

NOTICE (03/2023-24)

NOTICE is hereby given that the Third Extra - Ordinary General Meeting ("EGM") of the members of Kinara Capital Private Limited (Formerly known as Visage Holdings and Finance Private Limited") for the Financial Year 2023-24 will be held at the Company's Corporate Office at No. 660, 100 Feet Road, 1st Stage, Indiranagar, Bengaluru, Karnataka - 560038 on Thursday, February 29, 2024, at 11:00 hours (IST), to transact the following businesses:

SPECIAL BUSINESS:**Item no. 1: To consider and approve the issue and offer of Non-Convertible Debentures ("NCD") including Market Linked Debentures ("MLD") on Private Placement basis up to INR 1300 Crores (Indian Rupees One Thousand Three Hundred Crores Only)**

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

"RESOLVED THAT in supersession of the resolutions passed by the shareholders in their meeting held on February 02, 2023 and pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder including any statutory modifications, amendments, substitutions or re-enactments thereof, for the time being in force, and the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to other applicable law, rules, guidelines, the consent of the Members be and is hereby accorded to make offers and / or invitations and / or issue, in one or more tranches, Non-convertible Debentures ("NCDs"), whether listed, secured or unsecured, senior, subordinated including Market Linked Debentures ("MLD") on private placement basis, provided that the outstanding amounts of all such NCDs at any time during the period shall not exceed INR 1300 Crores (Indian Rupees One Thousand Three Hundred Crores Only) on such terms and conditions and at such times at par or at such premium, as may be decided by the Board/Finance Committee to such person(s), including to one or more Company(ies), bodies corporate(s), statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person(s) as the Board/ Finance Committee may decide for general corporate purposes and/or for onward lending business of the Company and will be valid for 1 year from the date of passing this resolution.

RESOLVED FURTHER THAT the aggregate amount of funds to be raised by issue of NCDs including market linked Debentures shall not exceed the overall borrowing limits of the Company, as approved or may be approved by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Board/ Finance Committee be and is hereby authorized and empowered to identify investor, arrange, settle and determine the terms and conditions (including without limitation, interest, repayment, creation of security or otherwise) as it may think fit in the issuance of such NCDs, approve PAS-4 and to do all such acts, deeds, and things, and to execute all such documents, instruments and writings as may be required to give effect to these resolutions.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things, incidental and ancillary, to give effect to the above resolution including but not limited to filing of necessary forms with any regulatory authority as may be required in this regard."

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

Dimple J Shah
Company Secretary
Membership Number: A36349

Date: February 07, 2024
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
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

Explanatory statement under section 102 of the Companies Act, 2013:**Item No: 1**

The Company raises funds by issue of Non-Convertible Debenture ("NCD") to meet its business requirements. In terms of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, every issue of debentures is required to be approved by the members of the Company by special resolution. Further, Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 permits the Company to pass a special resolution once in a year for offer or invitation of non-convertible debentures to be made during the year on a private placement basis in one or more tranches.

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, (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, up to INR 13,00,00,00,000/- (Indian Rupees One Thousand Three Hundred Crores only) pursuant to Section 42, 71 of the Companies Act 2013 and the rules framed thereunder.

The Board recommends the special resolution set forth in Item No. 1 of the Notice for approval of the Members.

Accordingly, consent of the Members is sought in connection with the aforesaid issue of NCDs and they are requested to authorize the Board which 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 13,00,00,00,000/- (Indian Rupees One Thousand Three Hundred Crores only) as stipulated above in one or more tranches.

Statement of Disclosure as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

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	Secured or Unsecured Redeemable NCDs whether cumulative and/or non-cumulative for an amount not exceeding in aggregate INR 1300 Crore in one or more tranches, on a private placement basis at such interest rates and on such terms and conditions as may be determined by the Board of Directors of the Company. Date of passing board resolution: February 06, 2024. 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, (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.
2.	Kind of securities offered and the price at which security is being allotted	Secured or Unsecured Redeemable NCDs whether cumulative and/or non-cumulative at premium, discount or at par as may be determined by the Board of Directors or the Committee of the Company
3.	Basis or justification for the price (including premium, if	Since the issuance would be in one or more tranches, the price would be determined by Board of Directors/

	any) at which the offer or invitation is being made	Committee of the Company based on prevailing market conditions at the time of issue of NCDs.
4.	Name and address of valuer who performed valuation	Not Applicable for NCDs.
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.
7	Purpose or Objects of the Offer	The proceeds of the issues would be used for (a) deployment in business and growth of asset book by on lending (b) General Corporate purpose for ordinary course of business and for such other purposes related to the business of the Company as the Board/Committee feels appropriate.

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: February 07, 2024

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 Thursday, February 29, 2024 at the Corporate Office of the Company situated at No. 660, 100 Feet Road, 1st Stage, Indiranagar, Bengaluru, Karnataka - 560038, Karnataka, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Particulars	Favor / against
1	To Consider and Approve the issue and offer of Non-Convertible Debentures (NCD) Including Market Linked Debentures on Private Placement Basis Limit up to INR 1300 Crores (Indian Rupees One Thousand Three Hundred Crores Only)	

Signed this.....day of _____

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp

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 Thursday, February 29, 2024, at the Corporate office of the Company situated at No. 660, 100 Feet Road, 1st Stage, Indiranagar, Bengaluru, Karnataka - 560038.

Please () in the box

1. Member
2. Proxy

Signature of member/Proxy

Route map to the venue of the meeting

