



JANA HOLDINGS LIMITED

CIN: U74900KA2016PLC086838

Dated: July 20, 2023

To
Listing Operations,
BSE Limited,
P J Towers, Dalal Street,
Mumbai - 400001.

Dear Sir/Madam,

Subject : Submission of Corporate Governance report for the Quarter ended June 2023

Pursuant to Reg. 27(2) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we have enclosed the Corporate Governance report for quarter ended June 2023 with this letter.

We request you to kindly take the same on record.

Thanks and Regards,
For **Jana Holdings Limited**

Vidya Sridharan
Company Secretary and
Compliance Officer (Mem. No. 44354)

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General information about company

Scrip code	957043
NSE Symbol	
MSEI Symbol	
ISIN	
Name of the entity	Jana Holdings Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Quarterly
Date of Report	30-06-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Enter the quarter ended date only

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Annexure I

Annexure I to be submitted by listed entity on quarterly basis
I. Composition of Board of Directors

Disclosure of roles on composition of board of directors regulatory		Add Notes																								
Whether the listed entity has a regular Chairperson		Yes																								
Whether Chairperson is related to MD or CEO		No																								
Disqualification of Directors under section 164 of the Companies Act, 2013																										
Sr	Title (Mr./Ms)	Name of the Director	PAN	DIN	Category 1 of director	Category 2 of director	Category 3 of director	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Refer Reg. 17(3A) of Listing Regulations)	Date of passing special resolution	Initial Date of appointment	Date of the appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17(4) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17(4)(c) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee/ In-house committees including this listed entity (Refer Regulation 20(2) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 20(3) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN	
1	Mr	Kamlesh Kumar	IAHWR3887M	00151176	Non Executive - Non Independent Director	Chairperson		07-11-1963	No				NA		10-01-2016					3	0	3	1			
2	Mr	Bhargava Murthy	MAHFR251P	03030399	Executive Director	Not Applicable	CEO-MD	04-05-1978	No				NA		10-08-2018					2	0	2	0			
3	Mr	Abhayan Choudh	MAHUP781EC	06678990	Non Executive - Independent Director	Not Applicable		27-07-1952	No				NA	21-09-2022	08-01-2018	08-03-2020			63.75	3	3	2	1			
4	Mrs	Saravathy Anandharan	MZRW4440D	04788817	Non Executive - Independent Director	Not Applicable		14-05-1975	No				NA	21-09-2022	08-01-2018	08-03-2020			63.75	2	2	3	0			
5	Mr	Satishgopal Vinayakarajoo Rangarati	IAHPR9156D	00121799	Non Executive - Independent Director	Not Applicable		25-04-1973	No				NA		15-04-2023					2.14	4	4	2	3		

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
2. Date of Appointment can be any day upto September 30, 2022.
3. Date of Cessation must be for the current quarter only, i.e. July 1,2022 to September 30,2022

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06676990	Abraham Chacko	Non-Executive - Independent Director	Chairperson	08-03-2018		
2	06798837	Sarswathy Athmanathan	Non-Executive - Independent Director	Member	08-03-2018		
3	00163276	Ramesh Ramanathan	Non-Executive - Non Independent Director	Member	08-03-2018		
4	00323799	Sakalespur Visweswaraiya Rangan	Non-Executive - Independent Director	Member	20-05-2023		
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06676990	Abraham Chacko	Non-Executive - Independent Director	Member	08-03-2018		
2	06798837	Sarswathy Athmanathan	Non-Executive - Independent Director	Chairperson	08-03-2018		
3	00163276	Ramesh Ramanathan	Non-Executive - Non Independent Director	Member	08-03-2018		
4	00323799	Sakalespur Visweswaraiya Rangan	Non-Executive - Independent Director	Member	20-05-2023		
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00163276	Ramesh Ramanathan	Non-Executive - Non Independent Director	Chairperson	12-02-2022		
2	08080999	Rajamani Muthuchamy	Executive Director	Member	12-02-2022		
3	06798837	Sarswathy Athmanathan	Non-Executive - Independent Director	Member	12-02-2022		
4							
5							
6							
7							
8							
9							
10							

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00163276	Ramesh Ramanathan	Non-Executive - Non Independent Director	Chairperson	08-03-2018		
2	08080999	Rajamani Muthuchamy	Executive Director	Member	28-09-2018		
3	06676990	Abraham Chacko	Non-Executive - Independent Director	Member	08-03-2018		
4	00323799	Sakalespur Visweswaraiya Rangan	Non-Executive - Independent Director	Member	20-05-2023		
5	99999999	GopalaKrishnan S	CFO	Member	30-03-2022		1
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1							
2							
3							
4							
5							
6							
7							
8							
9							
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Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
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7						
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Annexure 1

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory				Add Notes			
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
Add Delete							
1	07-02-2023			Yes	4	4	2
2	19-04-2023	70		Yes	4	4	2
3	05-05-2023	15		Yes	5	5	3
4	10-05-2023	4		Yes	5	4	2
5	12-05-2023	1		Yes	5	4	2
6	18-05-2023	5		Yes	5	5	3
7	20-05-2023	1		Yes	5	5	3
8	24-05-2023	3		Yes	5	5	3
9	07-06-2023	13		Yes	5	5	3
10	30-06-2023	22		Yes	5	4	2

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* to be filled in only for the current quarter meetings

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IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
							Add Notes			
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
<div style="display: flex; justify-content: space-between;"> Add Delete </div>										
1	Audit Committee	07-02-2023				Yes	3	3	2	0
2	Audit Committee	20-05-2023	101			Yes	3	3	2	0
3	Nomination and remuneration committee	19-04-2023				Yes	3	3	2	0
4	Nomination and remuneration committee	20-05-2023	30			Yes	3	3	2	0
5	Nomination and remuneration committee	07-06-2023	17			Yes	4	4	3	0
6	Risk Management Committee	20-05-2023				Yes	3	3	1	1
7	Stakeholders Relationship Committee	20-05-2023				Yes	3	3	1	0

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* to be filled in only for the current quarter meetings

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Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://janaholdings.co.in/
2	Terms and conditions of appointment of independent directors	Yes		https://janaholdings.co.in/
3	Composition of various committees of board of directors	Yes		https://janaholdings.co.in/
4	Code of conduct of board of directors and senior management personnel	Yes		https://janaholdings.co.in/
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://janaholdings.co.in/
6	Criteria of making payments to non-executive directors	Yes		https://janaholdings.co.in/
7	Policy on dealing with related party transactions	Yes		https://janaholdings.co.in/
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		https://janaholdings.co.in/
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://janaholdings.co.in/
11	email address for grievance redressal and other relevant details	Yes		https://janaholdings.co.in/
12	Financial results	Yes		https://janaholdings.co.in/
13	Shareholding pattern	NA		
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	NA		
18	Credit rating or revision in credit rating obtained	Yes		https://janaholdings.co.in/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	NA		
21	Materiality Policy as per Regulation 30	NA		
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://janaholdings.co.in/
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	

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VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add

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Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Vidya Sridharan
2	Designation	Company Secretary and Compliance Officer

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II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	NA	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided			Add Notes	

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1	Name of signatory	Vidya Sridharan
2	Designation	Company Secretary and Compliance Officer

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Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
Any other information to be provided		Add Notes

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1	Name of signatory	Vidya Sridharan
2	Designation	Company Secretary and Compliance Officer

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Signatory Details

Name of signatory	Vidya Sridharan
Designation of person	Company Secretary and Compliance Officer
Place	Bangalore
Date	14-07-2023

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