

**TRANSCRIPT OF THE PROCEEDINGS OF THE 9<sup>TH</sup> EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBER OF JANA CAPITAL LIMITED (THE COMPANY) HELD ON THURSDAY, MARCH 25, 2021 (ORIGINAL) AND ADJOURNED MEETING HELD ON MONDAY, MARCH 29, 2021, THROUGH VIDEO CONFERENCING (VC)**

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On March 25, 2021, the original meeting commenced at 10.00 AM. Mrs. Vidya Sridharan, Company Secretary welcomed the Members, Directors, Statutory Auditors to the 9<sup>th</sup> EGM on behalf of the Board of Directors of Jana Capital Limited and stated the inability of the Secretarial Auditors for the meeting. She informed that the Company has received resolution required under Section 113 wherever corporate representations are made and that all efforts feasible under the circumstances have been made by the Company to enable members to participate and vote on the agenda item being considered at the meeting. She mentioned that in view of on-going Covid-19 pandemic, the EGM was held through Video Conferencing (VC) in accordance with the Circulars issued by the MCA and all the participants of the meeting have joined through VC and the same is counted for the purpose of quorum. She confirmed the Chairman that the quorum required for the meeting was present.

Mr. Ramesh Ramanathan, Chairman of the Board authorised to act as the Chairman of the general meetings as per the articles of Association and as provided under the Companies Act, 2013, took the Chair and informed that the Company received request from some of the Corporate Members seeking more time for deliberations on amendment to Clause 11.1 of the Agenda item mentioned in the notice of the 9<sup>th</sup> EGM, viz., Alteration of Articles of Association of the Company. Based on the request received from the Members, Chairman deemed it appropriate to adjourn the meeting to 29<sup>th</sup> March 2021 at 11.00 AM. He conveyed his sincere thanks to all the participants for attending the meeting and wished all to stay healthy and safe. The meeting concluded at 10.10 AM.

On March 29<sup>th</sup>, 2021- Adjourned meeting was held at 11.00 AM. Vidya Sridharan, Company Secretary of the Company, welcomed shareholders, Directors and Statutory Auditors to the adjourned 9<sup>th</sup> Extra-Ordinary General Meeting of the Company on behalf of the Board of Directors of Jana Capital Limited. She informed that the Secretarial Auditors had informed the inability to attend the meeting. She informed that the original EGM was held on 25<sup>th</sup> March 2021 and since shareholders had sought more deliberation on the alteration of clause 11.1 of the Articles of Association the Chairman had adjourned the EGM to March 29, 2021. She mentioned that this meeting is a continuation of the original meeting held on 25<sup>th</sup> March 2021.

She informed that in view of on-going Covid-19 pandemic, this EGM is held through Video Conferencing (VC) in accordance with the Circulars issued by the MCA. All the participants of this meeting have joined through VC and the same is counted for the purpose of quorum. She further informed that the Original and the adjourned meeting was held at Short Notice to transact the urgent business item as mentioned in the Notice and the Company has received the consent from the members to hold the EGM at shorter notice in compliance with Section 101 of the Companies Act, 2013.

She requested all the participants to be on video on throughout the meeting and to be on audio mute and unmute while speaking.

She introduced all the participants of the meeting.

- Mr. Ramesh Ramanathan, Chairman of the Board and representing Jana Urban Foundation, Member has joined the meeting from Bangalore.
- Mr. Rajamani Muthuchamy, MD and CEO has joined the meeting from Bangalore.

- Mr. Gopalakrishnan. S, CFO has joined the meeting from Bangalore.
- Mr. S. V Ranganath, Independent Director and Chairman of Audit committee and NRC has joined the meeting from Bangalore,
- Mr. Abraham Chacko, Independent Director has joined from Coimbatore.
- Mr. Prateek Bhurat, representing North Haven Private Equity Asia Platinum Pte Ltd, a shareholder of the Company has joined the meeting from Mumbai.
- Mr. R. Srinivasan, Shareholder has joined the meeting from Bangalore.
- Mr. C. P Rangarajan, Shareholder has joined the meeting from Bangalore.
- Mr. Aditya Ram representing MSKC and Associates, statutory Auditors has joined the meeting from Bangalore.

She informed the inability of the secretarial Auditors to attend the meeting. She further informed that the Company has received all the resolution required under Section 113 wherever corporate representations are made and all efforts feasible under the circumstances have been made by the Company to enable members to participate and vote on the items being considered in the meeting. Since the meeting is held through VC, facility of appointment of proxies is not applicable and hence proxy form has not been provided. Voting will be done through show of hands. She confirmed that the quorum required under the Companies Act, 2013 was present. The notice of the meeting and the explanatory statement was circulated to all the Members, Statutory Auditors, Secretarial Auditors and the Directors.

Mr. Ramesh Ramanathan, Chairman of the Board is authorised to act as the Chairman of this meeting as per the articles of Association and as provided under the Companies Act, 2013 and secretarial standards. She handed over to the Chairman for continuing with his speech and the Business to be transacted at the meeting.

Chairman made a short speech and started to transact the following item of business.

**Item No. 1: Alteration of Articles of Association of the Company.**

Chairman handover to the Company Secretary for briefing the item. Chairman then proposed to move the resolution as Special Resolution and Mr. R. Srinivasan, Member seconded the resolution. Chairman then invited questions from the participants. Since there were no questions, Chairman invited members to vote on the resolution. Company Secretary confirmed the Chairman that the requisite votes have been obtained. Chairman then declared that the resolution was passed as a Special Resolution with requisite votes.

Chairman thanked all the Members for participating in the meeting and mentioned that the item of business as mentioned in the notice of the EGM have been taken-up and declared the proceedings of the EGM as completed and wished all the participants to stay healthy and stay safe. The meeting concluded at 11.20 AM.

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