

NOTICE OF 5TH ANNUAL GENERAL MEETING

Notice is hereby given that the Fifth Annual General Meeting of Jana Holdings Limited will be held on October 5, 2021, Tuesday at 11.00 AM IST through video conferencing ("VC") at the registered office of the Company at 2nd Floor, No. 80, 5th Cross, 4th Main, Maruthi Extension, Bangalore – 560021 (Deemed Venue) at shorter notice, to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2021, together with the Board's Report and Auditors' Reports thereon.
2. To appoint Mr. Rajamani Muthuchamy (DIN: 08080999) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. Ratification of related party transaction.

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time, as recommended by the Audit Committee and the Board of Directors at their meeting held on September 23, 2021, contract entered into by the Company with related party as detailed in the explanatory statement annexed to the notice be and is hereby ratified and approved by the Members.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, applications etc. as may be required, with power to settle all questions, difficulties or doubts that may arise in regard this resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or officers of the Company, to give effect to this Resolution.

4. To fix the borrowing powers of the Board upto Rs. 3,000 crores.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION

RESOLVED THAT in supersession of the resolution passed in this regard by the shareholders on October 22, 2018, the consent of the members be and is hereby accorded to the Board, in terms of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the

time being in force), and the Articles of Association of the Company, and subject to such approvals, consents, sanctions and permissions, as may be necessary, consent of the members be and is hereby accorded to borrow total amount not exceeding Rs. 3,000 Crores (Rupees Three Thousand Crores only) from time to time, notwithstanding that the monies so borrowed together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), may exceed the aggregate of the Paid-up Capital of the Company, its Free Reserves, that is to say, Reserves not set apart for any specific purposes and securities premium.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise and to execute the Documents, Letters, Papers, Undertakings and such other Agreements including amendments thereto from time to time, as it may, in its absolute discretion, consider necessary, expedient in order to give effect to this resolution in the best interest of the Company.

5. To grant approval for creation of charge/mortgage on the assets of the Company upto Rs. 3,000 crores.

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

RESOLVED THAT in supersession of the resolution passed in this regard, by the shareholders on October 22, 2018, the consent of the members be and is hereby accorded to create Mortgage and/or Charge and/ or Hypothecation and/or other Encumbrances upto Rs. 3,000 Crores (Rupees Three thousand crores Only), on the immovable and movable properties of the Company, in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company and such other approvals, consents, sanctions and permissions, as may be necessary.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise such documents as may be required for creating aforesaid Mortgage and/or Charge, or any other Encumbrances and to execute the Documents, Letters, Papers, Undertakings and such other Agreements including amendments thereto from time to time, as it may, in its absolute discretion, consider necessary to give effect to this resolution in the best interest of the Company.

6. To issue non-convertible debentures on a private placement basis not exceeding Rs. 1,000 crores during the year

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

RESOLVED THAT in accordance with the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendments thereto or re-enactment thereof, for the time being in force) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, if any, and any other law for the time being in force and the provisions in the Memorandum and Articles of Association of the Company, the guidelines issued by the Securities and Exchange Board of India ("SEBI"), subject to the approval, permissions and sanctions of the lenders of the

Company, SEBI, stock exchanges, Reserve Bank of India (“RBI”), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company, the consent of the Members be and is hereby accorded to offer or invite subscription for redeemable Non-convertible Debentures in one or more series or tranches, aggregating upto Rs. 1,000 Crores (Rupees One Thousand Crores Only), during a period of 1 (One) Year from the date of passing of this Resolution on a Private Placement basis, on such terms and conditions as the Board of Directors may, from time to time, determine and consider proper and beneficial to the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Members hereby authorise the Board of Directors to do all such acts, deeds, matters and things, settle all question, difficulties or doubts that may arise in regard to the issue or allotment of such Debentures, utilisation of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise.

7. To consider and approve the payment of remuneration to Mr. Rajamani Muthuchamy, MD and CEO of the Company for a further period of 2 (Two) years w.e.f. 1st October 2021.

