

TRANSCRIPT OF THE PROCEEDINGS OF THE 7TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF JANA HOLDINGS LIMITED (THE COMPANY) HELD ON THURSDAY, 13TH DAY OF JULY 2023 FROM 11.00 AM TO 11.15 AM IST THROUGH VIDEO CONFERENCING (VC)

Welcome address by Mrs. Vidya Sridharan, Company Secretary

Good Morning one and all. I, Vidya Sridharan, Company Secretary of the Company, welcome you all to the 7th Annual General Meeting of the Company on behalf of the Board of Directors of Jana Holdings Limited. I wish to mention that this AGM 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.

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

It is my privilege to introduce the participants of this meeting.

- Mr. Ramesh Ramanathan, Chairman of the Board has joined the meeting from Bangalore.
- Mr. Rajamani Muthuchamy, MD and CEO and representing Jana Capital Limited, has joined the meeting from Bangalore.
- Mr. R. Srinivasan, shareholder has joined from Bangalore
- Mr. Abraham Chacko, Independent Director and Chairman of Audit committee and Assets and Liability Committee has joined the meeting
- Mr. S. V Ranganath, Independent Director has joined the meeting from Bangalore.
- Mr. Gopalakrishnan, CFO and Member has joined the meeting from Bangalore
- Mrs. Vidya Sridharan, CS and Member joined the meeting from Bangalore
- Mr. Venkat, representing Murali and Venkat, statutory Auditors has joined the meeting from Bangalore.
- Mr. Nagendra Rao, Secretarial Auditors has joined the meeting from Bangalore.

I thank all the participants for joining this meeting for making this a successful one. The Company has received the resolution required under Section 113 from Jana Capital Limited, Corporate shareholder.

The registers required to be kept under the Companies Act, 2013 was made available in online mode for inspection by the Members.

I further inform that 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 available and hence proxy form has not been provided and the proxy register is not kept for inspection. Voting will be done through **show of hands** and you are requested raise your hand and mention your name and the number of shares held and state whether you are voting for or against the resolution when the same is called for by the Chairman.

The notice of the meeting and the explanatory statement was circulated to all the Members, Statutory Auditors, Secretarial Auditors, Directors and the Debenture trustees and the same is taken as read with your permission.

Mr. Ramesh Ramanathan, Chairman of the Board is authorised to act as the Chairman of this meeting as per the articles 71 of the Articles of Association and as provided under the Companies Act, 2013 and secretarial standards.

I would like to inform that the quorum required under the Companies Act, 2013 is present.

I would like to hand over to the Chairman for continuing with his speech and the Agenda items.

Over to you sir.

Chairman took up the Chair and stated as under:

Thank you Vidya. Let me warmly welcome all the Shareholder of Jana Holdings also our Independent Director, Mr. Chacko and Mr. Ranganath I am very grateful to Mr. Srinivasan who have been supportive to this Company from the very inception for the purpose for which it is set up as the Non-Operating Financial Holding Company under the RBI for the NBFC which has subsequently become Jana Small Finance Bank Limited and their patience and faith in the Company and myself as the Promoter. Similarly, I am also grateful to Mr. Chacko for his support and commitment to the Company for having stayed as Independent Director and involved in all the challenging times and also thankful to Mr. Ranganath who recently appointed in the Company as Independent Director and Mrs. Saraswathy Athmanathan, Chairman of Nomination and Remuneration committee could not join this meeting due to her pre-occupation and I am grateful for her as well. Now we are at the good state as NOFHC as we have seen the performance of the operating entity, Jana Bank. Similarly, I am grateful to Mr. Rajamani for having been MD and CEO of the Company and cheered us with all the regulatory and statutory aspects to make sure that in conjunction with the team of Mr. Gopalakrishnan as CFO as well as Ms. Vidya Sridharan as our Company Secretary. I want to say that your Company has been handled well with the highest standards of Governance and Transparency and we can only be proud to be associated with this Company. With that background there are few items that we need to cover as terms of business for the AGM. Let me go through those and seek your approval or comments as we go through them.

Item No. 1: To consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2023 together with the Board's Report and Auditors' Reports thereon.

Chairman moved the resolution as an Ordinary resolution and requested any other shareholder to second the resolution and handed over to CS.

