

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street Mumbai- 400001

Dear Sir/Madam,

Sub: Outcome of the Board Meeting dated January 20, 2023.

Ref: Regulation 52 read with Part B of Schedule III of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015.

Pursuant to Regulation 52 read with Part B of Schedule III of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, we wish to inform you that the Board of Directors of the Company at its meeting held on January 20, 2023, has inter-alia, considered and approved the Unaudited Standalone Financial Results of the Company for the quarter ended December 31, 2022 along with the requisite information pursuant to Regulation 52 (4) of the Listing Regulations and limited review report dated January 20, 2023 for the quarter ended December 31, 2022, issued by the Statutory Auditors of the Company.

Request you to take the same on record.

Thanking you

Yours faithfully

For **Visage Holdings and Finance Private Limited**

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Sutheja K.J.
Company Secretary

Place: Bengaluru

CC: Catalyst Trusteeship Limited
Windsor, 6th floor, Office no. 604,
C.S.T. Road, Kalina, Santacruz (East) Mumbai - 400098

NANGIA & CO LLP

Independent Auditor's Review Report on unaudited Quarterly and Year to Date Financial results of Visage Holdings and Finance Private Limited Pursuant to Regulation 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review Report to The Board of Directors Visage Holdings and Finance Private Limited

1. We have reviewed the accompanying statement of unaudited financial results of Visage Holdings and Finance Private Limited ("the Company") for the quarter ended December 31, 2022 and year to date financial result for the period from 01 April 2022 to 31 December 2022 together with the notes thereon (the "Statement") being submitted by the Company pursuant to the requirements of Regulation 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Regulations").
2. This Statement, which is the responsibility of the Company's management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 (Ind AS 34) "Interim Financial Reporting" prescribed under section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of the company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Act and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

4. Conclusion

Based on our review conducted as above, nothing has come to our attention that cause us to believe that the accompanying Statement of unaudited financial results, prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard (Ind AS 34) "Interim Financial Reporting" prescribed under section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Regulations, including the manner in which it is to be disclosed or that it contains material misstatement.

NANGIA & CO LLP

5. Other matter

The comparative financial information of the Company for the year ended March 31, 2022 were audited by another auditor who expressed an unmodified opinion on those financial results on April 27, 2022 respectively. Accordingly, we, do not express any opinion, as the case may be, on the figures reported in the financial results for the year ended March 31, 2022.

The comparative financial information of the Company for the quarter ended and nine month's period ended December 31, 2021 were reviewed by another auditor who expressed an unmodified conclusion on those financial results on January 24, 2022. Accordingly, we, do not express any conclusion, on the figures reported in the financial results for the quarter ended and nine month's period ended December 31, 2021

Our conclusion is not modified in respect of this matter.

For Nangia & Co. LLP
Chartered Accountants
FRN No. 002391C/N500069

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Jaspreet Singh Bedi
Partner
Membership No.: 601788
UDIN: 23601788BGVLGC3693

