

**NOTICE**

Notice is hereby given that the Sixteenth Annual General Meeting of the Members of Jana Small Finance Bank Limited will be held at shorter notice, on Monday, 30<sup>th</sup> May 2022 at 3:30 a.m / p.m at the Registered Office of the Bank situated at The Fairway Business Park, First Floor, # 10/1, 11/2 & 12/2B Off Domlur, Koramangala Inner Ring road, Next to EGL Business Park, Challaghatta, Bengaluru - 560071, to transact the following business:

**ORDINARY BUSINESS:****1. Approval and Adoption of Audited Financial Statements of the Bank for the year ended 31<sup>st</sup> March 2022 along with Auditors' Report and Directors' Report:**

To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2022 and Profit and Loss Account of the Bank for the year ended 31<sup>st</sup> March 2022, together with Cash Flow Statement for the year ended 31<sup>st</sup> March 2022, Notes to Financial Statements, Directors' Report and Auditors' Report thereon and if thought fit, to pass the following resolution as an Ordinary Resolution.

**"RESOLVED THAT** the Bank do hereby adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2022, the Profit & Loss Account for the year ended on that date along with Cash Flow Statement, Notes to Financial Statements, Directors' Report and Auditors' Report thereon for the year ending on that date."

**2. Appointment of Mr. Ramesh Ramanathan (DIN- 00163276) as a Director who retires by rotation:**

To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution.

**"RESOLVED THAT** pursuant to the provisions of the Section 152 of the Companies Act, 2013, Mr. Ramesh Ramanathan (DIN- 00163276), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Bank."

**SPECIAL BUSINESS****3. To re-appoint Mr. R. Ramaseshan (DIN :00200373) as an Independent Director of the Bank:**

To consider and if thought fit, to pass, the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. R. Ramaseshan (DIN :00200373), who was appointed as an Independent Director of the Bank for a term of five years up to February 07, 2023, be and is hereby re-appointed as an Independent Director of the Bank for a period of 3 years with effect from February 08, 2023 and he shall not be liable to retire by rotation.

paise ki kadar

**Registered Office:**

**Jana Small Finance Bank Ltd.**  
The Fairway Business Park, # 10/1, 11/2 & 12/2B, Off Domlur,  
Koramangala Inner Ring Road, Next to Embassy Golf Links,  
Challaghatta, Bengaluru -560071.

**CIN No.** U65923KA2006PLC040028

**T** +91 80 4602 0100  
**E** info@janabank.com  
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**RESOLVED FURTHER THAT** Mr. Ajay Kanwal, Managing Director & Chief Executive Officer and Mrs. Lakshmi R N, Company Secretary of the Bank be and are hereby severally authorised for and on behalf of the Bank to do or cause to do all acts, matters, deeds and things and to execute all documents and to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the above resolutions and make all such filings as are required under the Companies Act, 2013.”

**4. To appoint Mr. K. Srinivas Nayak as an Independent Director of the Bank:**

To consider and if thought fit, to pass, the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 of the Companies Act, 2013 and the Rules made there under and other applicable laws, if any, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. K. Srinivas Nayak (DIN: 09094351), who was appointed as an Additional Director (Independent) of the Bank by the Board of Directors with effect from May 05, 2022 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as Director (Independent) of the Bank, not liable to retire by rotation, for a period of Five (5) years up to May 04, 2027.

**RESOLVED FURTHER THAT** Mr. Ajay Kanwal, Managing Director & Chief Executive Officer and Mrs. Lakshmi R N, Company Secretary of the Bank be and are hereby severally authorised for and on behalf of the Bank to do or cause to do all acts, matters, deeds and things and to execute all documents and to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the above resolutions and make all such filings as are required under the Companies Act, 2013.”

**5. To pay fees or compensation exceeding fifty percent (50%) of the total remuneration payable to all the Non-Executive Directors to Dr. Subhash C. Khuntia (DIN: 05344972).**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to Regulation 17 (6) (a) and (ca) and other applicable Regulation(s), if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Provisions(s), if any, of the Companies Act, 2013 and Rules made thereunder, the consent of the Members of the Bank be and is hereby accorded to pay fees or compensation, if any to Dr. Subhash C. Khuntia (DIN: 05344972), Independent and Non- Executive Director, exceeding fifty percent (50%) of the total annual remuneration / fees payable to all the Non-Executive Directors during the Financial Year 2022-23.

