

NOTICE

NOTICE is hereby given that the Fourth Extraordinary General Meeting of the shareholders of Jana Holdings Limited is scheduled to be held at short notice on 23rd October 2019, Wednesday at 11.30 A.M.(IST), at the Registered Office of the Company at No.4/1 to 4/8, Meanee Avenue Road, Old Tank Road, Ulsoor, Bangalore- 560042 to transact the following:

SPECIAL BUSINESS:

Item No. 1: To appoint the Statutory Auditors to fill the casual vacancy

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

RESOLVED THAT, pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with relevant rules made thereunder M/s R.K Kumar & Co., Chartered Accountants, Chennai (Firm Registration number 001565S) be and are hereby appointed as Statutory Auditors of the Company to fill the Casual Vacancy caused by the resignation of BSR & Co. LLP, Chartered Accountants (Firm Registration no 116231W/W-10024) and the said auditors shall hold office from the conclusion of this Meeting until the conclusion of ensuing Annual General Meeting on such remuneration approved by the Board.

Item No. 2: To consider creation of second ranking pledge over certain equity shares for raising of debt by Jana Capital Ltd. by way of issuing NCDs.

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

“RESOLVED THAT pursuant to provisions of section 185 (2)(a) and other applicable provisions of the Companies Act 2013, and other applicable laws, if any, provisions of the memorandum of association and articles of association of the Company, the Company be and is hereby authorized to, at the request of Jana Capital Limited, a company incorporated under the Companies Act, 2013, and having its registered office at 4/1-4/8, Meanee Avenue Road, Old Tank Road, Ulsoor, Bengaluru- 560042 (“Issuer”), the holding company of the Company, to create security for / in connection with the 1500 (one thousand five hundred) secured, rated, listed, non-convertible debentures each having face value of INR 10,00,000/- (Rupees Ten Lakh only) aggregating upto a nominal amount of INR 150,00,00,000/- (Rupees One Hundred Fifty Crore only), for cash, on a private placement basis (“Debentures” / “NCDs”) proposed to be issued and allotted by the Issuer, as follows, in favour of Catalyst Trusteeship Limited (Formerly GDA Trusteeship Limited), acting as debenture trustee for the benefit of the holders of the Debentures (“Debenture Trustee”):-

- (i) a second ranking pledge by the Company over certain equity shares constituting 1.99% (one decimal point nine nine percent) of the paid-up equity share capital of Jana Small Finance Bank Limited (formerly known as Janalakshmi Financial Services Limited), bearing corporate identity number U65923KA2006PLC040028 and having its registered office at The Fairway Business Park #10/1, 11/2, 12/2B, Off Domlur Koramangala Inner Ring Rd., Next to EGL, Challaghatta, Bangalore 560071 ("Target Company") held by the Company, together with such additional equity shares of the Target Company held by the Company as may be pledged in accordance with the terms agreed to by and between the Company, the Issuer and the Debenture Trustee ("Pledged Shares"); and
- (ii) such other security interest and/or any other comforts, etc., as may be executed by the Company and/or any other Person in favour of the Debenture Trustee (acting for the benefit of the holders of the Debentures), from time to time,

(collectively, the "Security")

Date: 21.10.2019
Place: Bangalore



By Order of the Board,
For Jana Holdings Limited,


Vidya Sridharan

Company Secretary (Mem No:44354)

Note:

- 1) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is attached herewith which forms part of this Notice.
- 2) **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/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 3) The proxy in order to be valid shall be lodged at the registered office address of the Company at least 2 hours before the meeting.
- 4) The Route Map of the venue of the Extra Ordinary General Meeting forms part of this Notice and is attached as Annexure I

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013:

Item No. 1: To appoint the Statutory Auditors to fill the casual vacancy

M/s. B S R & Associates LLP, Chartered Accountants, Mumbai (firm registration no. 116231W/W-100024) have tendered their resignation from the position of Statutory Auditors on 18th October 2019, resulting in a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act 2013 ("Act") and the Reserve Bank of India has approved the appointment of M/s. R. K Kumar & Co., Chartered Accountants, Chennai as the Statutory Auditor for Jana Small Finance Bank.

In order to align with the group entities for the sake of better coordination and synergy, the Board of Directors have recommended the appointment of M/s R. K Kumar & Co., Chartered Accountants, Chennai as the Statutory Auditor to fill the Casual vacancy caused by the resignation of B S R & Associates LLP. As per Section 139(8) of the Companies Act, the said vacancy can only be filled up by the Company in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

M/s. R. K. Kumar & Co., Chartered Accountants, Chennai have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members would be within the limits prescribed under the Companies Act 2013

Accordingly, Ordinary Resolution is submitted to the Members for consideration and approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the proposed resolution.

Item Nos. 2: To consider creation of second ranking pledge over certain equity shares for raising of debt by Jana Capital Ltd. by way of issuing NCDs.

Section 185 (2)(a) of the Companies Act 2013 provides that the Company shall not provide security in connection with any loan raised by any person in whom any of the Director of the Company is interested unless a special resolution in this regard is passed at the General Meeting.

Jana Capital Limited ("JCL"), Holding Company is proposed to raise 1500 NCDs each having face value of Rs. 10,00,000 aggregating upto an amount of Rs. INR 150,00,00,000/- (Rupees One Hundred Fifty Crore only), for cash, on a private placement basis to be listed on BSE platform.

The Board of Directors of the Company, at the request of the Issuer, has agreed to and proposed to create security in favour of Catalyst Trusteeship Limited (Formerly GDA Trusteeship Limited), acting as debenture trustee for the benefit of the holders of the Debentures ("Debenture Trustee") as follows: -

- (i) a second ranking pledge by the Company over certain equity shares constituting 1.99% (one decimal point nine nine percent) of the paid-up equity share capital of Jana Small Finance Bank Limited (formerly known as Janalakshmi Financial Services Limited), bearing corporate identity number U65923KA2006PLC040028 and having its registered office at The Fairway Business Park #10/1, 11/2, 12/2B, Off Domlur Koramangala Inner Ring Rd., Next to EGL, Challaghatta, Bangalore 56007 ("Target Company") held by the Company, together with such additional equity shares of the Target Company held by the Company as may be pledged in accordance with the terms agreed to by and between the Company, the Issuer and the Debenture Trustee ("**Pledged Shares**"); and
- (ii) such other security interest and/or any other comforts, etc. as may be executed by the Company and/or any other Person in favour of the Debenture Trustee (acting for the benefit of the Debenture Holders) from time to time.

The aforesaid NCDs proposed to be raised on a private placement basis ("Debentures" / "NCDs") proposed to be utilized towards:-

- i. subscribing to additional fully paid-up equity shares ("Acquisition Shares") to be issued to Jana Capital Limited by the Company;
- ii. advancing monies to the Company for its general corporate purposes; and/or
- iii. for general corporate purposes of Jana Capital Limited.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Ramesh Ramanathan are in any way concerned or interested in the proposed resolution.



**By Order of the Board,
For Jana Holdings Limited,**

Vidya
Vidya Sridharan

Company Secretary (Mem No:44354)

Date:21.10.2019

Place: Bangalore

Annexure I- Route map for the venue

