

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting of the shareholders of Jana Holdings Limited (the "Company") is scheduled to be held at short notice on 22nd May 2019, at 11:00 a.m.(IST), at 'The Fairway Business Park, First Floor, # 10/1, 11/2 & 12/2B Off Domlur, Koramangala Inner Ring road, Next to EGL Business Park, Challaghatta, Bengaluru - 560071, to transact the following:

SPECIAL BUSINESS:

Item No. 1: To increase the Authorised Share Capital and reclassification of the Authorised Share Capital:

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

"RESOLVED THAT pursuant to Section 61(1)(a) and Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any Statutory modification(s) and re-enactments thereof for the time being in force and rules framed thereunder and in accordance with the Articles of Association of the Company, consent of the members be and is hereby accorded to increase the authorised share capital of the Company from Rs. 2,00,00,000/- (Rupees Two Crore) constituted in 20,00,000 (Twenty Lakhs) equity shares of a par value of Rs.10 (Rupees Ten) each to Rs. 50,00,00,000/- (Rupees Fifty Crores) constituted in i.e. 3,50,00,000 (Three Crores Fifty Lakhs) equity shares of a par value of Rs.10 (Rupees Ten) each total amounting to Rs. 35,00,00,000/- (Rupees Thirty-Five Crores) and 1,50,00,000 (One Crore Fifty Lakhs) preference shares of a par value of Rs. 10 (Rupees Ten) each total amounting to Rs. 15,00,00,000/- (Rupees Fifteen Crores).

"RESOLVED FURTHER THAT in accordance with the applicable provisions of the Companies Act, 2013, and the Articles of Association of the Company, the consent of the shareholders be and is hereby accorded to alter the Memorandum of Association by substituting existing Clause V by the following new clause V as under:

'V. The authorized capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crore Only) divided into 3,50,00,000 (Three Crores Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each and 1,50,00,000 (One Crore Fifty Lakhs) preference shares of Rs. 10/- (Rupees Ten) each.'

"RESOLVED FURTHER THAT for the purposes of giving effect to these Resolutions, Mr. Ramesh Ramanathan, Director-cum-Non-Executive Chairman of the Company and Mr. Rajamani Muthuchamy Managing Director and CEO of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in that regard and to finalise and execute all such deeds and documents as may be necessary or expedient, including making necessary e-filings with the Registrar of Companies."

Item No. 2: Alteration of Memorandum of Association and re-classifying the authorized share capital of the Company.

To pass with or without modification, the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to provisions of Section 13, Section 61 and Section 64 and other applicable provisions of the Companies Act, 2013 and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded to alter and re-classify the authorised share capital of the Company by substituting the existing clause (V) of the Memorandum of Association of the Company with the following clause (V):

‘V. The authorized capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crores Only) divided into 3,50,00,000 (Three Crores Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each and 1,50,00,000 (One Crore Fifty Lakhs) preference shares of Rs. 10/- (Rupees Ten) each.’

RESOLVED FURTHER THAT for the purposes of giving effect to these resolutions, Mr. Ramesh Ramanathan, Director-cum-Non-Executive Chairman of the Company and Mr. Rajamani Muthuchamy Managing Director and CEO of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard.”

By Order of the Board,
For Jana Holdings Limited,



Jyoti Rao
Company Secretary

Date: 21.05.2019
Place: Bangalore

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 not less than 48 hours before the meeting.

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

Item No. 1: To increase the Authorised Share Capital and reclassification of the Authorised Share Capital:

The current authorised share capital of the Company is Rs.2,00,00,000/-(Rupees Two Crores only) and the paid-up Capital of the Company is Rs 1,99, 21,240 (Rupees One Crore Ninety -Nine Lakhs Twenty-One Thousand Two Hundred Forty only). The Company proposes to increase its authorised capital to Rs. 50,00,00,000/ (Fifty Crores only) in order to capitalise the funds proposed to be brought in by the Jana Capital Limited.

The increase in the Authorised share Capital of the Company will also require consequential amendment to the Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and Section 61(1)(a) of the Companies Act, 2013, alteration of the required clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

Item Nos. 2: Alteration of Memorandum of Association and re-classifying the authorized share capital of the Company.

The Members may note that the Company wants to provide for an enabling provision in the charter documents for the issuance of preference shares.

- (1) The current authorized capital clause of the Memorandum of Association does not provide a distinction between equity share capital and preference share capital of the Company. In order to provide this distinction, the Board proposes to alter current Clause (V) of the Memorandum of Association.
- (2) In order to include the power to issue preference shares the Board proposes to alter the Memorandum of Association and insert the clauses as mentioned in the resolution.

Since the alteration of Memorandum of Association requires a ordinary resolution, the Board recommends the Resolution under Item No. 2 as an Ordinary Resolution.

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

Date: 21.05.2019
Place: Bangalore



By Order of the Board,
For Jana Holdings Limited,



Jyoti Rao
Company Secretary