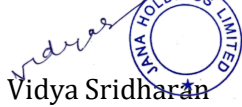
To consider and if thought fit, to pass with or without modification(s) the following resolution as a SPECIAL RESOLUTION

RESOLVED FURTHER THAT pursuant to provisions of Part II of Schedule V, of the Companies Act, 2013, other applicable provisions, if any, and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the approval of the shareholders be and is hereby accorded for payment of remuneration to Mr. Rajamani Muthuchamy (DIN: 08080999), MD and CEO, for further period of 2 years commencing from October 1, 2021 as per the break up mentioned below, in excess of the limits mentioned under section II or Part II of Schedule V of the Companies Act, 2013,

Particulars	Amt (Rs.) per Annum
Fixed Compensation	
Basic	26,46,000
HRA	13,23,000
Special Allowance	26,46,000
Employer PF	NIL
Gross Salary(A)	66,15,000
Perquisites	Nil
Total Perquisites (B)	Nil
Total (A) + (B)	66,15,000
Variable Pay	Nil
GRAND TOTAL	66,15,000

RESOLVED FURTHER THAT Mr. Ramesh Ramanathan, Mr. Gopalakrishnan. S and Mrs. Vidya Sridharan be and are hereby severally authorised to do all such acts, deeds, things, matters and to execute all such documents as may be required to give effect to this resolution.

By Order of the Board of Directors
of **Jana Holdings Limited**


Vidya Sridharan

Company Secretary (Mem. No. A44354)

Notes:

- 1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated January 13, 2021 permitted convening the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act'), the AGM of the Company is being held through VC. The meeting shall be held through Microsoft teams and link for joining the meeting will be shared separately.*
- 2. For any technical assistance before or during the meeting, the Company Secretary may be contacted:-*
- 3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.*
- 4. Since the AGM will be held through VC, the route map of the venue of the Meeting is not annexed hereto.*
- 5. In terms of the provisions of Section 152 of the Act, Mr. Rajamani Muthuchamy retires by rotation at the ensuing Annual General Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company recommended his appointment. Mr. Rajamani Muthuchamy is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his appointment. None of the Directors or Key Managerial Personnel are concerned or interested in this resolution except the appointee.*
- 6. Notice of the AGM along with the Annual Report for 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for 2020-21 will also be available on the Company's website www.janaholdings.co.in.*
- 7. The Company has been maintaining the statutory registers at its registered office at 2nd Floor, No. 80, 5th Cross, 4th Main, Maruthi Extension, Bangalore - 560021. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.*

EXPLANATORY STATEMENT

The Explanatory Statement, as required under section 102 of the companies Act, 2013 are as follows:

Item No. 3

On September 15, 2021, the Company executed a Rental Agreement with Vidya Sridharan and her Relative, who are Related Parties as defined under Section 2 (76) of the Companies Act, 2013. The Company is a Non-Operating Financial Holding Company, having no business except investment in Jana Small Finance Bank Limited; hence, the Company does not have any turnover, obviously the transaction entered with related party exceeds 10% of the Annual Turnover of the Company as per the Last Audited Financial Statement of the Company. The details of the said transaction is given below:-

a) Name of the related party	Vidya Sridharan, Company Secretary and her relative
b) Name of the director or key managerial personnel who is related, if any	Vidya Sridharan, Company Secretary (KMP).
c) Nature of relationship	Transaction with KMP and Relative
d) Nature of transaction	Renting of premises for the purpose of use as Registered Office of the Company.
e) Material terms, monetary value and particulars of the contract or arrangements;	Rent per month does not exceed Rs. 6,000/-
f) Duration of contract	11 months and renewal from time to time on the basis of mutual consent among the parties.
g) Any other information relevant or important for the members to take a decision on the proposed resolution.	The Audit Committee and the Board of Directors have ratified the transaction at the meeting held on September 23, 2021 and recommended the same for the approval of the members.

