

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U74899KA1996PTC068587

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACV3942K

(ii) (a) Name of the company

VISAGE HOLDINGS AND FINAN

(b) Registered office address

#50, 2nd Floor, 100 Feet Road
HAL 2nd Stage (Defence Colony), Indiranagar
Bangalore
Bangalore
Karnataka
560028

(c) *e-mail ID of the company

cs@kinaracapital.com

(d) *Telephone number with STD code

8043241000

(e) Website

www.kinaracapital.com

(iii) Date of Incorporation

03/12/1996

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K5	Financial and Credit leasing activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	7,911,600	7,079,421	7,079,421	7,079,421
Total amount of equity shares (in Rupees)	79,116,000	70,794,210	70,794,210	70,794,210

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
CLASS A EQUITY SHARES				
Number of equity shares	300,000	0	0	0

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	3,000,000	0	0	0
Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
CLASS A1 EQUITY SHARES				
Number of equity shares	7,611,600	7,079,421	7,079,421	7,079,421
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	76,116,000	70,794,210	70,794,210	70,794,210

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	3,277,035	3,447,072	6724107	67,241,070	67,241,070	
Increase during the year	8,858	346,456	355314	3,553,140	3,553,140	222,071,250
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0

iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	8,858	346,456	355314	3,553,140	3,553,140	222,071,250
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	3,285,893	3,793,528	7079421	70,794,210	70,794,210	

Preference shares

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						

At the end of the year	0	0	0	0	0	
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ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil
 [Details being provided in a CD/Digital Media] Yes No Not Applicable

Separate sheet attached for details of transfers Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>		
Date of registration of transfer (Date Month Year)		<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock		
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>	
Ledger Folio of Transferor		<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	

Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	536,067,425	10,00,000; 1; 10; 5,000; 44	3,387,507,722
Partly convertible debentures	0	0	0
Fully convertible debentures	9,393	425, 519.38	4,687,247
Total			3,392,194,969

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	3,022,388,889	883,535,500	518,416,667	3,387,507,722
Partly convertible debentures	0	0	0	0
Fully convertible debentures	4,687,247	0	0	4,687,247

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

2,327,761,000

(ii) Net worth of the Company

2,308,450,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	765,930	10.82	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	765,930	10.82	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	299,099	4.22	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	5,562,350	78.57	0	
10.	Others Visage Trust	452,042	6.39	0	

	Total	6,313,491	89.18	0	0
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Total number of shareholders (other than promoters)

20

**Total number of shareholders (Promoters+Public/
Other than promoters)**

21

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	20	20
Debenture holders	12	14

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	0	1	0	10.82	0
B. Non-Promoter	1	7	1	7	0	0
(i) Non-Independent	1	4	1	4	0	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	7	2	7	10.82	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
HARDIKA SHAH	03562871	Director	765,930	
THIRUNAVUKKARASU	06514712	Director	0	
BHAVNA THAKUR	07068339	Director	0	
GEOFFREY TANNER V	00306749	Director	0	
RAHIL FEROZE RANG'	07108120	Director	0	
SUNIL SATYAPAL GUL	00016990	Director	0	
HARDIKA SHAH	COAPS6251R	CEO	765,930	
Aiswarya Ravi	AITPR6958D	CFO	0	
AGUSTIN VITORICA	07928115	Director	0	
RANJIT JAYANT SHAH	00088405	Director	0	
RAVINDRA PISHAROD	01875848	Director	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MOUMITA SEN	DFQPS0001R	Company Secretar	28/02/2021	cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

5

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	11/09/2020	21	16	93.18
EGM	22/10/2020	21	19	96.21
EGM	28/10/2020	21	19	96.21
EGM	20/11/2020	21	9	85.03
EGM	23/03/2021	21	9	85.03

B. BOARD MEETINGS

*Number of meetings held

12

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/04/2020	9	9	100
2	09/06/2020	9	9	100
3	22/06/2020	9	8	88.89
4	21/08/2020	9	4	44.44
5	11/09/2020	9	3	33.33
6	09/10/2020	9	7	77.78
7	22/10/2020	9	5	55.56
8	28/10/2020	9	3	33.33
9	11/11/2020	9	6	66.67
10	20/11/2020	9	3	33.33
11	05/02/2021	9	9	100
12	12/03/2021	9	4	44.44

C. COMMITTEE MEETINGS

Number of meetings held

41

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	22/06/2020	4	4	100
2	Audit Committee	30/09/2020	4	4	100
3	Audit Committee	10/11/2020	4	3	75
4	Audit Committee	05/02/2021	4	4	100
5	NRC	29/09/2020	3	3	100
6	CSR	11/11/2020	3	3	100
7	CSR	05/02/2021	3	3	100
8	BRC	02/06/2020	2	2	100
9	BRC	17/08/2020	2	2	100
10	BRC	31/08/2020	2	2	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	27/09/2021
								(Y/N/NA)
1	HARDIKA SHAH	12	12	100	36	36	100	No
2	THIRUNAVUKURUSAN	12	8	66.67	31	31	100	Yes
3	BHAVNA THAKUR	12	5	41.67	5	5	100	No
4	GEOFFREY THOMAS	12	3	25	4	2	50	No
5	RAHIL FEROUZ	12	11	91.67	2	2	100	No
6	SUNIL SATYAN	12	8	66.67	6	6	100	No
7	AGUSTIN VITALE	12	6	50	3	2	66.67	No
8	RANJIT JAYARAM	12	8	66.67	0	0	0	No
9	RAVINDRA PILLAI	12	9	75	8	8	100	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	HARDIKA SHAH	CEO	5,700,000	0	0	0	5,700,000
2	AISWARYA RAVI	CFO	4,500,000	0	2,191,431	0	6,691,431
3	MOUMITA SEN	Company Secre	917,617	0	0	0	917,617
	Total		11,117,617	0	2,191,431	0	13,309,048

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUNIL SATYAPAL	Independent Dir	0	0	0	870,000	870,000
2	BHAVNA THAKUR	Independent Dir	0	0	0	605,000	605,000
3	RAVINDRA PISHAP	Independent Dir	0	0	0	1,000,000	1,000,000
4	THIRUNAVUKKAR	Director	5,500,000	0	3,381,134	0	8,881,134
	Total		5,500,000	0	3,381,134	2,475,000	11,356,134

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

VINAYAK HEGDE

Whether associate or fellow

Associate Fellow

Certificate of practice number

11880

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.
 (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
 (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

HARDIK A SHAH
Digitally signed by
HARDIK A SHAH
Date: 2021.11.25
19:16:42 +05'30'

DIN of the director

03562871

To be digitally signed by

K J SUTHEJA
Digitally signed by
K J SUTHEJA
Date: 2021.11.25
19:17:41 +05'30'

Company Secretary

Company secretary in practice

Membership number

39340

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

List of Directors Shareholders 2021 signed
MGT 8 Visage 2021 signed.pdf
Meeting Details signed.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company