

Dated: July 27, 2023

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

Dear Sir/Madam

**Sub: Intimation about the 12<sup>th</sup> Extra Ordinary General Meeting of the Company to be held on August 2, 2023, as per Regulation 50(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.**

Pursuant to Regulation 50(2) of SEBI (LODR) Regulations 2015, we wish to inform you that the 12<sup>th</sup> Extra Ordinary General Meeting of the Company is proposed to be held on Wednesday, August 2, 2023, at shorter notice subject to the consent of the members.

Please consider the revised EGM notice sent to the Shareholders attached with this Letter.

Request you to kindly take note of the same in records.

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

Vidya Sridharan  
Company Secretary and Compliance Officer  
ICSI Mem. No. A44354

**NOTICE OF 12<sup>th</sup> EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that the 12<sup>th</sup> Extra-Ordinary General Meeting of Jana Capital Limited (“**Company**”) will be held on August 2, 2023, Wednesday at 11.15 AM IST at Short notice through video conferencing (“**VC**”) at the Registered office of the Company at 2<sup>nd</sup> Floor, No. 80, 5<sup>th</sup> Cross, 4<sup>th</sup> Main, Maruthi Extension, Bangalore – 560021 (Deemed Venue), to transact the following business:

**SPECIAL BUSINESS*****Item No. 1: Fixing of limits for issue of non-convertible debentures on a private placement basis upto Rs. 3000 crores during the year.***

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

**RESOLVED THAT** in accordance with the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendments thereto or re-enactment thereof, for the time being in force) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, if any, and any other law for the time being in force and the provisions in the memorandum and articles of association of the Company, the guidelines issued by the Securities and Exchange Board of India (“**SEBI**”), subject to the approval, permissions and sanctions of the lenders of the Company, SEBI, stock exchanges, Reserve Bank of India (“**RBI**”), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company, the consent of the Members be and is hereby accorded to offer or invite subscription to redeemable Non-convertible Debentures in one or more series or tranches, aggregating upto Rs. 3,000 Crores (Rupees Three Thousand Crores Only), including but not limited to all offers or invitation made/to be made during a period of 1 (One) financial year from 1<sup>st</sup> April 2023 to 31<sup>st</sup> March 2024 on a private placement basis, on such terms and conditions as the Board of Directors may, from time to time, deem fit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to finalise and to execute the documents, letters, papers, undertakings and such other agreements including amendments thereto from time to time, as it may, in its absolute discretion, consider necessary and expedient in order to give effect to this resolution in the best interest of the Company.

***Item No. 2: Ratification of issuance and allotment of non-convertible debentures by the Company on a private placement basis of Rs. 850,00,00,000 (Rupees Eight Hundred and Fifty Crore only).***

**RESOLVED THAT** the members of the Company hereby note, confirm, acknowledge and ratify the issuance and allotment of (i) 58,800 (fifty-eight thousand eight hundred) unsecured, rated,

listed, redeemable, non-convertible debentures each having a face value of Rs.1,00,000/- (Rupees one lakh only) for an aggregate nominal value of up to Rs. 588,00,00,000/- (Rupees five hundred and eighty-eight crore only) by the Company to TPG Asia VI. India Markets Pte. Ltd. and GIC Private Limited, on 26<sup>th</sup> May 2023; and (ii) 19,900 (nineteen thousand nine hundred) unsecured, rated, listed, redeemable, non-convertible debentures each having a face value of Rs.1,00,000/- (Rupees one lakh only) for an aggregate nominal value of up to Rs. 199,00,00,000/- (Rupees one hundred and ninety-nine crore only) by the Company to TPG Asia VI. India Markets Pte. Ltd., on 31<sup>st</sup> May. 2023, which was issued by the Company within the overall borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013 and in accordance with the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendments thereto or re-enactment thereof, for the time being in force) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, if any, and any other law for the time being in force and the provisions in the memorandum and articles of association of the Company, the guidelines issued by the Securities and Exchange Board of India (“SEBI”), and the approvals, permissions and sanctions of the lenders of the Company, SEBI, stock exchanges, Reserve Bank of India (“RBI”), as was necessary for such issuance.


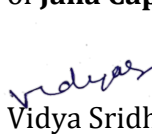
**Item No. 3. Alteration of Articles of Association of the Company**

To consider and, if thought fit, to pass the following resolution with or without modification as **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to permissions and sanctions from the appropriate authority, if any, the consent of shareholders be and hereby accorded for alteration of Articles of Association of the Company for modification of the following clause 16 of the Articles of Association of the Company.