Mr. R. Srinivasan as a shareholder seconded the resolution.

We can take the item as read with the consent of the members since all the requisite documents were shared with the members. All the members agreed for taking note of Notice of the AGM, financial statements and Auditor's report thereon and Board's report as read.

CS then took the members through the qualifications made by the statutory auditor and the secretarial auditor. He informed that the same has already been stated in the Board's report. However, briefing was done as required under the Companies Act.

(i) The Company is a Non-Operating Financial Holding Company ('NOFHC') of Jana Small Finance Bank Limited ('JSFB' or 'the Bank', An Associate Company hereinafter called as "The Associate"). As per RBI guidelines, the Company shall maintain minimum Capital Adequacy Ratio ('CAR') at a

consolidated level based on the prudential guidelines on Capital Adequacy and Market Discipline New Capital Adequacy Framework (NCAF) issued under Basel II framework and Guidelines on Implementation of Basel III Capital Regulations of India, when implemented. In Our Opinion, for the year ended 31 March 2023, the Company is not meeting with the regulatory minimum CAR on a consolidated basis. Capital adequacy computed on a consolidated basis as on 31 March 2023, is in negative data of 4.17% (minus 4.17%), which is below the regulatory minimum of 15%. The consequential impact of such non-compliances on the Standalone Financial Statements is presently unascertainable. (Refer Note 34 to the Audited Standalone Financial Statements)

Our reply: The above-mentioned qualification appeared in the last year's Auditors' report as well. This issue can be addressed if the Company amalgamates with Jana Capital Limited (JCL) Core Investment Company as the requirement of CAR at 15% is not a requirement for Core Investment Company and hence the Company approached the RBI to seek their consent for the amalgamation of the Company with JCL and obtained the approval on 10th August 2020, the Board of Directors of the transferor and the Transferee Company met on 24th August 2020, approved the Scheme of Amalgamation of the Company (Wholly Owned subsidiary) with Jana Capital Limited (Holding Company). The Company held the Extra-Ordinary General Meeting of the Shareholders on 30th October 2020 for the approval of the Scheme. Jana Capital Limited submitted the necessary application with the Regional Director, South-east Region, Ministry of Corporate Affairs, Hyderabad on 6th November 2020 for obtaining approval of Amalgamation under Section 233 of the Companies Act, 2013. However, said application was rejected by the Regional Director on March 26th, 2021, since the Company could obtain the creditors' consent to the extent of 82.78% as against 90% required under section 233 of the Companies Act, 2013. The Board of Directors have once again approved the scheme of amalgamation and resolved to apply afresh for the merger of the company with Jana Capital Limited, the Holding Company. In line with the decision of the Board of Directors, the company has taken steps to obtain affidavits in the prescribed Formats from the creditors and shareholders for the merger.

Upon the receipt of the same, the Company will file the application with NCLT under section 230-232 of the Companies Act, 2013 for the merger with a prayer to dispense with holding of meeting with the creditors and shareholders and pursue the subsequent steps involved for the amalgamation or, alternatively, file an application with RD under section 233 of the Companies Act, 2013 by following the fast-track route for the merger as may be applicable.

(ii) The terms and conditions of the Certificate of Registration issued to the Company by the RBI vide letter no. N-02.00275 dated 27 January 2017, requires complying with prescribed Net Owned Fund requirement in accordance with Section 45-IA of the Reserve Bank of India Act, 1934 and RBI's Master Direction DNBR. PD.008/03.10.119/2016-17 dated 1st September 2016. In Our Opinion, The Net Owned Funds of the Company as on 31 March 2023, is in a Deficit of Rs.225,469.55 Lakhs, which is below the regulatory minimum of Rs. 200 Lakhs. The consequential impact of such non-compliance on the Standalone Financial Statements is presently unascertainable. (Refer Note 35 to the Audited Standalone Financial Statements)

Our reply: JHL is a NOFHC established as per the requirement of the RBI, as an intermediate entity between the CIC and Associate Company, with the sole purpose of raising money and investing in Jana Small Finance Bank Ltd (JSFB), Associate Company. The entire investment is in the form of equity in JSFB. Hence, the Net owned funds calculated under section 45-1A of the Reserve Bank of India Act 1934 which negates excess of investment over 10% of Net worth will

result in lower or negative Net owned funds. The proposed Amalgamation of the Company with JCL, Holding Company, will address this issue as well.

