

Dated: March 15, 2024

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

Dear Sir/Madam,

**Sub: Intimation of Scheme of Amalgamation under Regulation 51 and Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.**

We wish to inform you that the Board of Directors of Jana Capital Limited (“**Company**”) at their meeting held on today, i.e., Friday, March 15, 2024, has approved the amalgamation of Jana Holdings Limited (“**JHL**”), wholly owned subsidiary, with the Company, by way of a scheme of amalgamation, pursuant to Section 233 or 230 of the Companies Act 2013 and the applicable rules and notifications thereunder (“**Proposed Amalgamation**”).

The Proposed Amalgamation is subject to necessary statutory and regulatory approvals including the approvals of the Registrar of Companies, Bangalore; Regional Director, Hyderabad; Approvals from the shareholders and creditors of the Company and Jana Holdings Limited, in accordance with Section 233 or 230 of Companies Act 2013. Further, we will also seek the approval of the BSE for the proposed Amalgamation at the in pursuance of Regulation 59 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

We are enclosing brief information on the Proposed Amalgamation as **Annexure A** to this intimation.

Thanking you,  
Yours faithfully,

**For Jana Capital Limited**



**Vidya Sridharan**

**Company Secretary (Mem. No. A44354)**

Encl.: as above

**Annexure A**

**Brief details of the Proposed Amalgamation**

Sl. No.	Particulars	Remarks
1.	Details of the entity forming part of the amalgamation/merger.	<p>Jana Capital Limited (JCL) (Transferee Company) (having CIN: U67100KA2015PLC079488) is a public limited company incorporated under the Companies Act, 2013 having its registered office in 2nd Floor, No. 80, 5th Cross, 4th Main, Maruthi Extension, Bangalore - 560021, Karnataka, India. It is the Holding Company of Jana Holdings Limited.</p> <p>Jana Holdings Limited (JHL) (Transferor Company) (having CIN: U74900KA2016PLC086838) is a public limited company incorporated under the Companies Act, 2013 having its registered office in 2nd Floor, No. 80, 5th Cross, 4th Main, Maruthi Extension, Bangalore - 560021, Karnataka, India. It is the wholly owned subsidiary Company of JCL.</p>
2.	Rationale for amalgamation/Merger.	The Proposed Amalgamation is being undertaken for the purposes of efficient utilization of management expertise, unification of control, ease in operations, saving of operational expenses, reduced compliance requirements and administrative convenience.
3.	In case of cash consideration – amount or otherwise share exchange ratio.	Not applicable as the Proposed Amalgamation does not envisage issue of any shares by the Company or payment of any cash consideration. As the Proposed Amalgamation is of the Wholly owned Subsidiary with the Company, pursuant to the scheme becoming effective, the shares held by JCL in JHL will stand cancelled and no consideration in the form of cash or shares shall be issued or paid by JCL.
4.	Brief details of change in shareholding pattern (if any) of listed entity.	Please see Sl. No (3) above.

5.	Impact on non-convertible debentures issued by the listed entity	The Proposed Amalgamation does not alter the terms of the non-convertible debentures (“NCDs”) issued by the Company. Upon effectiveness of the scheme on account of the Proposed Amalgamation there would be a change in the issuer of the NCDs from JHL to JCL.
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**For Jana Capital Limited**  
**Vidya Sridharan****Company Secretary (Mem. No. A44354)**