The transactions as mentioned above is not in the Ordinary course of business. Accordingly, the Audit Committee & the Board of Directors of the Company have considered the contract entered with the related party and ratified the same at their respective meetings held on September 23, 2021, and have also decided to seek ratification and approval of Shareholders pursuant to Section 188 of the Act, read with the Companies (Meetings of Board and its Powers) Rules, 2014.

Vidya Sridharan, Company Secretary being a related party to the contract is interested in Resolution at Item no. 3. None of the Directors or other Key Managerial Personnel are in any way concerned or interested in the Resolution at **Item no. 3** of the Notice.

The Directors recommend the resolution for approval by the members as an Ordinary Resolution.

Item No. 4 and 5

The shareholders at the Extra-Ordinary General Meeting held on October 22, 2018 approved the borrowing under Section 180(1)(c) of the Companies Act, 2013 and creating Mortgage and/or Charge and/ or Hypothecation and/or other Encumbrances on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013 for an overall limit not exceeding Rs. 2000 crores. The Company proposes to increase the Borrowing Powers and Powers to Create Mortgage and/or Charge and/or Hypothecation and/or other Encumbrances on the assets of the Company for an amount not exceeding Rs. 3,000 crores. The increase in the borrowing powers is an enabling resolution and is intended to meet the Business/ long-term funds requirements of the Company.

None of the Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution.

The Directors recommend the resolutions for approval by the members as Special Resolution.

Item No. 6:

The Board of Directors of the Company are contemplating the feasibility of borrowing money through the issue of non-convertible debentures, subject to the approval of the Members of the Company by passing a Special Resolution. Pursuant to Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules 2014, issue of any non-convertible debentures on a private placement basis requires a prior approval of the members of the Company by way of a Special Resolution and such approval shall be valid for all private placements made during the year. Accordingly consent of the members is being sought to enable the Board of Directors to offer or invite subscriptions for redeemable non-convertible debentures in one or more series or tranches as may be required, aggregating upto Rs. 1,000 crores (Rupees One Thousand Crores Only), [during a period of 1(One) Year from the date of passing of this Resolution and within the overall Borrowing Limits of the Company, as approved by the Members, from time to time].

None of the Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution.

The Directors recommend the resolutions for approval by the members as Special Resolution.

Item No. 7:

Mr. Rajamani Muthuchamy was appointed as MD and CEO for a period of 5 years w.e.f 1st October 2018 at the Extra-Ordinary General Meeting held on 22nd October 2018 by way of passing Special Resolution. The overall remuneration approved by the shareholders at the EGM held on 22nd October 2018 is Rs. 66,15,000 per annum. The same has not been revised since then. Based on the effective capital of the Company is eligible to pay remuneration to MD and CEO upto Rs. 60 lakhs per annum; however, as provided in Part II of Schedule V the remuneration can be doubled if the same is passed by way of Special Resolution. However, the said remuneration shall be valid for 3 years.

The Board of Directors of the Company in its meeting held on September 23, 2021, approved the payment of remuneration for not exceeding Rs. 66,15,000 per annum to Mr. Rajamani Muthuchamy, MD and CEO for a further period of 2 (Two) years w.e.f. October 1, 2021 as recommended by the

Nomination and Remuneration Committee in its meeting held on September 23, 2021 in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013.

Other terms:

- a) He shall be entitled to re-imbusement of actual out of pocket expenses incurred in connection with the business of the Company.
- b) He shall not be entitled to any sitting fees for attending any meeting of the Board and/or Committee thereof.
- c) He shall be entitled to earned/privileged leave as per the Rules of the Company.
- d) He shall be entitled for telephone facility as per Company's policy.

The Directors recommend the resolutions for approval by the members as Special Resolution.

Except Mr. Rajamani Muthuchamy no other Director or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution.

By Order of the Board of Directors
of **Jana Holdings Limited**



Vidya Sridharan

Company Secretary (Mem. No. A44354)