(iii) As per RBI guidelines, the NOFHC may have a Leverage of up to 1.25 times, of its paid-up Equity Share Capital and Free Reserves. For the year ended 31 March 2023, the Company had a Leverage Ratio Negative of 105.52 times which is above the regulatory threshold of 1.25 times as stated on a Standalone basis. In our opinion the consequential impact of such non-compliances on the Standalone Financial Statements is presently unascertainable. (Refer Note 36 to the Audited Standalone Financial Statements)

Our Reply: This issue will also get addressed after the amalgamation of JHL with JCL. The qualifications stated by the Auditors in the Audit report of Consolidated Financial Statements are the same as stated for standalone financial statements for which the replies have been made as mentioned above.

(iv) The Company is a Non-Operating Financial Holding Company ('NOFHC') of Jana Small Finance Bank Limited ('JSFB' or 'the Bank', An Associate Company herein after called as "The Associate"). As per RBI guidelines, the Company shall maintain minimum Capital Adequacy Ratio ('CAR') at a consolidated level based on the prudential guidelines on Capital Adequacy and Market Discipline New Capital Adequacy Framework (NCAF) issued under Basel II framework and Guidelines on Implementation of Basel III Capital Regulations of India, when implemented. In Our Opinion, for the year ended 31 March 2023, the Company is not meeting with the regulatory minimum CAR on a consolidated basis. Capital adequacy computed on Consolidated basis as on 31 March 2023, is in negative data of 4.17% (minus 4.17%), which is below the regulatory minimum of 15%. The consequential impact of such non-compliances on the Consolidated Financial Statements is presently unascertainable. (Refer Note 33 to the Audited Consolidated Financial Statements)

Our Reply: Same as reply given for similar observation mentioned in Standalone Financial Statements.

(v) The terms and conditions of the Certificate of registration issued to the Company by the RBI vide letter no. N-02.00275 dated 27 January 2017, requires to comply with prescribed Net Owned Fund requirement in accordance with Section 45-IA of the Reserve Bank of India Act, 1934 and RBI's Master Direction DNBR. PD.008/03.10.119/2016-17 dated 1st September 2016. In Our Opinion, The Net Owned Funds of the Company as on 31 March 2023, is in a Deficit of Rs.225,469.55 Lakhs, which is below the regulatory minimum of Rs. 200 Lakhs. The consequential impact of such non-compliance on the Consolidated Financial Statement is presently unascertainable. (Refer note 34 to the audited Consolidated Financial Statements).

Our Reply: Same as reply given for similar observation mentioned in Standalone Financial Statements.

(vi) As per RBI guidelines, the NOFHC may have a Leverage of up to 1.25 times, of its Paid up Equity Share Capital and Free Reserves. For the year ended 31 March 2023, the Company had a Leverage Ratio Negative of 1.11 times which is above the regulatory threshold of 1.25 times as stated on a consolidated basis. In Our Opinion the consequential impact of such non-compliances on the Consolidated Financial Statements is presently unascertainable. (Refer Note 35 to the Audited Consolidated Financial Statements).

Our Reply: Same as reply given for similar observation mentioned in Standalone Financial Statements.

The qualifications made by the secretarial auditor in this report are:

- a) The Company could not provide for adequate notice to the BSE as envisaged under Regulation 50 of SEBI (LODR) Regulations, 2015 for holding Board meetings on January 10, 2022, March 18, 2022, and March 24, 2022, relating to items of restructuring and fresh borrowing of Non-Convertible Debentures (NCD).

Our Reply: The Company had obtained consent from the Board of Directors for conducting the meeting at shorter notice. The Company could not provide adequate time as stipulated in the SEBI (LODR) Regulations, 2015 due to the Business exigency for raising funds.

- b) The company has not maintained the minimum NOF. The company is required to maintain a minimum Net owned funds ('NOF') of Rs. 200 lakhs in order to continue as a NBFC. The Net Owned Funds of the Company as on 31 March 2023, is in a deficit of Rs. 2,25,469.55 Lakhs, which is below the regulatory minimum requirement of Rs. 200 Lakhs.

Our reply: This observation is appearing in the Standalone Financial Statements of the Company. The reply is given in point 37 of this report.

