

NOTICE (01/2024-25)

SHORTER NOTICE is hereby given that the First 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 2024-25 will be held at the Corporate Office at No. 660, 100 Feet Road, 1st Stage, Indiranagar, Bengaluru, Karnataka - 560038 on Monday, April, 29, 2024, at 11:00 hours (IST), to transact the following businesses:

SPECIAL BUSINESS:**Item no. 1: To consider and approve the appointment of Mr. Parthasarathy N.S. as an Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. Parthasarathy N.S (DIN: 00146954) who was appointed as an Additional Director in the capacity as an Independent Director by the Board of Directors of the Company ("the Board") in their meeting held on April 23, 2024, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of 5 (five) consecutive years till the conclusion of Thirty Second AGM of the Company, whose period of appointment shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized to such acts, deeds and things (including filing of the prescribed forms with the authorities in this regard) to give effect to the above resolution."

Item no. 2: To consider and approve the ratification of the issue and offer of Non-Convertible Debentures including Market Linked Debentures and Bonds on private placement basis up to INR 1,300 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 the consent of the members be and is hereby accorded to ratify and be deemed to include within its ambit "foreign currency non-convertible bonds" in the term "non-convertible debentures" or "NCDs", as referred to or wherever used under the resolution dated February 29, 2024 (the "Shareholders Resolution") passed by the Shareholders *inter alia* delegating certain powers to the Committee, and that the power granted to the Committee under the terms of the aforesaid Resolution be deemed to include within itself the power granted to the Committee to determine and approve the terms and conditions, as it may think fit, in relation to issuance and allotment of the foreign currency non-convertible bonds by the Company."

RESOLVED FURTHER THAT the aggregate amount of funds to be raised by issue of NCDs including MLDs and foreign currency non-convertible bonds shall not exceed the overall borrowing limits of the Company, as approved or may be approved by the Board of Company from time to time.

RESOLVED FURTHER THAT the consent of the members be and is hereby authorized and empowered to Finance Committee to identify Investor, arrange, settle and determine the terms and conditions (including without limitation, interest, repayment, security or otherwise) as it may think fit in the issuance of such NCDs including MLDs and foreign currency non-convertible bonds, approve PAS-4, approve General Information Document and Key Information Document 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 approval of the members be and is hereby accorded to delegate the powers to the Board of Directors and/or Finance Committee to identify and appoint arranger, Trustee, Rating agency, Depository, Registrar and Transfer Agent, Depository, legal counsel and such other intermediaries, advisors or agents (by whatever name called) as may be required to be

appointed in connection with the issuance of NCDs/MLDs/ and foreign currency non-convertible bonds.

RESOLVED FURTHER THAT the members hereby approve and ratifies all such acts, deeds and actions taken by the Company and the Committee till date for the purpose of issuance, determination and finalization of the terms and conditions of any foreign currency non-convertible bonds issued / to be issued by the Company.

RESOLVED FURTHER THAT that the Board of Directors and/or Finance Committee be and is hereby authorized to appoint Signatory(ies) to approve and finalize, sign, execute and deliver all such documents in relation to the issue of NCDs and/or MLDS and/ or foreign currency non-convertible bonds ("Issue") and allotment from time to time and to do all other acts, deeds, things and matters to the expedient interest of the Company for the Issue and allotment or as may be necessary or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any of the Directors, authorised signatories under the relevant resolutions 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: April 23, 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 is proposing to confirm the appointment of Mr. Parthasarathy N.S (DIN: 00146954) as an Independent Director who has been appointed as an Additional Director (Non-Executive, Independent Director) by the Board of Directors in their meeting held on April 23, 2024, based on the recommendation of the Nomination and Remuneration Committee. It is proposed to appoint Mr. Parthasarathy to hold the office till the conclusion of Thirty Second AGM.

The Company has received consent in writing from Mr. Parthasarathy N.S to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014.

Further, the Company has also received a declaration from Mr. Parthasarathy N.S that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013. In the opinion of the Board he fulfills the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and he is independent of the management.

