

NOTICE OF 7TH ANNUAL GENERAL MEETING

Notice is hereby given that the Seventh Annual General Meeting of Jana Capital Limited will be held on September 21, 2022, Wednesday at 11.30 AM IST at Shorter notice 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), 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 31st March 2022, together with the Board's Report and Auditors' Reports thereon.
2. To appoint Mr. Ramesh Ramanathan (DIN: 00163276) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for reappointment.
3. To appoint Mr. Nirav Vinod Mehta (DIN: 07504945) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
4. **Appointment of Statutory Auditors for a period of 3 years.**

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

RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and as per the RBI Regulations, recommendation by the Audit Committee and subject to the approval of the members at the ensuing Annual General Meeting, K S Rao and Co., Chartered Accountants (Firm Registration number 003109S) whose appointment is valid upto the conclusion of the ensuing Annual General Meeting (AGM); be and are hereby appointed as the Statutory Auditors of the Company for a period of 3 years to hold office from the conclusion of 7th AGM upto the conclusion of 10th AGM to conduct Audit from the financial year 2022-23 upto the financial year 2024-25.

SPECIAL BUSINESS

5. ***Approval for the re-appointment of Mr. S. V Ranganath as an Independent Director of the Company for the second term of five consecutive years.***

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

RESOLVED THAT pursuant to the provisions of Sections 149(10), 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 ('Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions Master Direction - Non-Banking Financial Company-Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. S. V Ranganath (DIN: 00323799), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who

is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation, for a second term of five consecutive years with effect from May 22, 2023.

6. Ratification for modification of the existing related party transaction.

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

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Act'), the Rules made thereunder or any amendment thereto or modification thereof, the Articles of Association, and such other approvals, permissions and sanctions as may be required, the shareholders hereby ratifies the modification of the existing contract entered with the related party for the registered office located at 2nd Floor, No. 80, 5th Cross, 4th Main, Maruthi Extension, Bangalore-560021, owned by Mrs. Vidya Sridharan, Company Secretary and her relative as recommended by the Audit Committee and approved by the Board as per the terms mentioned in table below:

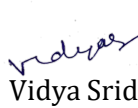
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| (a) the name of the related party | Mrs. Vidya Sridharan and Mr. L Vasanth |
| (b) nature of relationship; | KMP and relative of KMP |
| (c) the nature and particulars of the contract or arrangement; | Renting of office premises; |
| (d) duration of the contract | Ongoing |
| (e) the material terms of the contract or arrangement including the value, if any; | Rs. 12,500 per month, subject to 5% increase every 11 months. |
| (f) any advance paid or received for the contract or arrangement, if any; | 10 months advance on the date of signing of the modified agreement. |
| (g) the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract; | Market study |
| (f) whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and | Yes |

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| (g) any other information relevant or important for the taking decision on the proposed transaction. | None |
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RESOLVED FURTHER THAT the said contract will be on an ongoing basis until it is subsequently rescinded or modified as per the terms and conditions envisaged in the rent agreement.

By Order of the Board of Directors

of **Jana Capital Limited**


Vidya Sridharan

Company Secretary (Mem. No. A44354)

Date: 15/9/2022

Place: Bangalore

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 following person may be contacted:-
Name:- Vidya Sridharan
Phone: 9590848264*
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. Ramesh Ramanathan** and **Mr. Nirav Vinod Mehta**, retire by rotation at the ensuing Annual General Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company have recommended their appointment. **Mr. Ramesh Ramanathan** and **Mr. Nirav Vinod Mehta** are interested in the Ordinary Resolution set out at Item No. 2 and 3 of the Notice with regard to their appointment. None of the Directors or Key Managerial Personnel are concerned or interested in this resolution except the appointees.*
6. *Notice of the AGM along with the Annual Report for 2021-22 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 2021-22 will also be available on the Company's website <https://www.janacapital.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 on request 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: Appointment of Statutory Auditors for a period of 3 years.

In accordance with the provisions of Section 139 of the Companies Act, 2013 and the Rules framed thereunder, K S Rao and Co., Chartered Accountants, Bangalore (Firm Registration number 003109S) were appointed as Statutory Auditors of the Company on account of casual vacancy caused due to the resignation of earlier Auditors and the appointment is valid upto the conclusion of the ensuing AGM. Pursuant to Section 139 of the Companies Act, 2013 the Company is required to be appointed as Statutory auditors for a period of 5 years. However, considering the RBI requirement with respect to the appointment of the Auditor, the Audit Committee Meeting examined, considered and recommended the re-appointment of K S Rao and Co., as the Statutory Auditors of the Company to hold office from the conclusion of the 7th Annual General Meeting until the 10th Annual General Meeting for the purpose of conducting the Statutory Audit for the financial years from 2022-23 to 2024-25. K. S Rao and Co., Chartered Accountants have given their consent and confirmed their eligibility to act as the Statutory Auditors of the Company.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board of Directors of the Company recommends the Resolution to be passed as an Ordinary Resolution as set out at Item No. 3 in the accompanying Notice for the approval of the members.

Item no. 4: Approval for the re-appointment of Mr. S. V Ranganath as an Independent Director of the Company for the second term of five consecutive years.

