

**NOTICE OF 13<sup>th</sup> EXTRA-ORDINARY GENERAL MEETING**



Notice is hereby given that the 13<sup>th</sup> Extra-Ordinary General Meeting of Jana Capital Limited (“Company”) will be held on Saturday, October 14, 2023, at 12.00 Noon 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****1. Appointment of Statutory Auditors to fill the casual vacancy.**

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

**RESOLVED THAT**, pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with relevant rules made thereunder and in accordance with RBI notification no. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 read with Master Direction on Systematically Important Non-Deposit taking NBFCs, Rao and Emmar, Chartered Accountants having firm registration number 003084S, be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of KS Rao & Co, Chartered Accountants that they shall hold office from the conclusion of 13<sup>th</sup> Extraordinary General Meeting until the conclusion of ensuing Annual General Meeting to conduct Statutory Audit for the financial year 2023-24, on such remuneration determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

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



Vidya Sridharan

Company Secretary (Mem. No. A44354)

Date: October 11, 2023

Place: Bangalore

**Notes:**

- 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.*
- For any technical assistance before or during the meeting, the following person may be contacted:-  
Name:- Vidya Sridharan  
Phone: 9590848264*
- 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: Appointment of Statutory Auditors to fill casual vacancy.**

KS Rao & Co, Chartered Accountants, Statutory Auditors resigned with effect from September 11, 2023, on account of resignation, since the Auditor was unable to perform audit due to the availability of limited time and limited resources for the Audit. This gave rise to casual vacancy in the office of Auditor. The resignation letter is enclosed herewith along with the further clarification received on email dated October 11, 2023.

On October 9, 2023, the Board of Directors based on the recommendation of the Audit Committee appointed Rao and Emmar, Chartered Accountants having firm registration number 003084S, to fill the casual vacancy caused by the resignation of KS Rao & Co, Chartered Accountants subject to the approval of members at the Extra Ordinary General Meeting. In pursuance to the provisions of Section 139 (8) of the Companies Act, 2013, the company needs to approve the appointment of Rao and Emmar, Chartered Accountants, in the General Meeting of the Company. Accordingly, the Board of Directors recommended the resolution for your approval as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the Resolution in **Item no. 1.** of the Notice.

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



Vidya Sridharan

Company Secretary (Mem. No. A44354)

Date: October 11, 2023

Place: Bangalore