Place: Mumbai
Date: 20 January 2023

	Particulars	Quarter ended 31 Dec 2022 (Unaudited) (Note 13)	Quarter ended 30 Sep 2022 (Unaudited) (Note 13)	Quarter ended 30 Dec 2021 (Unaudited) (Note 12)	Nine month ended 31 Dec 2022 (Unaudited)	Nine month ended 31 Dec 2021 (Unaudited)	Year ended 31 Mar 2022 (Audited)
	Revenue from operations						
	(a) Interest income	10,585.99	9,054.51	5,676.50	26,988.45	16,134.64	21,417.53
	(b) Fee and commission income	154.45	158.86	101.79	438.15	565.11	734.68
	(c) Net gain on fair value changes	59.21	13.37	2.32	74.84	7.05	9.41
	(d) Net gain/(loss) on derecognition of financial instruments	2,906.49	(17.42)	1,395.67	4,993.17	2,371.94	6,339.06
(I)	Total Revenue from operations	13,706.14	9,209.32	7,176.28	32,494.61	19,078.74	28,500.68
(II)	Other Income	(9.85)	10.47	42.99	31.85	74.77	87.03
(III)	Total Income (I + II)	13,696.29	9,219.79	7,219.27	32,526.46	19,153.51	28,587.71
	Expenses						
	(a) Finance cost	4,945.37	4,223.70	2,792.27	13,011.69	8,449.36	11,691.42
	(b) Impairment of financial instruments	4,182.07	1,162.65	848.75	7,434.75	1,386.58	3,884.68
	(c) Employee benefit expenses	2,460.05	2,443.37	1,739.36	7,020.80	4,942.27	6,571.70
	(d) Depreciation and amortization expenses	234.69	198.80	188.09	609.23	426.60	629.09
	(e) Other expenses	1,769.41	1,244.27	1,038.81	4,168.00	2,887.19	3,939.91
(IV)	Total Expenses	13,591.59	9,272.79	6,607.28	32,244.47	18,092.00	26,716.80
(V)	Profit/(Loss) before tax (III - IV)	104.70	(53.00)	611.99	281.99	1,061.51	1,870.91
(VI)	Tax Expense:						
	(a) Current tax - Current Year	-	-	1.66	-	102.28	-
	Earlier Year	(1.31)	-	-	(1.31)	(8.14)	(69.76)
	(b) Deferred tax charge / (credit)	16.00	(9.50)	151.15	66.33	164.89	481.48
	Total tax expense	14.69	(9.50)	152.81	65.02	259.03	411.72
(VII)	Profit/(Loss) for the period/year (V - VI)	90.01	(43.50)	459.18	216.97	802.48	1,459.19
(VIII)	Other Comprehensive Income/ (Loss)						
	(A) (i) Items that will not be classified to profit or loss						
	- Remeasurement of the defined benefit plans	(15.08)	(23.26)	(22.39)	(45.25)	(67.17)	(27.63)
	- Income tax relating to items that will not be reclassified to profit or loss	3.80	5.85	5.65	11.39	16.91	6.95
	(B) (i) Items that will be classified to profit or loss						
	- Debt Instruments through Other Comprehensive Income	(74.12)	(70.00)	(110.71)	(193.86)	(109.71)	(13.47)
	- Income tax relating to items that will be reclassified to profit or loss	18.65	17.62	27.85	48.79	27.61	3.39
	- Cash flow hedge reserve	(862.74)	622.78	(8.25)	(40.78)	(8.25)	(50.82)
	- Income tax relating to items that will be reclassified to profit or loss	217.15	(156.76)	2.08	10.26	2.08	12.79
	Other Comprehensive (Loss)/Income (A) + (B)	(712.34)	396.23	(105.77)	(209.45)	(138.53)	(68.79)
(IX)	Total Comprehensive (Loss)/Income for the period/year (VII + VIII)	(622.33)	352.73	353.41	7.52	663.95	1,390.40
(X)	Earnings per equity share (Face value of ₹ 10 per share)						
	Basic (₹)	Not annualised	Not annualised	Not annualised	Not annualised	Not annualised	Annualised
	Diluted (₹)	0.70	(0.43)	6.82	2.02	11.95	21.69
		0.70	(0.43)	6.60	1.99	11.56	21.38

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For and on behalf of the Board of Directors
of Visage Holdings and Finance Private Limited

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Hardika Shah
Director and Chief Executive Officer
DIN : 03562871
Place : Bengaluru
Date : 20 January 2023

- The above unaudited financial results of Visage Holdings and Finance Private Limited (the 'Company') have been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016 and accordingly, these unaudited financial results together with the results for the comparative reporting period have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 ("the Act"), and other accounting principles generally accepted in India, circulars, guidelines, directions issued by Reserve Bank of India ("RBI") from time to time and in compliance with Regulation 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended ("Listing Regulations").
- The above financial results of the Company are reviewed and recommended by the Audit Committee on 19 January 2023 and have been approved by the Board of Directors of the Company at their respective meeting held on 20 January 2023.
- In compliance with regulation 52 of the Securities and Exchange Board of India ("SEBI") (Listing Obligation and Disclosure Requirements) Regulations, 2015, a limited review of financial results for the quarter and nine month ended 31 December 2022 has been carried out by the statutory auditors of the Company.
- The Company's operating segments are established in the manner consistent with the components of the Company that are evaluated regularly by the Chief Operating Decision Maker as defined in Ind AS 108-'Operating Segments'. The Company is engaged primarily in the business of financing and all other activities are incidental to the primary business activity and hence there are no separate reportable segments as per Ind AS 108.
- During the nine month ended 31 December 2022, Company has raised following amount by way of issue of Non Convertible Debentures(NCDs) as per details below:

Particulars	Date of Allotment	Date of Listing
Listed:-		
₹ 2,400 lacs NCDs at coupon rate of 11.86% p.a.	20 May 2022	24 May 2022
Un-Listed:-		
₹ 3,056.132 lacs NCDs at coupon rate of 13.00% p.a.	25 April 2022	NA
₹ 7,859 lacs NCDs at coupon rate of 11.88% p.a.	10 August 2022	NA
₹ 6,952 lacs NCDs at coupon rate of 11.75% p.a.	07 September 2022	NA
₹ 4,133 lacs NCDs at coupon rate of 13.00% p.a.	28 December 2022	NA

- As per Regulation 54 of the Listing Regulations, debentures are secured by first charge ranking pari-passu with each other on the Company's book debts and loan instalment receivables along with mortgage created over the immovable property. The total security cover as on 31 December 2022 is 1.09 times of the principal amount of the said debentures, which is in line with the terms of offer document.
- In terms of the requirement as per RBI notification no. RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated 13 March 2020 on Implementation of Indian Accounting Standards, Non-Banking Financial Companies (NBFCs) are required to create an impairment reserve for any shortfall in impairment allowances under Ind AS 109 and Income Recognition, Asset Classification and Provisioning (IRACP) norms (including provision on standard assets). The impairment allowances under Ind AS 109 made by the company exceeds the total provision required under IRACP (including standard asset provisioning) as at 31 December 2022 and accordingly, no amount is required to be transferred to impairment reserve.
- The Nomination and Remuneration Committee of the Board of Directors had approved an additional grant of 12,850 options under the Visage ESOP Plan 2017 ('ESOP plan 2017') and an additional grant of 4,000 options under the Visage SOP Plan 2014 ('SOP plan 2014'), with effect from 27 April, 2022 respectively to eligible persons as per the policy approved by the Board of Directors (each Option entitles the option holder to 1 equity share of ₹ 10 each) in October 2022.

