

Dated: May 26, 2025

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

Dear Sir/Madam

Sub: Submission of Annual Secretarial Compliance Report

Dear Sir/Madam,

Pursuant to Section 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Secretarial Compliance Report for the FY 2024-25 obtained from the Secretarial Auditor of the Company.

We request you to kindly take the above on record.

Thanks and Regards,
For **Jana Holdings Limited**

Krishi Jain
Company Secretary and Compliance Officer
ICSI Mem. No. A57527

Encl:
1. Secretarial Compliance Report



Nagendra D. Rao, B.Com., LL.B., F.C.S.

Practising Company Secretary

Secretarial Compliance Report of Jana Holdings Limited having Corporate Identification Number U74900TZ2016PLC033423 ('the listed entity') for the financial year ended 31st March, 2025.

I have examined:

(a) all the documents and records made available to us and explanation provided by Jana Holdings Limited ("the listed entity").

(b) the filings/ submissions made by the listed entity to the stock exchanges.

(c) website of the listed entity.

(d) any other document/ filing, as may be relevant, which has been relied upon to make this Report, **for the year ended 31st March, 2025** ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **[Only chapter III, IV (Regulation 16 to 27) And V are Applicable]**

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **[Not Applicable]**;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **[Not Applicable]**;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **[Not Applicable]**;

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: **[Not Applicable]**;

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars and guidelines issued thereunder.

and based on the above examination, I hereby report that, during the Review Period:



(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/Show Cause Notice /Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
As per Annexure - I										

(b) The Listed entity has taken the following actions to comply with the observations made in previous reports.

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the secretarial compliance report for the year ended March 31, 2024	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
As per Annexure - II						

I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	-
2	Adoption and timely updation of the Policies: • All applicable policies under SEBI	Yes	-



	<p>Regulations are adopted with the approval of board of directors of the listed entities.</p> <ul style="list-style-type: none"> All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time. as per the regulations/ circulars/guidelines issued by SEBI 	Yes	-
3	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website 	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>-</p> <p>-</p> <p>-</p>
4	<p>Disqualification of Director(s):</p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	-
5	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>NA</p> <p>Yes</p>	<p>The Company does not have any material subsidiaries.</p> <p>-</p>
6	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	-



7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions: or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes NA	- -
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	Yes	-
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) the action taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	



12	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	-
13	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	-

I further, report that disclosure requirements of Employee Benefits Scheme Documents in terms of regulation 46 (2) (za) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is **not applicable to the Company.**

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



Nagendra D. Rao
Practising Company Secretary
Membership No. FCS – 5553
Certificate of Practice – 7731
Peer Reviewed Unit
Peer Review Certificate No.: 672/2020
UDIN : F005553G000430879

Place: Bengaluru
Date: May 24, 2025

As per Annexure – I

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/Show Cause Notice /Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Outcome of the Board meeting shall be filed with the stock exchange within thirty minutes of the closure of the Board meeting.	Regulation 51(2). Schedule III Part B of the SEBI (LODR) Regulations. 2015 read with Regulation	Delayed filing of Outcome of the Board meeting dated May 17, 2024 with the BSE limited.	None	Nil	Delayed filing of Outcome of the Board meeting dated May 17, 2024 with the BSE limited.	Nil	Outcome of the Board meeting filed after thirty minutes after the closure of the meeting	Outcome of the Board meeting filed after thirty minutes after the closure of the meeting	Outcome of the Board meeting filed after thirty minutes after the closure of the meeting