Further, Mr. Parthasarathy N.S is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given their intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under sub section (2) of section 164 of the Companies Act, 2013.

Brief profile of Mr. Parthasarathy N.S along with other Details is attached as annexure to this Notice.

The Board recommends to pass an Ordinary resolution set forth in Item No. 1 of the Notice for approval of the Members.

None of the Director's/ KMP's except Mr. Parthasarathy N.S are interested in the proposed resolution.

ITEM NO 2:

The Company is proposing to ratify the resolution to include within its ambit "foreign currency non-convertible bonds" in the term "non-convertible debentures" or "NCDs", as referred to or wherever used under the resolution dated February 29, 2024 (the "Shareholders Resolution") passed by the Shareholders.

The Company is planning to raise funds for its general corporate purposes/expanding its loan portfolios by way of issuance of Non-Convertible Debentures, Market Linked Debentures and Bonds including foreign currency bonds ((a) subordinated, (b) listed/Unlisted (c) senior secured, (d) senior unsecured, (e) unsecured, and/or (f) any others (including market linked debentures and Bonds) 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. 2 of the Notice for approval of the Members.

Accordingly, consent of the Members is sought in connection with the aforesaid issue of Non-Convertible Debentures including Market Linked Debentures and Bonds 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	<p>Secured or Unsecured Redeemable NCDs including Market Linked Debentures and Bonds 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.</p> <p>Date of passing board resolution: April 23, 2024.</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 Non-Convertible Debentures including Market Linked Debentures and Bonds ((a) subordinated, (b) listed/unlisted (c) senior secured, (d) senior unsecured, (e) unsecured, and/or (f) any others (including market linked debentures and Bonds)) 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 including Market Linked Debentures and Bonds.</p>
2.	Kind of securities offered and the price at which security is being allotted	Secured or Unsecured Redeemable NCDs including Market Linked Debentures and Bonds 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 any) at which the offer or invitation is being made	Since the issuance would be in one or more tranches, the price would be determined by Board of Directors/ Committee of the Company based on prevailing market conditions at the time of issue of NCDs including Market Linked Debentures and Bonds.
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 including Market Linked Debentures and Bonds 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 including Market Linked Debentures and Bonds 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.

By Order of the Board

Dimple J Shah
Company Secretary
Membership No. A36349

Date: April 23, 2024

Place: Bangalore

Annexure 1: Brief Profile of Director**ADDITIONAL INFORMATION OF DIRECTORS SEEKING APPOINTMENT
[Pursuant to Secretarial Standards on General Meetings (SS-2)]**

Name of the Director	Parthasarathy N.S.
DIN	00146954
Date of Birth	03-01-1961
Age	63 years
Date of First Appointment on the Board	April 23, 2024
Relationship with Other Directors, Manager and Key Managerial Personnel	NA
Experience and Expertise in Specific Functional Area	Experience in IT and Systems
Qualification(s)	M.Sc(Hons) Mathematics-BITS Pilani M.Tech (Computer Science)-IIT, KGP AMP-Harvard Business School
No. of Meetings of the Board attended during the Year	NA
Chairmanships/Memberships of Committees of the Board of Other Companies (includes only Audit Committee and Stakeholders' Relationship Committee)	NA
Number of Equity Shares held in the Company as at March 31, 2024 Including Shareholding as a Beneficial Owner	Mr. Parthasarathy N.S is not holding any equity shares in the Company
Terms and Conditions of Appointment	As per the Appointment letter
Proposed Remuneration	As per the Appointment letter
Remuneration drawn during the financial year excluding sitting fee	NA

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, April 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 appointment of Mr. Parthasarathy N.S. as an Independent Director of the Company	
2	To consider and approve the ratification of the issue and offer of Non-Convertible Debentures including Market Linked Debentures and Bonds	

	on private placement basis up to INR 1,300 crores (Indian Rupees One Thousand Three Hundred Crores Only)	
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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 Monday, April 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

