



JANA CAPITAL LIMITED

CIN: U67100TZ2015PLC033424

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

Dated: May 30, 2026

To
Listing Operations
BSE Limited,
P J Towers, Dalal Street,
Mumbai - 400001.

Dear Sir/Madam

Sub: Submission of Annual Secretarial Compliance Report

Dear Sir/Madam,

Pursuant to Section 62M of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Secretarial Compliance Report for the FY 2025-26 obtained from the Secretarial Auditor of the Company.

We request you to kindly take the above on record.

Thanks and Regards,
For **Jana Capital Limited**

Krishi Jain
Company Secretary and Compliance Officer
ICSI Mem. No. A57527

Encl:

1. Secretarial Compliance Report



To,
The Board of Directors
JANA CAPITAL LIMITED
CIN: U67100TZ2015PLC033424
3rd Floor, Sri Krishna Towers, Sy. No. 25B1,
Krishnagiri Bye-pass Road, Hosur East,
Tamilnadu- 635109

Sub: Annual Secretarial Compliance Report for the Financial Year 2025-26

Dear Sir/ Madam,

I, Krupa Joisar, proprietor of M/s. Krupa Joisar & Associates, Practising Company Secretaries, have been engaged by **JANA CAPITAL LIMITED** (hereinafter referred to as 'the Company') bearing CIN: U67100TZ2015PLC033424, whose Non-Convertible Debentures (NCDs) are listed on BSE Limited (Scrip Code:959049) to conduct an audit in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Master Circular No. SEBI/ HO/ CFD/ PoD2/ CIR/ P/ 2023/ 120 dated July 11, 2023 (as last updated vide Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026), and to issue the Annual Secretarial Compliance Report thereon.

Annual Secretarial Compliance Report to be read in conjunction with Annexure A, B and C, along with the requisite annexures enclosed herewith.

Place: Mumbai
Date: May 21, 2026

Krupa Joisar
Krupa Joisar & Associates
Practising Company Secretary
Membership No. F11117
Certificate of Practice No. 15263
Peer Review Certificate No.1251/2021
UDIN: F011117H000435497



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF
JANA CAPITAL LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026**

I, Krupa Joisar, have examined:

- (a) all the documents and records made available to us and explanations provided by **JANA CAPITAL LIMITED ("the debt-listed entity")**,
- (b) the filings/ submissions made by the debt-listed entity to the stock exchanges,
- (c) website of the debt-listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended March 31, 2026 ('Review period'), in respect of compliance with the provisions of: **as applicable:**

- (a) the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ('SEBI').

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not Applicable for the period under review;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; – **Not Applicable for the period under review;**
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 – **Not Applicable for the period under review;**

- (e) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021; – **Not Applicable for the period under review;**
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Other Rules/Regulations and circulars/guidelines issued thereunder applicable to the debt listed entity, **as applicable** –
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, to the extent applicable to the Companies Act and dealings with clients; as amended by the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025;
 - The Reserve Bank of India Act, 1934 and the rules, regulations, guidelines, circulars and notifications issued thereunder;
 - Master Directions on Fraud Risk Management in Non-Banking Financial Companies (NBFCs) (including Housing Finance Companies);
 - Master Direction- Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016;
 - Reserve Bank of India (Non-Banking Financial Companies – Credit Information Reporting) Amendment Directions, 2025;
 - Reserve Bank of India (Non-Banking Financial Companies – Know Your Customer) Amendment Directions, 2025.

and based on the above examination and verification of records, I hereby report that, during the review period:

- (a) The debt-listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in **Annexure – A**
- (b) The debt listed entity has taken the actions specified in **Annexure – B** to comply with the observations made in previous reports.
- (c) I, Krupa Joisar, hereby report that, during the review period the compliance status of the debt- listed entity with the following requirements:

