

**JANA CAPITAL LIMITED**

**EXTRA-ORDINARY GENERAL MEETING**

**Thursday, November 7, 11.30 a.m. – 11.36 a.m.**

**Krishi Jain – Company Secretary:**

Dear Members, Good Morning. I welcome you all to the Extraordinary General Meeting (“EGM” / “Meeting”) of Jana Capital Limited.

This EGM is being held at a shorter notice based on the consent for shorter notice received from 100% of the Members entitled to vote at the Meeting. The Company has received all the resolutions required under Section 113 wherever corporate representations are made.

In accordance with the framework provided by the Ministry of Corporate Affairs for conducting general meetings, this EGM of the Company is being held through Video Conferencing via Microsoft Teams.

All the participants of this meeting have joined through VC and the same is counted for the purpose of quorum.

As the requisite quorum is present, I call this Meeting to order.

Request all participants to have their video on for the duration of the meeting. Additionally, please mute your microphone when not speaking and unmute it when you wish to contribute.

We have Mr. Ramesh Ramanathan, Mr. Abraham Chacko and Mr. Rajamani Muthuchamy Directors of the Company attending this Meeting. Ms. Rajalakshmi Ambady, Mr. S.V.Ranganath, Mr. Nirav Mehta and Mr. Puneet Bhatia, Directors are unable to attend the EGM owing to pre-occupation.

We also have the Representative of the Statutory Auditors and the Chief Financial Officer present at this EGM.

The relevant documents referred to in the Notice are made available for inspection through electronic mode during the meeting. The Members can inspect the same by sending a request at the designated e-mail address mentioned in the Notice.

Voting will be done through show of hands, and you are requested raise your hand and state whether you are voting for or against the resolution, while voting, when the same is called for by the Chairman.

I would like to hand over to the Chairman for continuing with the proceedings and the Business to be transacted at the meeting.

**Ramesh Ramanathan – Chairman:**

With the permission of the Members, I wish to take the Notice convening this Meeting, which has already been circulated, as read.

**All Members:**

Yes.

**Ramesh Ramanathan – Chairman:**

Thank you. I take the Notice as read. The objectives and implications of the Resolution set out in the said Notice and proposed to be passed at this EGM, are as under:

Resolution No. 1:

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 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, subject to the various regulatory approvals.

**Ramesh Ramanathan – Chairman:**

I propose to move the resolution as a Special Resolution Item No.1 of the EGM Notice. I request a Member to second the Resolution at Item No.1 of the EGM Notice.

**Rajamani Muthuchamy:**

I second the Resolution at Item No.1 of the EGM Notice.

**Ramesh Ramanathan – Chairman:**

The Resolution has been proposed by Myself and seconded by Mr. Rajamani Muthuchamy.

Before I put the resolutions to vote, I would like to throw this session open to the Members for any questions or suggestions.

No queries or suggestions were received from the Members of the Company.

I now put the following Resolution at Item No. 1 of the Notice to vote, on a show of hands, as a Special Resolution:

THOSE IN FAVOUR, please raise your hands.

THOSE AGAINST, please raise your hands.

Resolution passed with requisite majority.

Since the business of the Meeting is completed, I hereby declare the Meeting as concluded.

**All Members and Directors present:**

Thank you.

\*\*\*\*\*