- c) As per the information received, for the year ended 31 March 2023, the Company is not meeting with the regulatory minimum Capital Adequacy Ratio (CAR) on a consolidated basis. Capital adequacy computed on a consolidated basis as on 31 March 2023, is in negative data of 4.17% (minus 4.17 %), which is below the regulatory minimum requirement of 15%.

Our reply: This observation is appearing in the Standalone Financial Statements of the Company. The reply is given in point 37 of this report.

- d) As per RBI guidelines, the NOFHC may have a Leverage of up to 1.25 times of its Paid-up Equity Share Capital and Free Reserves. For the year ended 31 March 2023, the Company had a Leverage Ratio of negative of 105.52 times which is above the regulatory threshold of 1.25 times of the Standalone Financial Statements of the company.

Our reply: This observation is appearing in the Standalone Financial Statements of the Company. The reply is given in point 37 of this report.

- e) As per Regulation 15 of SEBI (LODR) Regulations, 2015, Regulation 16 to Regulation 27 have been made applicable to the company on a 'comply or explain' basis until March 31, 2023. Accordingly, the Company needs to explain the reasons with regards to quorum at the Audit Committee meeting held on 30th May, 2022 in the quarterly compliance report on Corporate Governance, where only one Independent Director was present at the Audit Committee meeting held on 30th May, 2022.

Our Reply: One of the Independent Director could informed the inability to attend the meeting due to health issue. Therefore, the meeting was not attended by 2 Independent Director as required by SEBI (LODR). The Company has explained the reason for the same in the revised filing of Corporate Governance report for the quarter ended June 2022 and also explained the reason in the Corporate Governance report annexed to this report. It may be noted that this provision is on comply and explain basis upto March 31st 2023 which has been extended upto March 31st 2024.

- f) The company has not filed the outcome of the Board meetings dated May 30, 2022, August 06, 2022, November 14, 2022, and February 07, 2023, with BSE limited within 30 minutes

of the closure of the Board meetings with BSE as required under Schedule III Part B of the SEBI (LODR) Regulations, 2015 read with Regulation 51(2).

Our reply: The Company conducts all the meetings through Video Conferencing as permitted under the Companies Act, 2023 for all the items for Board approval including the approval of the financial statements. The process of obtaining signatures are done via emails, generation of UDIN by the Auditors etc consumes time. Due to this the Company is unable to submit the financials results within 30 mins as prescribed under the SEBI (LODR). It may be noted that the Company is only a debt listed Company and not equity listed company, therefore, submission of financial results is not a price sensitive information.

- g) The Company for the quarter ended March 31, 2022, has intimated with delay the confirmation as required under Regulation 57(5) of SEBI (LODR) Regulations, 2015. Further, the company should have also submitted confirmation for the quarter ended 30th June 2022 as required under Regulation 57(5) of SEBI (LODR) Regulations, 2015.

Our reply: As per Regulation 57(5) of SEBI (LODR), the listed entity shall within seven working days from the end of the quarter provide (a) a certificate confirming the payment of interest/dividend/principal obligations for non-convertible securities which were due in that quarter (b) the details of all unpaid interest/dividend/principal obligations in relation to non-convertible securities at the end of the quarter. The Company did not have any NCD due for the month of March 2022 quarter and June 2022 quarter, therefore submission of said information was not warranted.

- h) The Company need to have Archival Policy. Further, in the quarterly compliance report on Corporate Governance, the company need to explain the reasons for not having the policy on Board Diversity, in terms of Regulation 15 of the SEBI (LODR) Regulations, 2015.

Our reply: The Company has adopted Archival policy and Board Diversity policy at the Board meeting held on June 7, 2023.

These are the qualifications and the replies and the same were approved by the Board of Directors in its meeting. None of the qualifications have any material adverse effect on the functioning of the company.

CS handed over to the Chairman.

Thank you Vidya. Chairman invited questions from the members; since there were no questions, he handed over to CS for the voting process.

