

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

**Sub: EGM proceedings dated February 02, 2023**

**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 February 02, 2023 passed the following resolutions:

1. To approve issuance of Non-Convertible Debentures on Private Placement basis
2. To approve the change in Name of the Company

We have enclosed the extracts of the EGM resolution for your reference. Kindly take the same on records.

Thanking You,

Yours Faithfully,

For **Visage Holdings and Finance Private Limited**

SUTHEJA  
KADAMALAKUNTE  
JAYASIMHA RAO  
Date: 2023.02.02 18:05:27  
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Digitally signed by SUTHEJA  
KADAMALAKUNTE  
JAYASIMHA RAO

**Sutheja K.J.**  
**Company Secretary**  
**Membership Number: A39340**

**Place:** Bengaluru

[Encl: EGM Resolution]

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 09/2022-23 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 THURSDAY, FEBRUARY 02, 2023, AT 17:00 HOURS.**

## **1. To approve issuance of Non-Convertible Debentures on Private Placement basis**

**“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. Suthēja 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**

**“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. Suthēja 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.”

//Certified to be True//

**For Visage Holdings and Finance Private Limited**

SUTHEJA  
KADAMALAKUNTE  
JAYASIMHA RAO

Digitally signed by SUTHEJA  
KADAMALAKUNTE  
JAYASIMHA RAO  
Date: 2023.02.02 18:06:29  
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**Sutheja K.J.**  
**Company Secretary**

**Date:** February 02, 2023

**Place:** Bengaluru