Mr. S. V Ranganath was appointed by the Board of Directors and the Shareholders for a period of 5 years whose term expires with effect from May 21, 2023. The Board of Directors took on record the contribution made by Mr. S. V Ranganath for the Company and basis the recommendation made by the Nomination and Remuneration Committee, his re-appointment as Independent Director was considered for second term of 5 years. The Board passed the following resolution in this regard:

Details pursuant to clause 1.2.5 of SS-2 and as per Schedule V is as follows:

- a) **Age:** about 69 years
- b) **Qualifications:** M.Sc. from Delhi University and Served in Indian Administrative Service
- c) **Experience:** 50 years
- d) **Terms and conditions of appointment along with details of remuneration sought to be paid and the remuneration last drawn:**
 - The main terms and conditions are as follows:**
 - I. Period** – Appointment valid from May 21, 2023 to May 20, 2028.
 - Remuneration**
 - II. Other terms of Appointment**

Being an Independent Director, the Company pays sitting fees for the Board and the Committee meetings.

- e) **Date of first appointment on the Board:** May 22, 2018
- f) **Shareholding in the company:** Nil
- g) **Relationship with other Directors, Manager and other Key Managerial Personnel of the company:** Nil
- h) **The number of Meetings of the Board attended during the year and other Directorships, Membership/ Chairmanship of Committees of other Boards:**

The number of meetings of the Board attended during the year are as follows:

| Date of Board meeting | Whether attended or not |
|------------------------------|--------------------------------|
| April 24, 2021 | Yes |
| June 24, 2021 | Yes |
| September 23, 2021 | Yes |
| October 21, 2021 | Yes |
| November 12, 2021 | Yes |
| January 10, 2022 | Yes |
| February 14, 2022 | Yes |

Mr. S. V Ranganath holds the position of Independent Director in the following Companies:

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| COFFEE DAY ENTERPRISES LIMITED |
| COFFEE DAY GLOBAL LIMITED |
| BOSCH LIMITED |
| NABFINS LIMITED |
| QS-ERA INDIA PRIVATE LIMITED |
| INDIAN INSTITUTE FOR HUMAN SETTLEMENTS |

He is the Chairman/Member of the following Committees in **Jana Capital Limited**

| Name of the Committee | Whether Member/Chairman |
|---------------------------------------|--------------------------------|
| Audit Committee | Chairman |
| Nomination and Remuneration Committee | Chairman |
| Risk Management Committee | Member |
| Asset & Liability Committee | Member |

He is not acting as Chairman or member of any other Company apart from the above.

Mr. S. V Ranganath has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. S. V Ranganath fulfils the conditions specified in the Act for his appointment as an Independent Director.

The Board of Directors of the Company recommends the Resolution to be passed as Special Resolution as set out at Item No. 4 in the accompanying Notice for the approval of the members.

None of the Directors or KMP or their relatives, other than Mr. S. V Ranganath are concerned or interested in the Resolution in Item No. 4.

Item No. 5: Ratification for modification of the existing related party transaction.

The Company had shifted the registered office to 2nd Floor, No. 80, 5th Cross, 4th Main, Maruthi Extension, Bangalore-560021 with effect from 15th September 2021, the property is owned by the Company Secretary and her relative and the said agreement is valid upto 15th August 2022. The contract was then approved by the Audit committee, Board and the Shareholders earlier.

The contract was due for renewal on August 16, 2022. Based on the request received from the Owner due to the increase in the area available for rent and the Audit Committee and the Board of Directors approved the modification of the existing contract and the said contract is placed before the members for ratification as provided in Section 188 of the Companies Act, 2013.

Brief terms and conditions of the modified contract is as below:

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|---|---|
| (a) the name of the related party | Mrs. Vidya Sridharan and Mr. L Vasanth |
| (b) nature of relationship; | KMP and relative of KMP |
| (c) the nature and particulars of the contract or arrangement; | Renting of office premises; |
| (d) duration of the contract | Ongoing |
| (e) the material terms of the contract or arrangement including the value, if any; | Rs. 12,500 per month, subject to 5% increase every 11 months. |
| (f) any advance paid or received for the contract or arrangement, if any; | 10 months advance on the date of signing of the modified agreement. |
| (g) the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract; | Market study |

| | |
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| (f) whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and | Yes |
| (g) any other information relevant or important for the taking decision on the proposed transaction. | None |


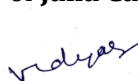
The transactions as mentioned above is not in the Ordinary course of business. Accordingly, the Audit Committee & the Board of Directors of the Company have considered the contract entered with the related party and ratified the same at their respective meetings held on August 6, 2022 and have also decided 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.

Copy of the above said agreement or contract is available for inspection during the working hours of the Company.

Vidya Sridharan, Company Secretary being a related party to the contract is interested in Resolution at **Item no. 5**. None of the Directors or other Key Managerial Personnel are in any way concerned or interested in the Resolution at **Item no. 5** of the Notice.

The Board of Directors of the Company recommends the Resolution as set out at Item No. 5 in the accompanying Notice for ratification and approval of the members.

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



Vidya Sridharan

Company Secretary (Mem. No. A44354)

Date: 15/9/2022

Place: Bangalore