Vidya took up the voting process and called the names of the shareholders one by one and asked them to raise their hand and state their name and the number of shares held and whether they are voting for or against the resolution. Shareholders voted as below:

- (a) I Rajamani Muthuchamy holding 10 shares of Jana Capital Limited as a nominee and appointed as an authorised representative of Jana Capital Limited which holds 7,030,322 equity shares in the company would like to vote for the resolution.
- (b) I Ramesh Ramanathan holding 10 shares as a nominee of Jana Capital Limited would like to vote for the resolution.
- (c) I R. Srinivasan holding 10 shares as a nominee of Jana Capital Limited would like to vote for the resolution.

- (d) I Gopalakrishnan holding 10 shares as a nominee of Jana Capital Limited, would like to vote for the resolution.
- (e) I Vidya Sridharan holding 10 shares as a nominee of Jana Capital Limited would like to vote for the resolution.

CS requested Chairman to declare resolution as passed with unanimous votes.

Chairman declared the resolution as passed with unanimous votes.

Item No. 2: Appointment of Mr. Rajamani Muthuchamy (DIN: 08080999) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment

Chairman propose to move the resolution as Ordinary resolution and Mr. R Srinivasan another member seconded the resolution. He then handover to CS for carrying on with the voting process. CS carried on for ascertaining the votes.

Mr. Rajamani Muthuchamy, recused himself from voting as he is interested , Mr. Ramesh Ramanathan Mrs. Vidya Sridharan, Gopalakrishnan, Mr. Rajamani Muthuchamy as an authorised representative of Jana Capital Limited and Mr. R. Srinivasan voted for the resolution.

CS then requested Chairman to declare the resolution as passed with requisite votes. .

Chairman declared the resolution as passed with requisite votes.

Now, moving on to the Special Business items.

Item No. 3. Appointment of Mr. Sakalespur Visweswaraiya Ranganath as an Independent Director of the Company

Chairman propose to move the resolution as Ordinary resolution and Mrs. Vidya Sridharan, another member seconded the resolution. He then handover to CS for carrying on with the voting process. CS carried on for ascertaining the votes.

Mr. Rajamani Muthuchamy, Mr. Ramesh Ramanathan Mrs. Vidya Sridharan, Gopalakrishnan, Mr. Rajamani Muthuchamy as an authorised representative of Jana Capital Limited and Mr. R. Srinivasan voted for the resolution. CS informed the Chairman that the Company received unanimous votes for item no. 3 and requested Chairman to declare the resolution as passed with requisite votes.

Chairman declared the resolution as passed with requisite votes. Chairman read the next Agenda item.

Item No. 4. Re-appointment of Mr. Rajamani Muthuchamy, MD and CEO for a period of 3 years and approval of remuneration.

Chairman proposed the resolution in item no. 4 to be moved as Special Resolution and requested any other shareholder to second the resolution. Mrs. Vidya Sridharan seconded the resolution. Chairman handover to CS for carrying on with the voting.

CS carried on for ascertaining the votes.

Mr. Rajamani Muthuchamy, recused himself from voting as he is interested , Mr. Ramesh Ramanathan Mrs. Vidya Sridharan, Gopalakrishnan, Mr. Rajamani Muthuchamy as an authorised representative of Jana Capital Limited and Mr. R. Srinivasan voted for the resolution.

CS informed the Chairman that the Company received unanimous votes for item no. 4 and requested Chairman to declare the resolution as passed with requisite votes.

Chairman declared the resolution as passed with requisite votes.

Item No. 5. Alteration of Articles of Association of the Company

Chairman proposed the resolution in item no. 5 to be moved as Special Resolution and requested any other shareholder to second the resolution. Mrs. Vidya Sridharan seconded the resolution. Chairman handover to CS for carrying on with the voting.

CS carried on for ascertaining the votes.

Mr. Rajamani Muthuchamy, Mr. Ramesh Ramanathan Mrs. Vidya Sridharan, Gopalakrishnan, Mr. Rajamani Muthuchamy as an authorised representative of Jana Capital Limited and Mr. R. Srinivasan voted for the resolution.

CS informed the Chairman that the Company received requisite votes for item no. 5 and requested Chairman to declare the resolution as passed with requisite votes.

Chairman declared the resolution as passed with requisite votes.

I want to thank all the Members for their support. All the items of business as mentioned in the notice of the AGM have been taken-up. I now declare the proceedings of the AGM as completed. Once again I convey our sincere thanks to all the Members for attending and participating at this meeting. Please stay healthy and stay safe.
