

NOTICE OF 14th EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 14th Extra-Ordinary General Meeting of Jana Capital Limited ("**Company**") will be held on Thursday November 7, 2024 at 11.30 a.m. IST at short notice through video conferencing ("**VC**") at the Registered office of the Company at #19/4, Sair Bagh" Building, 4th Floor, Cunningham Road, Vasanth Nagar, Dr. Ambedkar Veedhi, Bengaluru, Karnataka- 560001, India (Deemed Venue), to transact the following business:

SPECIAL BUSINESS**ITEM NO. 1: APPROVAL FOR SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY**

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

"RESOVLED THAT pursuant to the provisions to section 12 and 13(4) and all other applicable provisions of the Companies Act, 2013 ("the Act") and Rule 30 of the Companies (Incorporation) Rules, 2014 ("the Rules"), subject to the approval by the Regional Director, South-East Region, Hyderabad, Ministry of Corporate Affairs, Government of India, the Registered Office of the Company be shifted from the State of, Karnataka to State of Tamil Nadu and the consequently Clause II of the Memorandum of Association of the Company be altered and substituted with the following clause:

"II. The Registered Office of the Company will be situated in the State of Tamil Nadu."

RESOLVED FURTHER THAT a petition be filed to the Regional Director, South-East Region, Hyderabad and/or any other authority(ies) under the section 13(4) and all other applicable provisions of the Act and Rule 30 of the Rules for obtaining approval to the proposed alteration in the Situation Clause of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to agree to such conditions or modifications as may be imposed by the Regional Director, South-East Region, Hyderabad, and/or any other authority(ies) at the time of granting such approval, and they are hereby further empowered to authorise any other competent person to carry out all such things as mentioned above at the time of representing and giving proper effect to this Resolution"

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



Krishi Jain
Company Secretary
Membership. No. A57527
Date: October 29, 2024
Place: Bengaluru

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out the material facts relating to the business stated under Item No. 1, is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") has vide various circulars issued from time to time has permitted convening the Extra-ordinary General Meeting ("EGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. The deemed venue for the EGM will be the Registered Office of the Company.
3. In compliance with the provisions of the Act read with aforesaid MCA Circulars, the EGM of the Company is being held through VC via Microsoft Teams.
4. For any technical assistance before or during the meeting, the following person may be contacted:-
Name:- Krishi Jain
Phone: +91 9819814262
Email: krishi.jain@janacapital.co.in
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, pursuant to the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the EGM and hence, the Proxy Form, Attendance Slip and route map of the EGM are not annexed to this Notice. Since the EGM will be held through VC, the route map of the venue of the Meeting is not annexed hereto.
6. Corporate Members intending to appoint their authorised representatives to attend the EGM are required to send a certified copy (PDF Format) of its Board or Governing body Resolution/Authorization, etc., to the Company at the following email id krishi.jain@janacapital.co.in.
7. The Notice is being sent to all the Members whose names appeared in the Register of Members as on the close of business hours on October 11, 2024.
8. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs").
9. Notice of the EGM 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 of the meeting will also be available on the Company's website <https://www.janacapital.co.in/>.
10. The Members are requested to click on the link sent to their registered email id for participating in the EGM. The facility for joining the EGM through VC will open 15 minutes before the scheduled time of the commencement of the EGM and will be kept open till the expiry of 15 minutes after the scheduled time of EGM.
11. The Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act
12. The relevant documents referred to in this Notice will be available for inspection by the Members without any fee, at the Registered Office of the Company during normal business hours on any working day (except Saturday and Sunday) and also during the Meeting. The Members can send a request to the Company at Krishi.jain@janacapital.co.in to inspect the same.



JANA CAPITAL LIMITED

CIN: U67100KA2015PLC079488

In case a Poll on any item is demanded by the Members at the EGM, the Members shall cast their votes only by sending e-mails through their registered e-mail addresses to the following designated e-mail id krishi.jain@janacapital.co.in.

EXPLANATORY STATEMENT

The following statement sets out all material facts relating to certain ordinary business and the special businesses mentioned in the accompanying Notice of Extra-Ordinary General Meeting:

ITEM NO. 1: APPROVAL FOR SHIFTING OF REGISTERED OFFICE OF THE COMPANY

In accordance with the provisions of Section 12 and 13(4) of the Companies Act, 2013 ("the Act") and Rules framed thereunder, the Board of Directors at its meeting held on October 11, 2024 had considered shifting of the Registered Office of the Company from the State of Karnataka to the State of Tamil Nadu.

For increasing operational efficiency, creating enhanced synergy, for catering to the future corporate actions of the Company and to mitigate the stamp duty implications that would arise on the approval of the Scheme of merger by the NCLT the Members may consider and approve shifting of Registered Office of the Company from the State of Karnataka to the State of Tamil Nadu.

The Board of Directors is of the opinion that the shifting of the registered office from the State of Karnataka to the State of Tamil Nadu will enable carrying on the business of the Company post the merger of Jana Holdings Limited with the Company economically and efficiently.

In accordance with the provisions of Section 13 of the Companies Act, 2013 and other applicable provisions of the Act read with Rule 30 of the Companies (Incorporation) Rules, 2014, pursuant to the shifting of the Registered Office from one state to another, 'Clause - II' of the Memorandum of Association of the Company relating to the Situation Clause needs to be altered, which requires the approval of Members in the Extra-Ordinary General Meeting by way of a Special Resolution and subject to consent of the creditors/debenture-holders and other persons concerned with the Company and further to the confirmation of the Hon'ble Regional Director, South East Region, Hyderabad and other statutory approvals.

The proposed changes will in no way be detrimental to the interest of any member of Public, Employees or others associates of the Company in any manner whatsoever.

None of the Director(s) and Key Managerial Personnel of the Company or their relatives are concerned or interested in the Resolution in Item no. 1. of the Notice.

The Board recommends the Special Resolution at Item No. 1 of the accompanying Notice, for the approval of the Members of the Company.

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



Krishi Jain
Company Secretary
Membership No. A57527
Date: October 29, 2024
Place: Bengaluru