Sr. No.	Particulars	Compliance (Yes/No/NA)	status	Observations / Remarks by PCS
1)	<p>Secretarial Standard</p> <p>The compliances of the debt-listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	Yes		Nil
2)	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the debt-listed entity. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/guidelines issued by SEBI. 	Yes		Nil
3)	<p>Maintenance and disclosures on the Website:</p> <ul style="list-style-type: none"> • The debt-listed entity is maintaining a functional website. • Timely dissemination of the documents/information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes		Nil
4)	<p>Disqualification of Director:</p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes		Nil

Sr. No.	Particulars	Compliance (Yes/No/NA)	status	Observations / Remarks by PCS
5)	<p>Details related to Subsidiaries of debt-listed entities:</p> <p>a) Identification of material subsidiary companies</p> <p>b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NA		Nil
6)	<p>Preservation of Documents:</p> <p>The debt-listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes		Nil
7)	<p>Performance Evaluation:</p> <p>The debt-listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes		Nil
8)	<p>Related Party Transactions:</p> <p>a) The debt-listed entity has obtained prior approval of Audit Committee for all Related party transactions.</p> <p>b) In case no prior approval obtained, the debt-listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit committee.</p>	Yes		Nil

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS
9)	<p>Disclosure of events or information:</p> <p>The debt-listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	Nil
10)	<p>Prohibition of Insider Trading:</p> <p>The debt-listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	Nil
11)	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No Actions taken against the debt-listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.</p>	Yes	BSE Limited has levied a monetary fine for late filing under Regulation 60(2). Please refer to Annexure - A for detailed information.
12)	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p>	NA	Nil

Sr. No.	Particulars	Compliance (Yes/No/NA)	status	Observations / Remarks by PCS
	In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.			
13)	<p>No additional non-compliances observed:</p> <p>No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc. except as reported above.</p>	No		Nil

Place: Mumbai
Date: May 21,2026

Krupa Joisar
Krupa Joisar & Associates
Practicing Company Secretary
Membership No. F11117
Certificate of Practice No. 15263
Peer Review Certificate No.1251/2021
UDIN:F011117H000435497

Annexure – A

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Actions (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 60(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	SEBI Circular No. SEBI/ HO/ DDHS/ DDHS_Div1/ P/ CIR/ 2022/ 0000000103 dated July 29, 2022	Delay in submission of compliance under Regulation 60(2) relating to intimation of record date for ISIN: INE028U08024.	BSE Limited	Fine	late filing of compliance of Regulation 60(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Fine of Rs. 11,800 (inclusive of GST) was levied by the BSE Limited	Nil	The Company accepts the fine levied for the delayed submission under Regulation 60 (2) The delay was unintentional and due to Technical/ Administr	Nil

									ative reasons. The fine has been paid, and we have implemented a more robust tracking system to ensure 100% timely compliance moving forward	
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Annexure – B

Sr. No	Observations/Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31,2025 (the years are to be mentioned)	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1						

ANNEXURE - C

To,
JANA CAPITAL LIMITED

The Secretarial Compliance Report of even date is to be read along with this letter.

- 1) Maintenance of secretarial records under Regulations, Circulars and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI ACT) and the Securities Contracts (Regulation) Act, 1956 (SCRA) Rules made thereunder, is the responsibility of the management of the debt listed entity. Our responsibility is to express an opinion on these records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of these records. The verification was done to ensure that correct facts are reflected in the said records. We believe that the processes and practices we followed, provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Account of the debt - listed entity. Our certification does not extend to commenting on the forms filed with the ROC or the documents annexed thereto.
- 4) Where ever required, we have obtained the Management representation about the applicability and compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of SEBI ACT and SCRA Rules and Regulations, Circulars and Guidelines prescribed thereunder, is the responsibility of management. Our examination was limited to the verification of documents and records made available to us and explanations provided to us with respect to the practices and processes followed in matters relating to this Report.
- 6) The Secretarial Compliance Report is neither an assurance as to the future viability of the debt- listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the debt- listed entity.

Place: Mumbai
Date: May 21,2026

Krupa Joisar
Krupa Joisar & Associates
Practicing Company Secretary
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