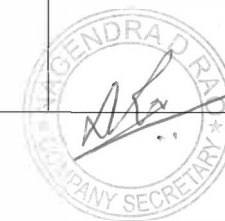


Annexure – II

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports – March 31, 2024	Observations made in the secretarial compliance report for the year ended March 31, 2024	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	The company has paid the fine of Rs. 5,900/- levied on the Company on 05 th February, 2024 on the delayed filing.	The company has paid the fine of Rs. 5,900/- levied on the Company on 05 th February, 2024 on the delayed filing.	Regulation 50(1) of the SEBI (LODR) Regulations, 2015.	Non-Submission of intimation about Board Meeting (For Quarter ended 31 December, 2023)	Delayed filing and the company has paid the fine of Rs. 5,900/- levied on the company on 05 th February, 2024.	The Fine has been paid
2	The company has paid the fine of Rs. 11,800/- levied on the company on 03 rd January, 2024 on the delayed submission of the notice of Record Date.	The company has paid the fine of Rs. 11,800/- levied on the company on 03 rd January, 2024.	Regulation 60(2) of the SEBI (LODR) Regulations, 2015.	Delay in submission of the notice of Record Date.	The company has paid the fine of Rs. 11,800/- levied on the company on 03 rd January, 2024	The Fine has been paid



3	The company has paid the fine of Rs. 23,600/- levied on the company on 20 th March, 2024 on the delayed submission of the notice of Record Date.	The company has paid the fine of Rs. 23,600/- levied on the company on 20 th March, 2024	Regulation 60(2) of the SEBI (LODR) Regulations, 2015.	Delay in submission of the notice of Record Date	The company has paid the fine of Rs. 23,600/- levied on the company on 20 th March, 2024	The Fine has been paid
4	The company has paid the fine of Rs. 11,800/- levied on the company on 05 th February, 2024 on the delayed submission of the notice of Record Date.	The company has paid the fine of Rs. 11,800/- levied on the company on 05 th February, 2024	Regulation 60(2) of the SEBI (LODR) Regulations, 2015.	Delay in submission of the notice of Record Date	The company has paid the fine of Rs. 11,800/- levied on the company on 05 th February, 2024.	The Fine has been paid
5	The company could not provide for adequate notice to the BSE for holding Board meetings on May 05, 2023, May 18, 2023, and December 12, 2023 (rescheduled to December 18, 2023, relating to items of restructuring and fresh borrowing of Non-Convertible Debentures (NCD)	The company could not provide for adequate notice to the BSE for holding Board meetings on May 05, 2023, May 18, 2023, and December 12, 2023 (rescheduled to December 18, 2023, relating to items of restructuring and fresh borrowing of Non-Convertible Debentures (NCD)	Regulation 50(1) of the SEBI (LODR) Regulations, 2015.	The company could not provide for adequate notice to the BSE for holding Board meetings on May 05, 2023, May 18, 2023, and December 12, 2023 (rescheduled to December 18, 2023, relating to items of restructuring and fresh borrowing of Non-Convertible Debentures (NCD)		



6	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, 2024. Accordingly, the company needs to explain the reasons with regards to non-appointment of Women Director in place of Mrs. Saraswathy Athmanathan who resigned from the Board of the Company with effect from July 19th, 2023.	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, 2024. Accordingly, the company needs to explain the reasons with regards to non-appointment of Women Director in place of Mrs. Saraswathy Athmanathan who resigned from the Board of the Company with effect from July 19th, 2023.	Regulation 17(1) of the SEBI (LODR) Regulations, 2015.	Non-appointment of women director from 20 th July, 2023 till March 24, 2024 as required under Regulation 17(1) of SEBI (LODR) Regulations, 2015	-	The Company has taken the note of the same in their Board Minutes dated October 25, 2023. The Company needs to explain the same, in the quarterly compliance report on Corporate Governance.
7	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, 2024. Accordingly, the Company needs to explain the reasons	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, 2024. Accordingly, the Company needs	Regulation 19(3) of the SEBI (LODR) Regulations, 2015.	The chairperson of Nomination and remuneration committee was not present at the annual general meeting held on 13th July, 2023.	-	The Company has explained in the Half yearly Corporate Governance Report for the half year ended 30 th September, 2023.



	for absence of chairperson of Nomination and Remuneration Committee in Annual General Meeting	to explain the reasons for absence of chairperson of Nomination and Remuneration Committee in Annual General Meeting				
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