

**ADDENDUM TO THE NOTICE OF 9<sup>TH</sup> ANNUAL GENERAL MEETING**

Addendum to the Notice of the 9<sup>th</sup> Annual General Meeting of Jana Holdings Limited scheduled be held on **Friday, June 13, 2025 at 12 Noon IST** through video conferencing ("VC")

**SPECIAL BUSINESS:****6. Appointment of M/s. Nagendra D Rao and Associates LLP, Company Secretaries, as the Secretarial Auditors of the Company for a term of five years.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013 read with rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and upon recommendation of the Audit Committee and the Board of Directors, M/s. Nagendra D Rao and Associates LLP, Company Secretaries, Bangalore (Firm Registration No. AAK-4698 holding Peer Review Certificate No. 5827/2024) be and are hereby appointed as the Secretarial Auditor of the Company, for the term of five (5) years, i.e. from the Financial Year 2025-26 to Financial Year 2029-30 at a remuneration as may be fixed in this behalf by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors on the recommendation of the Audit Committee be and is hereby authorised to finalise the terms and conditions of appointment of the Secretarial Auditor."

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



**Krishi Jain**  
**Company Secretary**  
**Membership No. A57527**  
**Date: June 12, 2025**  
**Place: Tamil Nadu**

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out the material facts relating to the business stated under Item No. 1, is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") has vide various circulars issued from time to time has permitted convening the Annual General Meeting ("EGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. The deemed venue for the AGM will be the Registered Office of the Company.
3. In compliance with the provisions of the Act read with the aforesaid MCA Circulars, the AGM of the Company is being held through VC via Microsoft Teams.
4. For any technical assistance before or during the meeting, the following person may be contacted:-  
Name:- Krishi Jain  
Phone: +91 9819814262  
Email: Krishi.jain@janaholdings.co.in
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, pursuant to the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice. Since the AGM will be held through VC, the route map of the venue of the Meeting is not annexed hereto.
6. Corporate Members intending to appoint their authorised representatives to attend the AGM are required to send a certified copy (PDF Format) of its Board or Governing body Resolution/Authorization, etc., to the Company at the following email id Krishi.jain@janaholdings.co.in.
7. The Notice is being sent to all the Members whose names appeared in the Register of Members as on the close of business hours on June 9, 2025.
8. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs").
9. Notice of the AGM 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.janaholdings.co.in/>.
10. The Members are requested to click on the link sent to their registered email id for participating in the AGM. The facility for joining the AGM through VC will open 15 minutes before the scheduled time of the commencement of the AGM and will be kept open till the expiry of 15 minutes after the scheduled time of AGM.
11. The Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. The relevant documents referred to in this Notice will be available for inspection by the Members without any fee, at the Registered Office and at the Corporate of the Company during normal business hours on any working day (except Saturday and Sunday) and also during the Meeting. The Members can send a request to the Company at krishi.jain@janaholdings.co.in to inspect the same.



# JANA HOLDINGS LIMITED

CIN: U74900TZ2016PLC033423

Corp Office: #19/4, Sair Bagh'' Building, 4<sup>th</sup> Floor, Cunningham Road, Vasanth Nagar, Dr.Ambedkar Veedhi  
Bengaluru, Karnataka- 560001

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In case a Poll on any item is demanded by the Members at the AGM, the Members shall cast their votes only by sending e-mails through their registered e-mail addresses to the following designated e-mail id [krishi.jain@janacapital.co.in](mailto:krishi.jain@janacapital.co.in).

**EXPLANATORY STATEMENT**

The Explanatory Statement, as required under section 102 of the Companies Act, 2013 are as follows:

**Item No. 6**

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years.

Based on the recommendation of the Audit Committee, the Board, at its Meeting held on May 9, 2025, subject to the approval of the Members of the Company, approved appointment of M/s. Nagendra D Rao and Associates LLP, Company Secretaries, Bangalore (Firm Registration No. AAK-4698 holding Peer Review Certificate No. 5827/2024) as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor from the Financial Year 2025-26 upto Financial Year 2029-30.

The firm is primarily engaged in providing professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits for various reputed companies. The firm is Peer Reviewed and Quality Reviewed by the Institute of the Company Secretaries of India.

M/s. Nagendra D Rao and Associates LLP had consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfill the criteria as specified in Clause (a) of regulation 24A (1A) of the SEBI Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

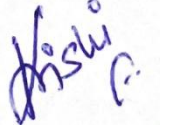
The proposed remuneration to be paid to M/s. Nagendra D Rao and Associates LLP, for the financial year 2025-26 is Rs. 1,00,000/- (Rupees One Lakhs only) plus out of pocket expenses and applicable taxes. For the subsequent years, the Board of Directors will decide the remuneration based on recommendations of Audit Committee. There is no material change in the fees payable to M/s. Nagendra D Rao and Associates LLP from that paid to the previous Secretarial Auditor

Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditors.

The Board recommends the approval of the Members for appointment of Secretarial Auditors and passing of the Ordinary Resolution set out at Item No. 6 of this Notice.

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

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



**Krishi Jain**  
**Company Secretary**  
**Membership No. A57527**  
**Date: June 12, 2025**  
**Place: Tamil Nadu**