Further, the Nomination and Remuneration Committee of the Board of Directors had approved a grant of 18,592 options under the Visage ESOP Plan 2017 ('ESOP plan 2017') to eligible persons as per the policy approved by the Board of Directors (each Option entitles the option holder to 1 equity share of ₹ 10 each) in October 2022.

- The Company on 29 August 2022 issued 1,02,326 equity shares of Rs. 10/- each to Ms. Hardika Shah (Director and Chief Executive Officer) by way of conversion of 1,971 unsecured Compulsory Convertible Debentures (CCDs). These equity shares shall rank pari passu with the existing Class A1 Equity Shares of Rs. 10/- each.
- Pursuant to the approval of Board of Directors on 19 April 2022, the Company has allotted 23,37,717 Class A1 equity shares of face value ₹ 10 to Nuveen Global Impact Fund India S.À R.L for a total investment of (including premium) ₹ 15,013.52 lacs (approx.) and 9,03,103 Class A1 equity shares of face value ₹ 10 to Pettelaar Effectenbewaardrijf N.V. (acting in its capacity as a legal owner of ASN Microkredietpool, represented by Triple Jump B.V.) for a total investment of (including premium) ₹ 5,800.00 lacs (approx.). The Board also approved allotment of 1,77,419 Class A1 equity shares of face value ₹ 10 to Visage Trust on 19 April 2022.
- Pursuant to the approval of Board of Directors on 28 September 2022, the Company has allotted 9,62,097 Class A1 equity shares of face value ₹ 10 to Nuveen Global Impact Fund India S.À R.L for a total investment of (including premium) ₹ 7,061.60 lacs (approx.), 4,09,412 Class A1 equity shares of face value ₹ 10 to Pettelaar Effectenbewaardrijf N.V. (acting in its capacity as a legal owner of ASN Microkredietpool, represented by Triple Jump B.V.) for a total investment of (including premium) ₹ 3,005.00 lacs (approx.) and 13,21,562 Class A1 equity shares of face value ₹ 10 to British International Investment plc for a total investment of (including premium) ₹ 9,700.00 lacs (approx.). The Board also approved allotment of 1,41,741 Class A1 equity shares of face value ₹ 10 to Visage Trust on 28 September 2022.
- The figures for the quarter ended 31 December 2021 are balancing figures between reviewed amounts in respect of the nine month ended 31 December 2021 and half year ended 30 September 2021 and reviewed by previous auditor "Haribhakti & Co LLP", who have expressed an unqualified conclusion vide report dated 24 January 2022.
- The figures for the quarter ended 31 December 2022 and 30 September 2022 are balancing figures between reviewed amounts in respect of the nine month ended 31 December 2022 and half year ended 30 September 2022 and are balancing figures between reviewed amounts in respect of the six month ended 30 September 2022 and quarter ended 30 June 2022 respectively.
- The financial results of the company for the year ended 31 March 2022 were audited by previous auditors "Haribhakti & Co LLP", who have expressed an unqualified opinion vide report dated 27 April 2022.
- The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules / interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.
- Reserve Bank of India ('RBI'), vide point number 9 of circular number RBI/2021-2022/125 DOR.STR.REC.68/21.04.048/2021-22 dated 12 November 2021 had instructed that in respect of any borrower account which becomes overdue on or after 31 March 2022, its classification as NPA shall be based on the account being overdue for more than 90 days. Further, point number 10 stated that loan accounts classified as NPAs may be upgraded as 'standard' asset only if entire arrears of interest and principal are paid by the borrower. Subsequently, the RBI released circular RBI/2021-2022/158 DOR.STR.REC.85/21.04.048/2021-22 dated 15 February 2022, extending the time limit till 30 September 2022 to put in place the necessary systems to implement this provision. The company has put in place the necessary systems to ensure compliance.
- Based on evaluation by the Company and pursuant to the approval of Board of Directors on 20 October 2022, the trigger for write off of loans has been changed from 540+ DPD to 360+ DPD starting 01 October 2022.
- Disclosure pursuant to RBI notification RBI/DOR/2021-22/86DOR.STR.REC.51/21.04.048/2021-22 dated 24 September 2021.

