



Jana Capital Limited

Board Diversity Policy

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1. Introduction

The Company was incorporated on 26th March 2015 to carry on the business of an Investment Company. The Company received the certificate of registration from the Reserve Bank of India on 24th March 2017 as a Non-Banking Financial Institution - Non-Deposit taking - Systematically Important - Core Investment Company ("NBFC-CIC-ND-SI") under section 45 IA of the Reserve Bank of India Act 1934.

The Company received revised Certificate of Registration from the Reserve Bank of India on March 28, 2025, on account of shifting of Registered Office from State of Karnataka to State of Tamil Nadu as a Non-Banking Financial Institution – Non-Deposit taking – Systematically Important – Core Investment Company (NBFC-CIC-ND-SI) under Section 45 IA of the Reserve Bank of India Act, 1934.

The Company has a wholly-owned subsidiary Company, Jana Holdings Limited, which is a Non-Operating Financial Holding Company and holds its stake in Jana Small Finance Bank Limited, Associate Company.

2. Purpose:

This Board Diversity Policy ('**Policy**') sets out the approach to diversify the Board of Directors ('**Board**') of Jana Capital Limited ('**JCL**').

3. Scope:

This Policy applies to the Board. It does not apply to employees generally.

4. Policy Statement

Jana Capital Limited (JCL) recognizes and embraces the importance of a diverse Board for its success. The Company believes that a truly diverse Board will leverage differences in thought, perspective, regional and industry experience, cultural and geographical background, age, ethnicity, race, gender, knowledge & skills including – expertise in financial, global business, leadership, technology, Mergers & Acquisition, Board service, strategy, sales and marketing, Environment Social & Governance ("ESG"), risk and cyber security and other domains, which will ensure that the Company retains its competitive advantage.

Jana Capital Limited (JCL) believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives, including:

- driving business results;
- making corporate governance more effective;
- enhancing quality and responsible decision-making capability;

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- ensuring sustainable development; and
- enhancing the reputation of the Company.

The Nomination and Remuneration Committee (**‘Committee’**) is responsible for reviewing and assessing the composition and performance of the Board, as well as appropriately identifying qualified persons to occupy Board positions.

The Committee will ensure that no person is discriminated against on grounds of religion, race, gender, pregnancy, childbirth or related medical conditions, national origin or ancestry, marital status, age, sexual orientation, or any other personal or physical attribute which does not relate to such person’s ability to perform as a Board member.

Accordingly, the Committee shall:

- assess the appropriate mix of diversity, skills, experience and expertise required on the Board and assess the extent to which the required skills are represented on the Board,
- make recommendations to the Board in relation to appointments, and maintain an appropriate mix of diversity, skills, experience and expertise on the Board, and
- periodically review and report to the Board the requirements, if any, in relation to diversity on the Board.

The Board shall have an optimum combination of executive, non-executive and independent directors in accordance with the requirements of the Articles of Association, the Companies Act, 2013, Listing Agreement and the statutory, regulatory and contractual obligations of Jana Capital Limited (JCL).

The effective implementation of this Policy requires that shareholders are able to judge for themselves whether the Board as constituted is adequately diverse. To this end, Jana Capital Limited (JCL) shall continue to provide sufficient information to shareholders about the size, qualifications and characteristics of each Board member.

5. Responsibility And Review

The Committee will review this Policy periodically and recommend appropriate revisions to the Board.