



Jana Holdings Limited

Board Diversity Policy

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1. Introduction

Jana Holdings Limited (JHL) is a wholly owned subsidiary of Jana Capital Limited. JHL received the Certificate of Registration under Section 45-IA(5) as a Type I NBFC ND Non-Operative Financial Holding Company ("NOFHC") from the Reserve Bank of India on 27th January 2017 as per the guidelines for licensing of new banks in the private sector issued by the Reserve Bank of India.

The Company received revised Certificate of Registration from the Reserve Bank of India on March 28, 2025 on account of shifting of Registered Office from State of Karnataka to State of Tamil Nadu as a Type I NBFC ND Non-Operative Financial Holding Company ("NOFHC") from the Reserve Bank of India under Section 45 IA of the Reserve Bank of India Act, 1934, as per the guidelines for licensing of new banks in the private sector issued by the Reserve Bank of India.

JHL holds its investment in Jana Small Finance Bank (formerly known as 'Janalakshmi Financial Services Limited').

2. Purpose:

This Board Diversity Policy ('**Policy**') sets out the approach to diversify the Board of Directors ('**Board**') of Jana Holdings Limited ('**JHL**').

3. Scope:

This Policy applies to the Board. It does not apply to employees generally.

4. Policy Statement

Jana Holdings Limited (JHL) recognizes and embraces the importance of a diverse Board for its success. Company believes that a truly diverse Board will leverage differences in thought, perspective, regional and industry experience, cultural and geographical background, age, ethnicity, race, gender, knowledge & skills including – expertise in financial, global business, leadership, technology, Mergers & Acquisition, Board service, strategy, sales and marketing, Environment Social & Governance ("ESG"), risk and cyber security and other domains, which will ensure that the Company retains its competitive advantage.

Jana Holdings Limited (JHL) believes that a diverse Board will contribute to the achievement of its strategic and commercial objectives, including:

- driving business results;
- making corporate governance more effective;
- enhancing quality and responsible decision-making capability;

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- ensuring sustainable development; and
- enhancing the reputation of the Company.

The Nomination and Remuneration Committee (**‘Committee’**) is responsible for reviewing and assessing the composition and performance of the Board, as well as appropriately identifying qualified persons to occupy Board positions.

The Committee will ensure that no person is discriminated against on grounds of religion, race, gender, pregnancy, childbirth or related medical conditions, national origin or ancestry, marital status, age, sexual orientation, or any other personal or physical attribute which does not relate to such person’s ability to perform as a Board member.

Accordingly, the Committee shall:

- assess the appropriate mix of diversity, skills, experience and expertise required on the Board and assess the extent to which the required skills are represented on the Board,
- make recommendations to the Board in relation to appointments, and maintain an appropriate mix of diversity, skills, experience and expertise on the Board, and
- periodically review and report to the Board the requirements, if any, in relation to diversity on the Board.

The Board shall have an optimum combination of executive, non-executive and independent directors in accordance with the requirements of the Articles of Association, the Companies Act, 2013, Listing Agreement and the statutory, regulatory and contractual obligations of Jana Holdings Limited (JHL).

The effective implementation of this Policy requires that shareholders are able to judge for themselves whether the Board as constituted is adequately diverse. To this end, Jana Holdings Limited (JHL) shall continue to provide sufficient information to shareholders about the size, qualifications and characteristics of each Board member.

5. Responsibility And Review

The Committee will review this Policy periodically and recommend appropriate revisions to the Board.