

JANA CAPITAL LIMITED

EXTRA-ORDINARY GENERAL MEETING

WEDNESDAY, MARCH 5, 2025 3.00 - P.M. to 3.15-P.M.

Krishi Jain – Company Secretary:

Dear Members, Good Afternoon. 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. S.V. Ranganath and Mr. Rajamani Muthuchamy Directors of the Company attending this Meeting. Ms. Rajalakshmi Ambady, Mr. Abraham Chacko and Mr. Puneet Bhatia, Directors are unable to attend the EGM owing to pre-occupation.

We also have 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 view of the scheduled maturities as well as likely cash flows, it is proposed to raise funds through issuance of Non-Convertible Debentures (“NCDs”) by 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 the NCDs 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.

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 the NCDs 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.

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 by 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.
