

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF KINARA CAPITAL PRIVATE LIMITED (FORMERLY KNOWN AS VISAGE HOLDINGS AND FINANCE PRIVATE LIMITED) WILL BE HELD ON FRIDAY, SEPTEMBER 27, 2024 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 STANDALONE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2024 INCLUDING BALANCE SHEET AS ON MARCH 31, 2024, STATEMENT OF PROFIT AND LOSS, CASH FLOW STATEMENT AND NOTES THEREON, FOR THE YEAR ENDED AND THE REPORTS OF THE BOARD AND THE AUDITORS AS ON MARCH 31, 2024

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

"RESOLVED THAT the Standalone Audited Financial Statements of the Company comprising of Balance Sheet as on 31st March 2024, Statement of Profit & Loss Account along with the Cash Flow Statement for the year ended March 31, 2024 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 as on March 31, 2024 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 CONSIDER AND APPROVE THE APPOINTMENT OF MS. AISWARYA RAVI (DIN:10719941) AS A WHOLE-TIME DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, Ms. Aiswarya Ravi (DIN: 10719941), who was appointed as an Additional Director of the Company with effect from August 07, 2024 under Section 161 of the Companies Act, 2013, and who holds office up to the conclusion of this Annual General Meeting be and is hereby appointed as a Whole-Time Director of the Company.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to take all such steps, as may be necessary, proper or expedient, to give effect to this resolution and to do all such acts, deeds, matters and things as may be incidental thereto."

**By Order of the Board of Directors
Kinara Capital Private Limited
(formerly known as Visage Holdings and Finance Private Limited)**

Dimple J Shah
Company Secretary
Membership No.: A36349
Date: September 05, 2024
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. 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 to this notice.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a 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.
6. 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 as Annexure 1.

9. The Financial Statement for the financial year 2023-24 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 a 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.
11. All other documents referred in the accompanying Notice are also open for inspection at the Registered Office of the Company on all working days except Saturday between 11.00 A.M and 1.00 P.M up to the date of Annual General Meeting.
12. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers or any other details on cs@kinaracapital.com. If a Member does not provide an updated e-mail address, the Company shall not be in default for non-receipt of such Notice by the Member.

Explanatory statement under section 102 of the Companies Act, 2013:**Item No. 2**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("**Board**") at its meeting held on August 07, 2024 appointed Ms. Aiswarya Ravi (DIN: 10719941) as an Additional Director in the capacity of Whole-time Director of the Company.

Pursuant to Section 161(1) of the Companies Act, 2013 ('Act') and Articles of Association of the Company, Ms. Aiswarya Ravi (DIN: 10719941) shall hold office until the conclusion of this Annual General Meeting ("**AGM**") and is eligible to be appointed as Whole-time Director of the Company.

Ms. Aiswarya Ravi is a qualified Chartered Accountant from the Institute of Chartered Accountants of India, a Certified Information Systems Audit ("**CISA**") professional by ISACA and a Company Secretary Licentiate. She joined the Company in 2015 and is serving as a Chief Financial Officer ("**CFO**") of the Company. Prior to joining Kinara Capital, she was responsible for strategic planning, corporate finance, internal audits and board reporting for all businesses of ITC Limited and the GMR Group.

Recognized for her trendsetting approach, Aiswarya Ravi was named among Woman CFO of the Year at 'Dun & Bradstreet Finance Elite Summit 2023 and selected among 'Dun & Bradstreet Finance Elite 2023'. She was also ranked India's Top 20 Most Impactful CFO Leaders at the Transformance 3rd CFO Vision and Innovation Summit & Awards 2022.

None of the other Directors (except Ms. Aiswarya Ravi), Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 2 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 2 for approval by the Members.

By Order of the Board of Directors**Kinara Capital Private Limited****(formerly known as Visage Holdings and Finance Private Limited)****Dimple J Shah****Company Secretary****Membership No.: A36349****Date:** September 05, 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	Aiswarya Ravi
DIN	10719941
Date of Birth	10/01/1986
Age	38 years
Date of First Appointment on the Board	07/08/2024
Relationship with Other Directors, Manager and Key Managerial Personnel	NA
Experience and Expertise in Specific Functional Area	Over 15 years of experience
Qualification(s)	Chartered Accountant from the Institute of Chartered Accountants of India and a Certified Information Systems Audit ("CISA") professional by ISACA and CS Licentiate
No. of Meetings of the Board attended during the Year 2023-24	NIL
Chairmanships/Memberships of Committees of the Board of Other Companies (includes only Audit Committee and Stakeholders' Relationship Committee)	NIL
Number of Equity Shares held in the Company as at March 31, 2024 Including Shareholding as a Beneficial Owner	NIL
Terms and Conditions of Appointment	As per the Appointment letter
Proposed Remuneration	As per the Appointment letter
Remuneration drawn during financial year 2023-24 excluding sitting fee	Ms. Aiswarya Ravi was not appointed as a Director in FY 2023-24 and did not draw any remuneration in the capacity of Director during the FY 2023-24

**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 Friday, September 27, 2024 AT 11:00 AM (IST) 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 Standalone Audited Financial Statements of the Company for the year ended March 31, 2024 including Balance Sheet as on March 31, 2024, Statement of Profit and Loss, Cash Flow Statement and notes thereon, for the year ended and the reports of the Board and the Auditors as on March 31, 2024	
2	To consider and approve the appointment of Ms. Aiswarya Ravi (DIN:10719941) as a Whole-Time Director of the Company	

Signed this.....day of _____ 2024

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 Annual General Meeting of the Company being held on Friday, September 27, 2024 AT 11:00 AM (IST), 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