(a) Details of transfer through assignment in respect of loans not in default during nine months ended 31 December 2022

Date of transaction	30-Sep-22	30-Dec-22
Counts of loan accounts assigned	183	313
Amount of loan accounts assigned	2,987.82	3,707.72
Retention of beneficial economic interest (MRR)	298.78	370.77
Weighted average maturity (Residual maturity)	3.01 years	2.92 years
Weighted average holding period	1.25 years	0.94 years
Coverage of tangible security coverage	Nil	Nil
Rating wise distribution of rated loans	NA	NA

- Previous period's / year's figures have been regrouped / reclassified, where necessary to conform to current period's classification.

For and on behalf of the Board of Directors
of Visage Holdings and Finance Private Limited

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Hardika Shah
 Director and Chief Executive Officer
 DIN : 03562871
 Place : Bengaluru
 Date : 20 January 2023

(All amounts in ₹ lacs except otherwise stated)

Statement under Regulation 52(4) of Securities and Exchange board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter and nine month ended 31 December 2022

Sl. No.	Particulars	
a.	Debt-equity ratio as at 31 December 2022 [Debt Securities (+) Borrowings (other than debt securities) (+) Subordinated Liabilities / Total Equity]	2.37
b.	Debt service coverage ratio	Not Applicable
c.	Interest service coverage ratio	Not Applicable
d.	Debenture redemption reserve as at 31 December 2022	As per Companies (Issuance of Share Capital and Debentures) Rules, 2014, non banking financial companies are exempt from this requirement in respect of privately placed debentures. Pursuant to this exemption, the Company does not intend to create any reserve for the redemption of the debentures.
e.	Net worth (₹ in lacs) as at 31 December 2022 [Total Equity]	64,407.80
f.	Net profit/(loss) after tax (₹ in lacs) (i) For the quarter ended 31 December 2022 (ii) For the nine month ended 31 December 2022	90.01 216.97
g.	Earnings per share - Basic and Diluted (in ₹) (i) Basic : Quarterly and Nine month ended (ii) Diluted : Quarterly and Nine month ended	0.7 and 2.02 0.7 and 1.99
h.	Current ratio	Not Applicable
i.	Long term debt to working capital	Not Applicable
j.	Bad debts to Account receivable ratio as at 31 December 2022 (Not annualised) [Bad debt written off (net off recovery)/Average Loan assets]	4.56%
k.	Current liability ratio	Not Applicable
l.	Total debts to total assets as at 31 December 2022 [Debt Securities (+) Borrowings (other than debt securities) (+) Subordinated Liabilities / Total Assets]	66.42%
m.	Debtors turnover	Not Applicable
n.	Inventory turnover	Not Applicable
o.	Operating margin (%)	Not Applicable
p.	Net profit/(loss) margin (%) (Not Annualised) (i) For the quarter ended 31 December 2022 (ii) For the nine month ended 31 December 2022	0.66% 0.67%
q.	Sector specific equivalent ratios, as applicable (i) Capital Adequacy Ratio as at 31 December 2022 (ii) Gross Stage 3 Ratio as at 31 December 2022 [Gross Stage 3 assets/Gross carrying amount of loans] (iii) Net Stage 3 Ratio as at 31 December 2022** [Net Stage 3 assets/Gross carrying amount of loans(net off stage 3 provision)] **The Net Stage 3 above does not include benefits accruing from: - portfolio of ₹ 24,019.02 lacs covered under Credit Guarantee Fund Scheme for NBFCS (CGS-II) by Credit Guarantee Fund Trust for Micro and Small Enterprises (CGTMSE), set up by Government of India and SIDBI. - portfolio of ₹ 2,705.68 lacs covered under Emergency Credit Line Guarantee Scheme (ECLGS) by National Credit Guarantee Trustee Company Limited (NCGTC), set up by Government of India. - portfolio of ₹ 1,492.49 lacs covered under guarantee agreement through Finreach Solutions Private Limited with guarantee from Norther Arc Capital Limited and Michael & Susan Dell Foundation (iv) Net Stage 3 Ratio as at 31 December 2022 [Net Stage 3 assets post guarantee coverage/Gross carrying amount of loans(net off stage 3 provision and coverage)] (v) Total Asset Under Management (AUM) as on 31 December 2022 (vi) Gross Non Performing Asset ratio as at 31 December 2022 (on AUM) (vii) Net Non Performing Asset ratio post guarantee coverage as at 31 December 2022 (on AUM)	34.62% 6.43% 5.69% 4.74% 1,99,326.26 4.46% 2.72%
	(viii) Reconciliation between Stage 3 assets and Portfolio at Risk account wise (90+ Bucket)	As at 31 December 2022
	Stage 3 assets	10,049.92
	Adjustments required as per Ind AS 109	(1,155.86)
	Significant increase in credit risk trigger due to restructures	(944.60)
	Borrowers with other loans in 90+ Bucket	(609.67)
	NPAs due to implementation of RBI circular RBI/2021-2022/125 DOR.STR.REC.68/21.04.048/2021-22 dated 12 November 2021 and RBI/2021-2022/158 DOR.STR.REC.85/21.04.048/2021-22 dated 15 February 2022	(156.98)
	CGTMSE claims received	95.59
	Portfolio at Risk account wise (90+ Bucket) *	7,278.40
	*Portfolio at Risk account wise (90+ Bucket) represents principal outstanding on the accounts that are more than 90 days past due on AUM.	

