Formerly "Visage Holdings and Finance Private Limited") for the Financial Year 2023-24 will be held at the Company's Registered Office at #50, 2nd Floor, 100 Feet Road, HAL 2nd Stage, Indiranagar, Bangalore – 560038 on Monday, October 30, 2023, at 11:30 hours (IST), to transact the following businesses:

**SPECIAL BUSINESS:****Item no. 1: To approve the amendment in the main object clause of the Memorandum of Association 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 Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013("Act") and rules made thereunder including any statutory modification(s) or re- enactment(s) thereof for the time being in force and such other approvals, consent, sanction and permission of the appropriate statutory regulators, as may be necessary, the consent of the Members of the Company be and is hereby accorded for amendment in the main object Clause i.e. Clause III (A) of the Memorandum of Association ("**MOA**") of the Company by adding the following Clause after Clause 4 in the following manner:

**Addition of Clause 5 to the main clause of the Memorandum of Association of the Company:**

- 5. To carry on and undertake the business and activities of an insurance intermediary or agent including a Corporate Agent in accordance with the provisions of the rules and regulations issued by the Insurance Regulatory and Development Authority of India for all cases of insurance business in India which includes Life, General and Health Insurance Business.

**RESOLVED FURTHER THAT** Ms. Hardika Shah, Director and CEO, Mr. Thirunavukkarasu Rajendran, Director and Ms. Dimple J Shah, Company Secretary of the Company, be and are hereby severally authorized to issue and authenticate a certified true copy of this resolution wherever required and to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution."

**Item no. 2: To approve the alteration of Articles of Association ("**AOA**") 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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013("Act") and rules made thereunder including any statutory modification(s) or re- enactment(s) thereof for the time being in force and such other approvals, consent, sanction and permission of the appropriate statutory regulators, as may be necessary, the consent of the Members of the Company be and is hereby accorded for amendment in the existing Article 8.3 of the Articles of Association ("**AOA**") of the Company by adding the following Clause 8.3.5 in the following manner:

**Addition of Article 8.3.5 to the existing Article 8.3 of the Articles of Association of the Company:**

- 8.3.5 The Board shall be entitled to appoint a person nominated by the debenture trustee(s) in terms of clause(e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Nominee Director on the Board

*of Directors of the Company, in case there is a default of payment of interest or repayment of principal amount in respect of listed debt securities by the Company.*

**RESOLVED FURTHER THAT** Ms. Hardika Shah, Director and CEO, Mr. Thirunavukkarasu Rajendran, Director and Ms. Dimple J Shah, Company Secretary of the Company, be and are hereby severally authorized to issue and authenticate a certified true copy of this resolution wherever required and to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution."

For **Kinara Capital Private Limited**  
**(Formerly Known as Visage Holdings and Finance Private Limited)**

**Dimple J Shah**  
**Company Secretary**  
**Membership Number: A36349**

**Date:** October 28, 2023  
**Place:** Bengaluru

**Notes:**

1. An explanatory Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 (the Act) with respect to items covered under special business of the notice is annexed hereto.
2. In terms of Section 105 of the Companies Act, 2013, a member of a Company entitled to attend and vote at the Extra-Ordinary General Meeting is entitled to appoint a person as a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified true copy of the Board Resolution/Authorization letter authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxies should fill out the attendance slip for attending the meeting and bring their attendance slips to the Meeting.
5. The instrument appointing the proxy (Form MGT 11) duly filled, in order to be effective, must be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of Companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as a proxy on behalf of the members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. Form MGT 11 is annexed with this notice.

Every member entitled to vote at a meeting of the company, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.

6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts and arrangements in which Directors are interested maintained under Section 189 and all other relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the registered office of the Company during the business hours on all working days from the date of sending of this

EGM Notice up to the date of EGM.

7. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EGM is enclosed.
8. The Notice of Extra-Ordinary General Meeting, attendance slip and proxy form shall be sent by (Email) to all the Members of the Company, who have registered their email id with the company. For any communication, shareholders may send request to the Company's email id [cs@kinaracapital.com](mailto:cs@kinaracapital.com)
9. Shareholders are requested to confirm their presence to the EGM and send any queries on connecting to the EGM or any other issue relating to meeting on [cs@kinaracapital.com](mailto:cs@kinaracapital.com)

**Explanatory statement under section 102 of the Companies Act, 2013:****Item 1:**

The Company is proposing to obtain a Corporate Agent license to act as an insurance agent. In this regard, the main object clause of the Memorandum of Association (MOA) of the Company has to be altered by adding the following new clause after Clause 4:

- *5. To carry on and undertake the business and activities of an insurance intermediary or agent including a Corporate Agent in accordance with the provisions of the rules and regulations issued by the Insurance Regulatory and Development Authority of India for all cases of insurance business in India which includes Life, General and Health Insurance Business.*

The Board of Directors have recommended the aforesaid change in main object clause of the Memorandum of Association of the Company in their meeting held on October 27, 2023 and consent of the members is sought to pass as a Special Resolution.

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

**Item 2:**

Pursuant to the amendment dated February 02, 2023 in Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2015, the Company shall ensure that the Articles of Association of the Company authorizes the Board of Directors to appoint a person nominated by the debenture trustee(s) in terms of clause(e) of sub-regulation(1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Nominee Director on the Board.

In this regard, it is proposed to amend the Articles of Association of the Company to comply with the said provision by adding the following Article in 8.3 in the following manner:

**Addition of Article 8.3.5 to the existing Article 8.3 of the Articles of Association of the Company:**

- *8.3.5 The Board shall be entitled to appoint a person nominated by the debenture trustee(s) in terms of clause(e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Nominee Director on the Board of Directors of the Company, in case there is a default of payment of interest or repayment of principal amount in respect of listed debt securities by the Company.*

The Board of Directors have recommended the aforesaid change in main object clause of the Memorandum of Association of the Company in their meeting held on October 27, 2023 and consent of the members is sought to pass as a Special Resolution.

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

For **Kinara Capital Private Limited**  
(Formerly Known as Visage Holdings and Finance Private Limited)

**Dimple J Shah**  
**Company Secretary**  
**Membership Number: A36349**

**Date:** October 28, 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]

Corporate Identification Number	:	U74899KA1996PTC068587
Name of the company	:	Kinara Capital Private Limited (Formerly known as Visage Holdings and Finance Private Limited)
Registered office	:	#50, 2nd Floor, 100 Feet Road HAL 2nd Stage (Defence Colony), Indiranagar Bangalore Karnataka 560038 IN

Name of the member (s)	:	
Registered address	:	
E-mail Id	:	
Folio No/ Client ID	:	
DP ID	:	

I/We, being the member (s) of ..... shares of the above-named company, hereby appoint

1.	Name	:	
	Address	:	
	E-mail ID	:	
	Signature	:	, or failing him

2.	Name	:	
	Address	:	
	E-mail ID	:	
	Signature	:	, or failing him

3.	Name	:	
	Address	:	
	E-mail ID	:	
	Signature	:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Monday, October 30, 2023 at the Registered Office of the Company situated at #50, 2nd Floor, 100 Feet Road HAL 2nd Stage (Defense Colony), Indiranagar, Bangalore 560038, Karnataka, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Particulars	Favor / against
1	To approve the amendment in the main object clause of the Memorandum of Association of	

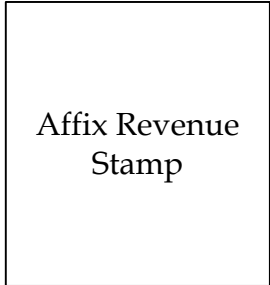


	the Company	
2	To approve the alteration of Articles of Association of the Company	

Signed this.....day of \_\_\_\_\_

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, not less than 48 hours before the commencement of the Meeting

**ATTENDANCE SLIP**

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

Regd. Folio. No/DP.Id/ Client id	
Name of shareholder:	
Address of shareholder:	
Proxy Name:	
Address of proxy:	

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company being held on the \_\_\_\_\_, at the registered office of the Company situated at #50, 2nd Floor, 100 Feet Road HAL 2nd Stage (Defence Colony), Indiranagar, Bangalore 560038, Karnataka, India.

Please ( ) in the box

1. Member
2. Proxy

Signature of member/Proxy

**Route map to the venue of the meeting**

