

**TRANSCRIPT OF THE PROCEEDINGS OF THE 8<sup>TH</sup> EXTRA ORDINARY GENERAL MEETING (AGM) OF THE MEMBERS OF JANA HOLDINGS LIMITED (THE COMPANY) HELD ON WEDNESDAY, 2<sup>ND</sup> DAY OF AUGUST 2023 FROM 11.00 AM TO 11.15 AM IST THROUGH VIDEO CONFERENCING (VC)**

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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 8<sup>th</sup> Extra Ordinary General Meeting of the Company on behalf of the Board of Directors of Jana Holdings Limited. I wish to mention that this EGM 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 and Member has joined the meeting from Bangalore.
- Mr. Rajamani Muthuchamy, MD Cum CEO ,Member and representing Jana Capital Limited, has joined the meeting from Bangalore.
- Mr. R. Srinivasan, Member 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. Mahendra, representing Murali and Venkat, statutory 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.

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 business to be transacted at the meeting.

Chairman took up the Chair and stated as under:

Thank you Vidya. Let me warmly welcome all the Shareholder of Jana Holdings Limited 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. 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 EGM. Let me go through those and seek your approval or comments as we go through them.

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

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

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

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: Ratification of issuance and allotment of non-convertible debentures by the Company on a private placement basis of Rs. 490,00,00,000 (Rupees Four Hundred and Ninety Crore only).**

Chairman propose to move the resolution as Special resolution and Mr. R Srinivasan another member seconded the resolution.

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 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 then 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 EGM have been taken-up. I now declare the proceedings of the EGM 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.

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