For and on behalf of the Board of Directors
of Visage Holdings and Finance Private Limited

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Hardika Shah

Director and Chief Executive Officer

DIN : 03562871

Place : Bengaluru

Date : 20 January 2023

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

Dear Sir/Madam,

Sub: Statement indicating utilization of issue proceeds and no deviation or variation in the use of proceeds of issue of listed non-convertible debt securities for the quarter ended December 31, 2022

Pursuant to SEBI circular SEBI/HO/DDHS/08/2020 dated January 17, 2020 and Regulation 52 (7) of SEBI (Listing Obligation & Disclosure Requirements), 2015, please find enclosed herewith statement indicating the utilization of issue proceeds and no deviation or variation in the use of proceeds of issue of listed non-convertible debt securities for the quarter ended December 31, 2022 in **Annexure A**.

Request you to kindly take the same on your records.

Thanking you.

Yours faithfully,

For **Visage Holdings and Finance Private Limited**

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Sutheja KJ
Company Secretary

Place: Bengaluru

Annexure A

Name of the Company: **Visage Holdings and Finance Private Limited**

Mode of fund raising: **Private Placement**

Type of Instrument: **Non-Convertible Debentures Report filed for the quarter ended December 31, 2022**

Name of the Issuer	ISIN	Mode of Fund Raising (Public issues/ Private placement)	Type of instrument	Date of raising funds	Amount Raised (Rs. in Crores)	Funds utilized (Rs. in Crores)	Any deviation (Yes / No)	If 8 is Yes, then specify the purpose of for which the funds were utilized	Remarks, if any
1	2	3	4	5	6	7	8	9	10
Visage Holdings and Finance Private Limited	INE200W07183	Private placement	Non-Convertible Debenture	25-05-2018	32	32	No	NA	-
Visage Holdings and Finance Private Limited	INE200W08058	Private placement	Non-Convertible Debenture	30-01-2019	10	10	No	NA	-
Visage Holdings and Finance Private Limited	INE200W07092	Private placement	Non-Convertible Debenture	18-03-2019	60	60	No	NA	-
Visage Holdings and Finance Private Limited	INE200W08074	Private placement	Non-Convertible Debenture	20-03-2019	5	5	No	NA	-
Visage Holdings and Finance Private Limited	INE200W07167	Private placement	Non-Convertible Debenture	12-03-2021	37	37	No	NA	-
Visage Holdings and Finance Private Limited	INE200W07191	Private placement	Non-Convertible Debenture	29-07-2021	16	16	No	NA	-
Visage Holdings and Finance Private Limited	INE200W07225	Private placement	Non-Convertible Debenture	11-03-2022	47.5	47.5	No	NA	-

Visage Holdings and Finance Private Limited	INE200W07258	Private placement	Non-Convertible Debenture	25-03-2022	60	60	No	NA	-
Visage Holdings and Finance Private Limited	INE200W07274	Private placement	Non-Convertible Debenture	20-05-2022	24	24	No	NA	-

*Note: This statement includes the details of non-convertible debenture issued/re-issued and allotted during the quarter ended December 31, 2022

For **Visage Holdings and Finance Private Limited**

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Sutheja KJ
Company Secretary

Place: Bengaluru

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street Mumbai- 400001

Dear Sir/Madam,

Sub: Disclosure under Regulation 54(2) and 54(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations")

Pursuant to Regulation 54(2) and 54(3) of LODR Regulations and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022 ('SEBI Circular'), we hereby submit the extent and nature of security created, maintained and available with respect to secured listed non-convertible debt securities of the Company for the quarter ended December 31, 2022 as per the prescribed format in SEBI Circular as **Annexure I**.

Kindly take the same on record.

Thanking You.

Your Sincerely,

For **Visage Holdings and Finance Private Limited**

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Sutheja K.J.
Company Secretary

Date: January 20, 2023

Place: Bengaluru

Encl: as above

NANGIA & CO LLP

Independent Auditor's Report on Asset Cover and Compliance with all Covenants as at December 31, 2022, under Regulation 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) for submission to (the "Debenture Trustee")

To,
The Board of Directors
Visage Holdings and Finance Private Limited
50, Second Floor, 100 Feet Road,
HAL II Stage, Indiranagar,
Bengaluru 560038.

Dear Sirs,

1. This Report is issued in accordance with the terms of our engagement agreement dated 06 October 2022 with Visage Holdings and Finance Private Limited (hereinafter the "Company").
2. We Nangia & Co. LLP, Chartered Accountants, are the Statutory Auditors of the Company and have been requested by the Management of the Company to examine the accompanying Statement showing 'Asset Cover' for the listed non-convertible debt securities as at December 31, 2022 (the "Statement") which has been prepared by the Management of the Company from the financial statements and other relevant records and documents maintained by the Company as at and for the period ended December 31, 2022 pursuant to the requirements of the Regulation 56(1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as vide circular no. SEBI /HO/ MIRSD /MIRSD _ CRADT/COR/P/2022/67 dated May 19, 2022, (referred to as the "SEBI Regulations"), and has been initialed by us for identification purpose only.

