

**NOTICE OF 15<sup>th</sup> EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that the 15<sup>th</sup> Extra-Ordinary General Meeting of Jana Capital Limited ("**Company**") will be held on Wednesday, March 5, 2025 at 3.00 P.M. (IST) at short notice through video conferencing ("**VC**") at the Registered office of the Company at 3<sup>rd</sup> Floor, Sri Krishna Towers, Sy. No./25B1, Krishnagiri Bye-Pass Road, Hosur East, Hosur, Krishnagiri- 635109, Tamil Nadu, India (Deemed Venue), to transact the following business:

**SPECIAL BUSINESS****ITEM NO. 1: TO APPROVE ISSUANCE OF NON-CONVERTIBLE DEBENTURES/BONDS BY THE COMPANY ON A PRIVATE PLACEMENT BASIS UPTO RS. 150 CRORES:**

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 Section 42, 71, 179, 180 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014, Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 ("RBI Master Directions"), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India's Operational Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated August 10, 2021 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended from time to time) the relevant provisions of the Memorandum of Association and the Articles of Association of the Company, any other law, rules, guidelines, regulations for the time being in force and any other circulars, notifications and /or clarifications issued by any relevant authority (including any statutory modifications or re-enactments thereof for the time being in force, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) to create/offer/issue/allot such number of redeemable non-convertible debentures ("NCDs") through private placement, in one or more modes or combinations thereof and in one or more series or tranches, with or without security and on such terms and conditions as may be determined by the Board including but not limited to the subscriber(s) to the issue(s), face value of NCDs to be issued, the price at which NCDs to be issued, coupon rate, redemption period, utilization of issue proceeds and all other matters connected therewith and incidental thereto, so that the aggregate amount of such NCDs does not exceed Rs. 150 crores (Rupees One Hundred Fifty crores only), during the period of one year from the date of passing this Resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorized to do all such acts, deeds, matters and things, execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation thereto and to settle all questions, difficulties or doubts that may arise in connection with the issue of NCDs under private placement, including determining the terms and conditions of NCDs."

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



Krishi Jain  
Company Secretary  
Membership. No. A57527  
Date: 27.02.2025

Place: 3<sup>rd</sup> Floor, Sri Krishna Towers, Sy. No./25B1, Krishnagiri Bye-Pass Road,  
Hosur East, Hosur, Krishnagiri 635109, Tamil Nadu, India

**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 February 26, 2025.
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 and at the Corporate 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: U67100TZ2015PLC033424**

Corp Office: #19/4, Sair Bagh'' Building, 4<sup>th</sup> Floor, Cunningham Road, Vasanth Nagar, Dr.Ambedkar Veedhi Bengaluru,  
Karnataka- 560001

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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](mailto: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:**

In view of the scheduled maturities as well as likely cash flows, it is proposed to raise funding through the issuance of non-convertible debentures ("NCDs") of the Company on a private placement basis upto an amount not exceeding of Rs. 150 Crores, in one or more tranches. In terms of the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, the company offering or making an invitation to subscribe to NCD on a private placement basis, is required to obtain the prior approval of the members by way of a Special Resolution, which can be obtained once a year for all the offers and invitations during the year.

Further, the disclosures with respect to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, are mentioned below:

<b>Particulars of the offer including the date of passing the Board resolution</b>	February 26, 2025
<b>Kinds of securities offered and price at which security is being offered</b>	Non-Convertible Debentures. The Board (including any Committees of the Board as may be authorized by the Board) shall determine specific terms and conditions of the offer at the time of issuance of respective series/ tranche of the Debentures
<b>Basis or justification for the price (including the premium, if any) at which the offer or invitations is being made</b>	Price for each offer/issuance of non-convertible debentures will be determined and approved by the Board (including any Committees of the Board as maybe authorized by the Board) based on the market conditions
<b>Name and address of valuer who performed Valuation</b>	Not Applicable
<b>Amount which the company intends to raise by way of such securities</b>	Not exceeding Rs. 150 crores on private placement basis, in one or more tranches.
<b>Material terms of raising such securities</b>	Material terms of each offer/issuance of nonconvertible debenture will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board).
<b>Proposed time schedule</b>	Time schedule of each offer/issue of nonconvertible debenture will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board).
<b>Purpose or objects of offer</b>	Purpose or objects of each offer/issue of nonconvertible debenture will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board).

<b>Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects</b>	None
<b>Principle terms of assets charged as securities</b>	Principle of terms of assets being charged as securities for each offer/issuance of non-convertible debentures will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board).

It may be noted that the previous Special Resolution was passed by the members at Extraordinary General Meeting held on August 2, 2023, and the period of one year has expired.

In this regard, it is proposed to seek approval of the members of the Company by way of Special Resolution for offering or making an invitation to subscribe to NCD on a private placement basis upto an amount not exceeding Rs. 150 crores in one or more tranches for a period of one year from the date of passing of this resolution

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Persons, are concerned or interested financially or otherwise in the resolution set out at item no. 1 of the Notice of EGM.

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



Krishi Jain  
Company Secretary  
Membership No. A57527  
Date: 27.02.2025  
Place: Tamil Nadu