

TRANSCRIPT OF THE PROCEEDINGS OF THE 8TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF JANA HOLDINGS LIMITED (THE COMPANY) HELD ON TUESDAY, 9TH DAY OF JULY 2024 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 8th 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, shareholder and Chairman of the Board.
- Mr. Rajamani Muthuchamy, MD and CEO, shareholder and representing Jana Capital Limited.
- Mr. Pradeep Kumara M B, shareholder
- Mr. Abraham Chacko, Independent Director and Chairman of Audit committee Nomination and Remuneration Committee and IT Strategy Committee.
- Mrs. Rajalakshmi Ambady, Independent Director and Chairperson of Stakeholder and Relationship Committee
- Mr. S. V Ranganath, Independent Director
- Mr. Gopalakrishnan, Member
- Mr. Nuggehalli Ramamishra Srinivas, CFO
- Mrs. Vidya Sridharan, CS and Member
- Mr. Venkat and Mr. Mahendara Vaddineni, representing Murali and Venkat, statutory Auditors has joined the meeting from Bangalore.
- Mr. Nagendra Rao, Secretarial Auditors.

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, Mr. Ranganath and Mrs Rajalakshmi Ambady. I am also grateful to Mr. Chacko and Mr, Ranganath for their support and commitment to the Company for having stayed as Independent Director and involved in all the challenging times and also thankful to Mrs. Rajalakshmi Ambady who recently appointed in the Company as Independent Director. 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. 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, 2024 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. Rajamani Muthuchamy 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. She informed that the same has already been stated in the Board's report. However, briefing was done as required under the Companies Act.

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 2,29,09,846 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 Pradeep Kumara M B 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. Ramesh Ramanathan (DIN: 00163276) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment

Chairman recused himself being the interested party and Mr. Rajamani Muthuchamy propose to move the resolution as Ordinary resolution and Mr. Gopalakrishnan. S, 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. Ramesh Ramanathan, recused himself from voting as he is interested , Mrs. Vidya Sridharan, Mr. Gopalakrishnan S, Mr. Rajamani Muthuchamy as a Shareholder and as an authorised representative of Jana Capital Limited and Mr. Pradeep Kumara M B 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 Mrs. Rajalakshmi Ambady as an Independent Director of the Company.

Chairman propose to move the resolution as Special resolution and Mr. Rajamani Muthuchamy, 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, Mr.Gopalakrishnan. S, Mr. Rajamani Muthuchamy as an authorised representative of Jana Capital Limited and Mr. Pradeep Kumara M B 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. Fixing an overall limit of the remuneration payable per annum to Mr. Rajamani Muthuchamy, MD and CEO, till the completion of his tenure.

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, Mr.Gopalakrishnan. S, Mr. Rajamani Muthuchamy as an authorised representative of Jana Capital Limited and Mr. Pradeep Kumara M B 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. Approval of an annual performance increment to Mr. Rajamani Muthuchamy, MD and CEO

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, recused himself from voting as he is interested , Mr. Ramesh Ramanathan Mrs. Vidya Sridharan, Mr.Gopalakrishnan. S, Mr. Rajamani Muthuchamy as an authorised representative of Jana Capital Limited and Mr. Pradeep Kumara M B 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.

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.