This Report is required by the Company for the purpose of submission with Debenture Trustees of the Company to ensure compliance with the SEBI Regulations in respect of its listed non-convertible debt securities as at December 31 2022 ("Debentures"). The Company has entered into agreement(s) with the Debenture Trustee ("Debenture Trust Deed") in respect of such Debentures, as indicated in the Statement.

Management's Responsibility

3. The preparation and completeness of the accompanying Statement from the unaudited books of account, unaudited financial results of the Company for the nine months ended December 31, 2022, and other relevant records and documents is the responsibility of the management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management of the Company is also responsible for ensuring that the Company complies with the requirements of the SEBI Regulations and for providing all relevant information to the Debenture Trustee and complying with all the covenants as prescribed in the Debenture Trust Deeds entered into between the Company and the Debenture Trustee.

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Auditor's Responsibility

5. Pursuant to the requirements as mentioned in paragraph 2 above, it is our responsibility to provide a limited assurance as to whether the Company has maintained asset cover as per the terms of the Debenture Trust Deed and the Company is in compliance with all the covenants as mentioned in the Debenture Trust Deed as on December 31, 2022.

This does not include the evaluation of adherence by the Company with all the applicable guidelines of the Regulations, Offer documents / Information memorandum and Debenture Trust deeds.

6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI in so far as applicable for the purpose of this Certificate, which includes the concepts of test checks and materiality.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
8. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial results of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial results, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.
9. The unaudited financial results for the nine months ended December 31, 2022, have been reviewed by us, on which we have issued an unmodified conclusion vide our report dated January 20, 2023. Our review of these financial results was conducted in accordance with the Standard on Review Engagements ("SRE") 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India ("ICAI"). This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial results are free of material misstatement.
10. A limited assurance engagement includes performing procedures to obtain sufficient appropriate audit evidence on the reporting criteria. The procedures performed vary in nature and timing from, and are less extent than for, a reasonable assurance and consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Accordingly, we have performed the following procedures:
 - a) Obtained unaudited Ind AS Financial Statement for the period ended December 31, 2022;
 - b) Obtained and read the Debenture Trust Deed in respect of the secured Debentures and noted the asset cover percentage required to be maintained by the Company in respect of such Debentures, as indicated in the Statement;

- c) Traced and agreed the principal amount of the Debentures outstanding as on December 31, 2022 to the unaudited financial results and the unaudited books of account maintained by the Company;
- d) Obtained and read the particulars of asset cover required to be provided in respect of Debentures as indicated in the Debenture Trust Deed and compared it with the information furnished in the Statement.
- e) Traced the value of assets indicated in the Statement to the unaudited financial results unaudited books of accounts and other relevant records maintained by the Company;
- f) Verified the arithmetical accuracy of the Statement.
- g) With respect to compliance with covenants specified in the Debenture Trust Deed as per the Annexure-II, we have performed the following procedures:
 - i) Compared the financial covenants computed by the management as at December 31, 2022 with the requirements stipulated in the Debenture Trust Deed to verify whether such covenants are in compliance with the requirements of the Debenture Trust Deed;
 - ii) Performed necessary inquiries with the management regarding any instances of non-compliance of covenants during the quarter and nine months ended December 31, 2022;
 - h) With respect to covenants other than those mentioned in paragraph 9(g) above, the management has represented and confirmed the status of the covenants as on December 31 2022 whether complied or not including affirmative, informative, and negative covenants, as prescribed in the Trust Deeds, as at December 31, 2022. We have relied on the same and not performed any independent procedure in this regard; Performed necessary inquiries with the Management and obtained necessary representations.
 - i) Performed necessary inquiries with the Management and obtained necessary representations.

Conclusion

11. Based on procedures performed by us as given in paragraph 9 above and according to the information, explanation and representations provided to us by the Management of the Company, read with notes given in the Statement, nothing has come to our attention that causes us to believe that the Company has not maintained asset cover as per the terms of the Debenture Trust Deed and the Company is not in compliance with the financial covenants as mentioned in the Debenture Trust Deed as on December 31, 2022.

Restriction of use

12. This report is solely addressed to and provided to the Board of Directors of the Company for the purpose of onward submission to the Trustee and SEBI and is not to be used for any other purpose or to be distributed to any other parties. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. This report relates only to the items specified above and does not extend to any financial statements of the Company taken as a whole. We have no responsibility to update this report for events and circumstances occurring after December 31, 2022.

