

# Jana Holdings Limited

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## NOTICE

Notice is hereby given that the Second Annual General Meeting of the Members of Jana Holdings Limited will be held on Friday, 10<sup>th</sup> day of August 2018 at 4:00 p.m at 'Vaishnavi', No. 29, Union Street, Off Infantry Road, Bangalore – 560 001, to transact the following.

### ORDINARY BUSINESS:

1. Approval and Adoption of Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March 2018 along with Auditors' Report and Directors' Report:

To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2018 and Profit and Loss Account of the Company for the year ended 31<sup>st</sup> March 2018, together with Cash Flow Statement for the year ended 31<sup>st</sup> March 2018, Notes to Financial Statements, Directors' Report and Auditors' Report thereon and if thought fit, to pass the following resolution with or without modification, as an Ordinary Resolution.

**"RESOLVED THAT** the Company do hereby adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2018, the Profit & Loss Account for the year ended on that date along with Cash Flow Statement, Notes to Financial Statements, Directors' Report and Auditors' Report thereon for the year ending on that date."

2. Appointment of Mr. Ramesh Ramanathan as a director who retires by rotation:

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

**"RESOLVED THAT** pursuant to the provisions of the Section 152 of the Companies Act, 2013, Mr. Ramesh Ramanathan, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company."

### SPECIAL BUSINESS:

3. Regularization of Additional Director, Mr. C.P.Rangarajan

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 & 161 of the Companies act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013, and Articles of Association of the Company, Mr. C P Rangarajan, who was appointed as an Additional Director on 28<sup>th</sup> November 2017 be and is hereby appointed as Director of the Company who is liable to retire by rotation.

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Registered Office : 'M.S. Square', No. 34/1-1, Langford Road, Shanthinagar, Bangalore – 560 027 :

Admn Office: Vaishnavi, no. 29, Union Street, Off. Infantry Road, Bangalore – 560 001; Ph. No. 080-4621 2000;

CIN : U74900KA2016PLC086838

# Jana Holdings Limited

**FURTHER RESOLVED THAT** Mr. Ramesh Ramanathan be and is hereby severally authorised for and on behalf of the Company to do or cause to do all acts, matters, deeds and things and to execute all documents and to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the above resolutions and make all such filings as are required under the Companies Act, 2013.”

4. Regularization of Additional Director, Ms. Saraswathy Athmanathan

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 & 161 of the Companies act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013, and Articles of Association of the Company, Ms. Saraswathy Athmanathan, who was appointed as an Additional Director on 8<sup>th</sup> March 2018 be and is hereby appointed as an Independent Director of the Company who is not liable to retire by rotation.

**FURTHER RESOLVED THAT** Mr. Ramesh Ramanathan and Mr. C P Rangarajan be and are hereby severally authorised for and on behalf of the Company to do or cause to do all acts, matters, deeds and things and to execute all documents and to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the above resolutions and make all such filings as are required under the Companies Act, 2013.”

5. Regularization of Additional Director, Mr. Abraham Chacko

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 & 161 of the Companies act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013, and Articles of Association of the Company, Mr. Abraham Chacko, who was appointed as an Additional Director on 8<sup>th</sup> March 2018 be and is hereby appointed as an Independent Director of the Company who is not liable to retire by rotation.

**FURTHER RESOLVED THAT** Mr. Ramesh Ramanathan and Mr. C P Rangarajan be and are hereby severally authorised for and on behalf of the Company to do or cause to do all acts, matters, deeds and things and to execute all documents and to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the above resolutions and make all such filings as are required under the Companies Act, 2013.”

By and Order of the Board  
For Jana Holdings Limited



Director

Place : Bangalore  
Date : 14-Jul-2018

Registered Office : 'M.S. Square', No. 34/1-1, Langford Road, Shanthinagar, Bangalore – 560 027;  
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Note :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
2. The proxy in order to be valid shall be lodged at the registered office address of the Company not less than 48 hours before the meeting.
3. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, is annexed to the Notice convening the Annual General Meeting
4. M/s. BSR & Associates, LLP (Firm Registration No. 116231W/W-100024), were appointed as statutory auditors of the Company, to hold office from the conclusion of this 1<sup>st</sup> Annual General Meeting (AGM) until the conclusion of the 5<sup>th</sup> Annual General Meeting(AGM), subject to ratification by members every year. Pursuant to Companies Amendment Act, 2017 read with the Companies (Audit and Auditors) Second Amendment Rules, 2018, with effect from 7<sup>th</sup> May, 2018, the requirement for placing the matter relating to Appointment of Statutory Auditors for ratification by members at every annual general meeting, during the term of their appointment, has been done away with. In view of the above M/s. BSR & Associates, LLP (Firm Registration No. 116231W/W-100024), continuous to be the statutory auditors of the Company, till the conclusion of the 5<sup>th</sup> AGM.

## **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.**

**Item No. 3, 4 & 5:**

The Board at its meeting held on 28<sup>th</sup> November 2017, appointed Mr. C P Rangarajan as an Additional Director with effect from such Board meeting date pursuant to provision of Section 149, 150, 152 and 161 of the Companies Act, 2013. Hence, he will hold office up to the date of the ensuing annual General Meeting.

Further, the Board at its meeting held on 8<sup>th</sup> March 2018, appointed Ms. Saraswathy Athmanathan and Mr. Abraham Chacko as an additional directors (Independent Director) with effect from such Board meeting date pursuant to provision of Section 149, 150, 152 and 161 of the Companies Act, 2013. Hence, they will hold office up to the date of the ensuing annual General Meeting.

The Company has received consent in writing to act as Director in Form DIR 2 and intimation in Form DIR 8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

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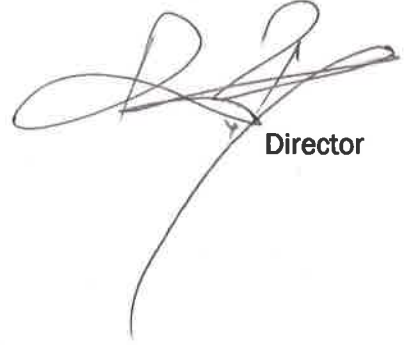
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The Board considers that their association would be of immense benefit to the Company and it is desirable to avail his services as a Director. Accordingly, the Board recommends the resolution No.3, 4 & 5, in relation to appointment of Mr. C P Rangarajan, Ms. Saraswathy Athmanathan and Mr. Abraham Chacko, respectively, for the approval by the shareholders of the Company.

None of the directors or key managerial personnel of the Company, except to the extent of their shareholding, are in any way, concerned or interested, financially or otherwise, in the resolution set out at in the notice.

By and Order of the Board  
For Jana Holdings Limited



Director

Place : Bangalore  
Date : 14-Jul-2018