

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF KINARA CAPITAL PRIVATE LIMITED (FORMERLY KNOWN AS VISAGE HOLDINGS AND FINANCE PRIVATE LIMITED) WILL BE HELD ON THURSDAY, SEPTEMBER 28, 2023 AT 11:00 AM (IST) AT THE REGISTERED OFFICE OF THE COMPANY AT #50, 2ND FLOOR, HAL 2ND STAGE, 100 FEET ROAD, INDIRANAGAR, BENGALURU, KARNATAKA-560038 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

ITEM 1: To receive, consider and adopt the Audited Financial Statements of the company for the year ended March 31, 2023 including Balance Sheet as at March 31, 2023, Statement of Profit and Loss, Cash flow statement and Notes thereon, for the year ended on that date and the Reports of the Board and the Auditors thereon.

To consider and thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT the Audited Financial Statements of the Company comprising of Balance Sheet as at 31st March, 2023, Statement of Profit & Loss Account for the year ended on that date along with the Cash Flow Statement as at 31st March, 2023 and the Explanatory Notes annexed to, or forming part of any document referred above, along with the Auditor's Report thereon and the Directors' Report thereto be and are hereby received, considered and adopted by the members of the Company.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby authorized to file all the applicable forms required to be filed with the Registrar of Companies, Bengaluru, Karnataka and to do all such acts, deeds and things as may be deemed necessary, proper, or desirable for the purpose of giving effect to this resolution."

SPECIAL BUSINESS:

ITEM 2: To approve the Re-Appointment of Mr. Ravindra Pisharody as an Independent Director of the Company for a second term of five consecutive years.

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

"RESOLVED THAT, pursuant to provisions of the Section 149,150 and 152 and any other applicable provisions of the Companies Act 2013,if any and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Ravindra Pisharody (having DIN 01875848), Independent Director of the Company, whose period of office is liable to expire on July 24, 2023 and who has submitted a declaration that he meets the criteria of independence under Section 149(6)of the Companies Act 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act 2013 and rules made thereunder, be and is hereby reappointed as Independent Director of the Company with effect from 25th July 2023 and shall not be subject to retirement of rotation till the conclusion of Thirty First AGM.

RESOLVED FURTHER THAT, Ms. Hardika Shah, Director & CEO and Ms. Dimple J Shah, Company Secretary of the Company be and hereby authorized severally to do all such acts, deeds and things as may be deemed necessary for giving effect to this resolution."

By Order of the Board

Dimple J Shah
Company Secretary
ACS: A36349

Date: September 06, 2023

Place: Bangalore

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 Annual 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 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 AGM Notice up to the date of AGM.
7. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the AGM is enclosed.
8. Required Details of all the proposed Directors for appointment pursuant to the requirement of SS-2 and Companies Act, 2013 is annexed.

9. The Financial Statement for the financial year 2022-23 and Board Report thereon along with Notice of Annual 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. The aforesaid document shall also be available on the website of the Company. For any communication, shareholders may send request to the Company's email id cs@kinaracapital.com
10. Shareholders are requested to confirm their presence to the AGM and send any queries on connecting to the AGM or any other issue relating to meeting on cs@kinaracapital.com

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

Item No.2

Mr. Ravindra Pisharody was appointed as an Independent Director for a period of 5 (Five) years effective 25th July 2018 till 24th July 2023.

Considering the contribution of Mr. Ravindra Pisharody during his tenure as an Independent Director, Nomination & Remuneration Committee and Board of Directors on July 25, 2023 had recommended his re-appointment as an Independent Director for another term of 5 years i.e., w.e.f. 25th July, 2023 till the conclusion of Thirty First AGM and the approval of members is sought for the same.

None of the Director's/ KMP's, except Mr. Ravindra Pisharody are interested in the proposed resolution.

By Order of the Board

Dimple J Shah
Company Secretary
Membership No. A36349

Date: September 06, 2023
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	Ravindra Pisharody
DIN	01875848
Date of Birth	24/11/1955
Age	68
Date of First Appointment on the Board	25/07/2018
Relationship with Other Directors, Manager and Key Managerial Personnel	NA
Experience and Expertise in Specific Functional Area	38 years Corporate Executive experience include 7 years as an Executive Director in 2 listed Companies in India. Have served for 3 years in Singapore
Qualification(s)	B.Tech & MBA
No. of Meetings of the Board attended during the Year 2022-23	5
Chairmanships/Memberships of Committees of the Board of Other Companies (includes only Audit Committee and Stakeholders' Relationship Committee)	<ul style="list-style-type: none"> i. Savita Oil Technologies Limited ii. Muthoot Finance Limited iii. Bonfiglioli Transmissions Private Limited iv. Savita Polymers Limited v. Happy Forgings Limited vi. Bonfiglioli Drive Solutions Private Limited vii. Savita Greentec Limited
Number of Equity Shares held in the Company as at March 31, 2023 Including Shareholding as a Beneficial Owner	Mr. Ravindra Pisharody 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 financial year 2022-23 excluding sitting fee	Mr. Ravindra Pisharody was not drawing any remuneration in the capacity of Director during the FY 2022-23

**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	:	

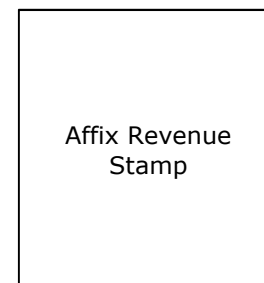
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Thursday, September 28, 2023 at the Registered Office of the Company situated at #50, 2nd Floor, 100 Feet Road HAL 2nd Stage (Defense Colony), Indiranagar ,Bangalore 560038, Karnataka, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Particulars	Favor / against
1	To receive, consider and adopt the Audited Financial Statements of the company for the year ended March 31, 2023 including Balance Sheet as at March 31, 2023, Statement of Profit and Loss, Cash flow statement and Notes thereon, for the year ended on that date and the Reports of the Board and the Auditors thereon	
2.	To approve the Re-Appointment of Mr. Ravindra Pisharody as an Independent Director of the Company for a second term of five consecutive years	

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 Annual 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 for the Meeting