For Nangia & Co. LLP
Chartered Accountants
FRN No: 002391C/N500069

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Jaspreet Singh Bedi
Partner
Membership No: 601788
UDIN: 23601788BGPLGD9175
Place: Mumbai
Date: 20 January 2023

Annexure I – Maintenance of Security Cover as on December 31, 2022

Table I: For secured listed NCDs

Amount in Lakhs

Column A	Column B	Column C ⁱ	Column D ⁱⁱ	Column E ⁱⁱⁱ	Column F ^{iv}	Column G ^v	Column H ^{vi}	Column I ^{vii}	Column J	Column K	Column L	Column M	Column N	Column O
Particulars		Exclusive Charge	Exclusive Charge	Pari-Passu Charge	Pari-Passu Charge	Pari-Passu Charge	Assets not offered as Security	Elimination (amount in negative)	(Total C to H)	Related to only those items covered by this certificate				
	Description of asset for which this certificate relate	Debt for which this certificate being issued	Other Secured Debt	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari-passu charge)	Other assets on which there is pari-passu charge (excluding items Covered in column F)		debt amount considered more than once (due to exclusive plus pari passu charge)		Market Value for Assets charged on Exclusive basis	Carrying /book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg, Bank Balance, DSRA market value is not applicable)	Market Value for Pari passu charge Assets ^{vi} ii	Carrying value/book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg, Bank Balance, DSRA market value is not applicable)	Total Value(=K+L+M+ N)
		Book Value	Book Value	Yes/ No	Book Value	Book Value								
ASSETS														
Property, Plant and Equipment		-	-	No	NA	NA	421.23	-	421.23	-	-	-	-	-

VISAGE HOLDINGS AND FINANCE PRIVATE LIMITED
RBI Registration: B-02.00255 | CIN: U74899KA1996PTC068587



Capital Work-in- Progress		-	-	No	NA	NA	-	-	-	-	-	-	-	-
Right of Use Assets		-	-	No	NA	NA	1,227.92	-	1,227.92	-	-	-	-	-
Goodwill		-	-	No	NA	NA	-	-	-	-	-	-	-	-
Intangible Assets		-	-	No	NA	NA	315.74	-	315.74	-	-	-	-	-
Intangible Assets under Development		-	-	No	NA	NA	-	-	-	-	-	-	-	-
Investments		-	-	No	NA	NA	4,621.50	-	4,621.50	-	-	-	-	-
Loans	Loan portfolio	31,301.80	1,03,108.90	No	NA	NA	17,589.80	-	1,52,000.50	-	31,301.80	-	-	31,301.80
Inventories		-	-	No	NA	NA	-	-	-	-	-	-	-	-
Trade Receivables		-	-	No	NA	NA	-	-	-	-	-	-	-	-
Cash and Cash Equivalents		-	-	No	NA	NA	49,501.40	-	49,501.40	-	-	-	-	-
Bank Balances other than Cash and Cash Equivalents		-	-	No	NA	NA	2,728.19	-	2,728.19	-	-	-	-	-
Others		-	-	No	NA	NA	18,015.86	-	18,015.86	-	-	-	-	-
Total		31,301.80	1,03,108.90				94,421.64		2,28,832.34		31,301.80	-	-	31,301.80

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LIABILITIES														
Debt securities to which this certificate Pertains	Listed NCD	28,611.13	39,406.19	No	NA	NA	-	-	68,017.31	28,611.13	-	-	-	28,611.13
Other debt sharing pari-passu charge with above debt		-	-	No	NA	NA	-	-	-	-	-	-	-	-
Other Debt		-	-	No	NA	NA	-	-	-	-	-	-	-	-
Subordinated debt		-	-	No	NA	NA	2,210.01	-	2,210.01	-	-	-	-	-
Borrowings		-	52,148.67	No	NA	NA	-	-	52,148.67	-	-	-	-	-
Bank		-	-	No	NA	NA	-	-	-	-	-	-	-	-
Debt Securities		-	-	No	NA	NA	-	-	-	-	-	-	-	-
Others		-	-	No	NA	NA	-	-	-	-	-	-	-	-
Trade Payables		-	-	No	NA	NA	97.95	-	97.95	-	-	-	-	-
Lease Liabilities		-	-	No	NA	NA	1,302.60	-	1,302.60	-	-	-	-	-
Provisions		-	-	No	NA	NA	562.61	-	562.61	-	-	-	-	-

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Others		-	-	No	NA	NA	10,775.98	-	10,775.98	-	-	-	-	-
Total		28,611.13	90,554.86				14,949.15	-	1,35,115.14	28,611.13				28,611.13
Cover on Book Value		109.40%	112.62%				631.62%							
Cover on Market Value														
		Exclusive Security Cover Ratio				Pari-Passu Security Cover Ratio								

1. The amounts are extracted from the unaudited books of account and unaudited financial results of the Company for the nine months ended December 31, 2022.
2. The Loans represented in books are at fair value net of impairment, hence the carrying value is considered as the market value of loans.
3. Debt Securities and Borrowing excludes the amount of Rs. 30,109 Lakhs relating to debt and borrowing for which the utilisation period is not over as on 31-12-2022, hence the security is not assigned for them and therefore not covered in the certificate.