*16. All rights available to shareholders of the Company vis-à-vis JSFB under the Articles including but not limited to rights under Articles 5.10, 7 and 10.12, shall cease to be effective as on the date of filing of the red herring prospectus in relation to the IPO and shall automatically terminate and fall away as on the date of filing of the red herring prospectus in relation to the IPO without any further act or deed by any person.*

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



Vidya Sridharan  
Company Secretary (Mem. No. A44354)

Date: 27/07/2023

Place: Bangalore

**Notes:**

- 1. 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. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act'), the EGM of the Company is being held through VC. The meeting shall be held through Microsoft teams and link for joining the meeting will be shared separately.*
- 2. For any technical assistance before or during the meeting, the following person may be contacted:-  
Name:- Vidya Sridharan  
Phone: 9590848264*
- 3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this EGM is being held through VC pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed hereto.*
- 4. Since the EGM will be held through VC, the route map of the venue of the Meeting is not annexed hereto.*
- 5. 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/>.*
- 6. The Company has been maintaining the statutory registers at its registered office at 2nd Floor, No. 80, 5th Cross, 4th Main, Maruthi Extension, Bangalore - 560021. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode on the basis of request from the members and shall remain open and be accessible to any member during the continuance of the meeting.*

**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: Fixing of limits for issue of non-convertible debentures on a private placement basis upto Rs. 3000 crores during the year.***

The Board of Directors are contemplating the feasibility of borrowing money through the issue of non-convertible debentures, subject to the approval of the Members of the Company by passing a Special Resolution pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendments thereto or re-enactment thereof, for the time being in force) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, if any, and any other law for the time being in force.

Accordingly, consent of the members is being sought to enable the Board of Directors to offer or invite subscriptions for redeemable non-convertible debentures in one or more series or tranches as may be required, aggregating upto Rs. 3,000 crores (Rupees Three Thousand Crores Only), including but not limited to all offers or invitation made/to be made during a period of 1 (One) financial year from 1<sup>st</sup> April 2023 to 31<sup>st</sup> March 2024 within the overall Borrowing Limits of the Company, as approved by the Members, pursuant to Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules 2014, issue of any non-convertible debentures on a private placement basis.

None of the Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution.

Your Directors recommended the resolution for approval of the members as a Special Resolution.

***Item No. 2: Ratification of issuance and allotment of non-convertible debentures by the Company on a private placement basis of Rs. 850,00,00,000 (Rupees Eight Hundred and Fifty Crore only).***

The Board of Directors of the Company, pursuant to a special resolution dated April 1, 2022 (“**Previous Resolution**”), passed by the members of the Company under section 180(1)(c) of the Companies Act, 2013 have the power to borrow / raise funds on behalf the Company upto an amount of Rs. 3000 crores (Rupees three thousand crores only) (“**Limit**”), by means of *inter alia* issuing non-convertible debentures.

Pursuant thereto and within the overall borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013 and in accordance with the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendments thereto or re-enactment thereof, for the time being in force) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, if any, and any other law for the time being in force and the provisions in the memorandum and articles of association of the Company, the guidelines issued

by the Securities and Exchange Board of India (“SEBI”), and the approvals, permissions and sanctions of the lenders of the Company, SEBI, stock exchanges, Reserve Bank of India (“RBI”), as was necessary for such issuance, the Board of the Directors had issued and allotted (i) 58,800 (fifty-eight thousand eight hundred) rated, listed, redeemable, non-convertible debentures each having a face value of Rs.1,00,000/- (Rupees one lakh only) for an aggregate nominal value of up to Rs. 588,00,00,000/- (Rupees five hundred and eighty-eight crore only) to TPG Asia VI. India Markets Pte. Ltd. and GIC Private Limited, on 26<sup>th</sup> May 2023; and (ii) 19,900 (nineteen thousand nine hundred) rated, listed, redeemable, non-convertible debentures each having a face value of Rs.1,00,000/- (Rupees one lakh only) for an aggregate nominal value of up to Rs. 199,00,00,000/- (Rupees one hundred and ninety-nine crore only) to TPG Asia VI. India Markets Pte. Ltd., on 31<sup>st</sup> May. 2023 (collectively, “**Debentures**”).

It has now been decided for the sake of good order and abundant caution, that the members of the Company hereby confirm, note, ratify and acknowledge the issuance and allotment of the Debentures by the Company.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the Resolution in **Item no. 2.** of the Notice.

Your Directors recommended the resolution for approval of the members as a Special Resolution.

**Item No. 3 Alteration of Articles of Association of the Company.**


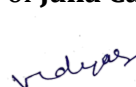
As required in the Waiver cum Amendment Agreement by the shareholders for the purpose of the Initial Public Offering (IPO) of the Jana Small Finance Bank Limited (JSFB), it is proposed to modify certain clauses in the Articles of Association of the Company as mentioned in **Item No. 3.** Pursuant to provisions of Section 14 of the Companies Act, 2013 the said alterations require approval of the members by way of special resolution.

Copy of existing Articles of Association are circulated herewith and are made available for inspection by the members during Business hours at the registered office of the Company till the conclusion of Extra-Ordinary General Meeting of the Company.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the Resolution in **Item no. 3.** of the Notice.

Your Directors recommended the resolution for approval of the members as a Special Resolution.

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



Vidya Sridharan

Company Secretary (Mem. No. A44354)

Date: 27/07/2023

Place: Bangalore