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The Company has vide its Board/Committee Resolution and information memorandum/ offer document and under various Debenture Trust Deeds, has issued the following listed secured debt securities as at December 31, 2022 by private placement:

Amount in Lakhs

ISIN	Facility	Type of Charge	Principal Outstanding Amount as on 31-12-2022 (A)	Cover Required (B)	Asset Required in Amount (A*B)	Total Outstanding Amount as on 31-12-2022 (as per financials) (C)	Assets available (D)	Asset cover (D/C)
INE200W07183	Non Convertible Debentures	Exclusive charge on identified receivables	3,200.00	110.00%	3,520.00	3,390.92	3,741.92	110.35%
INE200W07092	Non Convertible Debentures	Exclusive charge on identified receivables	6,000.00	105.00%	6,300.00	6,201.30	6,864.92	110.70%
INE200W07167	Non Convertible Debentures	Exclusive charge on identified receivables	3,700.00	105.00%	3,885.00	3,828.33	4,116.19	107.52%
INE200W07191	Non Convertible Debentures	Exclusive charge on identified receivables	1,600.00	110.00%	1,760.00	1,674.94	1,866.46	111.43%
INE200W07258	Non Convertible Debentures	Exclusive charge on identified receivables	6,000.00	105.00%	6,300.00	6,180.72	6,566.29	106.24%
INE200W07225	Non Convertible Debentures	Exclusive charge on identified receivables	4,750.00	110.00%	5,225.00	4,912.68	5,469.70	111.34%
INE200W07274	Non Convertible Debentures	Exclusive charge on identified receivables	2,400.00	110.00%	2,640.00	2,422.24	2,676.32	110.49%

Visage Holdings and Finance Private Limited
Annexure-II Compliance with Financial covenants

Lender Name	Covenant Requirement	Threshold	Status of Compliance
BlueOrchard Microfinance Fund, Microfinance Initiative for Asia, Covid-19 Emerging & Frontier Markets MSME Support Fund	(PAR >30 + Restructured Loan + Charge offs during last 12 months) / Outstanding Portfolio	<= 25%	Complied
BlueOrchard Microfinance Fund, Microfinance Initiative for Asia, Covid-19 Emerging & Frontier Markets MSME Support Fund	PAR > 90 to Outstanding Gross Loan Portfolio	<= 10%	Complied
BlueOrchard Microfinance Fund, Microfinance Initiative for Asia, Covid-19 Emerging & Frontier Markets MSME Support Fund	CRAR	>= 16%	Complied
BlueOrchard Microfinance Fund, Microfinance Initiative for Asia, Covid-19 Emerging & Frontier Markets MSME Support Fund	PAR >90 + Restructured Loan - Loan Loss Reserve to Tier I Capital	< 30%	Complied
BlueOrchard Microfinance Fund, Microfinance Initiative for Asia, Covid-19 Emerging & Frontier Markets MSME Support Fund	ROA net of donation for trailing 12M	> 0%	Complied
BlueOrchard Microfinance Fund, Microfinance Initiative for Asia, Covid-19 Emerging & Frontier Markets MSME Support Fund	Net Open Aggregated Currency Position i.e. ((Foreign Currency Assets - Foreign Currency Liabilities) / Equity)	<= 50%	Complied
Covid-19 Emerging & Frontier Markets MSME Support Fund	CRAR	>= 15%	Complied
Microfinance Enhancement Facility, UTI International Wealth Creator 4, SICAV (Lux) Agriculture Fund	(Foreign currency assets - Foreign currency liabilities)/ Equity (Equity incl. Subdebt upto 50%)	<= 50%	Complied
Microfinance Enhancement Facility, UTI International Wealth Creator 4, SICAV (Lux) Agriculture Fund	PAR > 90 to Gross Loan Portfolio	< 7%	Complied
Microfinance Enhancement Facility, UTI International Wealth Creator 4	PAR > 90 days + rescheduled loans+gross Write offs 12 months trailing to Gross Loan Portfolio	< 15%	Complied
Microfinance Enhancement Facility, UTI International Wealth Creator	ROA	> 0%	Complied

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4, SICAV (Lux) Agriculture Fund			
Microfinance Enhancement Facility, UTI International Wealth Creator 4, SICAV (Lux) Agriculture Fund	Open Loan Position i.e. PAR >90 + Rescheduled loans <= 90 days - Loan loss provision)/Equity	< 30%	Complied
Microfinance Enhancement Facility, UTI International Wealth Creator 4, SICAV (Lux) Agriculture Fund	CRAR	> 18%	Complied
Microfinance Enhancement Facility, UTI International Wealth Creator 4, SICAV (Lux) Agriculture Fund	Maturity mismatch for any 3 months period, cumulative, including all positions of the previous 3 months periods, below 100% of borrowers equity. (Maturity mismatch is as good as short position i.e. maturity assets < maturity liabilities)	ALM Mismatch Positive in 3 month Buckets	Complied

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