**RESOLVED FURTHER THAT** Mr. Ajay Kanwal, Managing Director & Chief Executive Officer and Mrs. Lakshmi R N, Company Secretary of the Bank be and are hereby severally authorised for and on behalf of the Bank to do or cause to do all acts, matters, deeds and things and to execute all documents and to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the above resolutions and make all such filings as are required under the Companies Act, 2013.”



**6. To approve raising funds through issue of Debt instruments:**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** in terms of Section 42, Section 71 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant rules notified there under; and in accordance with (i) the provisions of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (ii) the Securities Contracts (Regulation) Act, 1956; (iii) the Memorandum and Articles of Association of the Bank; and (iv) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and subject to consent of (i) the relevant stock exchange; (ii) all other concerned statutory and regulatory authorities (if and to the extent necessary); and (iii) such other approvals, permissions and sanctions as may be necessary, approval of the members of the Bank be and is hereby accorded for borrowing/raising funds in INR / foreign currency by issue of debt instruments in domestic and/or overseas market, by issue of debt instruments (including bonds, non-convertible debentures, notes etc.), secured or unsecured, in one or more tranches (the **“Debentures”**) by way of private placement or public issue or otherwise and as per the structure and within the limits permitted by RBI, MCA and other regulatory authorities from eligible investors of an amount not exceeding Rs. 500 Crore in FY 2022-23. The yield for all Debentures (which includes coupon and redemption premium, but excludes processing fees which is payable additionally) issued during FY 2022-23 will be decided by board of directors of the Bank (**“Board of Directors”**) for each tranche depending on financial market conditions.

**RESOLVED FURTHER THAT** Mr. Ajay Kanwal, Managing Director & Chief Executive Officer and Mrs. Lakshmi R N, Company Secretary of the Bank be and are hereby severally authorised for and on behalf of the Bank to do or cause to do all acts, matters, deeds and things and to execute all documents and to take all steps and do all things and give such directions as may be required, necessary, expedient or desirable for giving effect to the above resolutions and make all such filings as are required under the Companies Act, 2013.”

**By and Order of the Board  
For Jana Small Finance Bank Limited**



**Lakshmi R.N.  
Company Secretary  
ACS - 14234**

**Place : Bangalore  
Date : 17-May-2022**





Note :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Bank.
2. The proxy in order to be valid shall be lodged at the registered office address of the Bank not less than 48 hours before the meeting.
3. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, is annexed to the Notice convening the Annual General Meeting.
4. In the case of corporate member, it is requested to send a certified copy of the Board Resolution authorising the representative to attend and vote on its behalf at the meeting.
5. The documents referred to in the Resolutions can be inspected at the Registered Office of the Bank in Bengaluru during 11 am to 5 pm on all working days of the Bank.
6. Pursuant to General Circular No. 20/2020 dated 5th May 2020, issued by Ministry of Corporate Affairs, the meeting can be attended through video conferencing. The link is <https://bluejeans.com/957215270>

### **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.**

#### **Item No. 3 :**

Mr. R. Ramaseshan were appointed as an Independent Directors for a period of 5 (Five) years effective from February 08, 2018 and their first term as an Independent Directors will come to end on February 07, 2023. In this connection, based on the recommendation of the Nomination and Remuneration Committee and considering the skills, experience, knowledge, performance and contribution to the Board of the Bank, the Board has approved and recommended the re-appointment of Mr. R. Ramaseshan for a period of three (3) years with effect from February 08, 2023 subject to the approval of Shareholders. The Board is of the opinion that the continued association of Mr. R. Ramaseshan would benefit the Bank.

The Bank has received necessary consent and disclosures as per the requirement of Companies Act, 2013 and Rules made there under for such re-appointment and also declaration to the effect that they meet the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013.

Pursuant to Section 149 (read with Schedule IV) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the approval of Shareholders by way of special resolution is required for the appointment of Independent Directors for the second term. In view of this, the Board recommends the Special Resolution as set out in Item no. 3 for the approval of the Members.

Except Mr. R. Ramaseshan in their respective resolutions, none of the other Directors, Key Managerial Personnel or their relatives is interested or concerned financially or otherwise in the said Resolutions.



***Brief profile of the Directors being re-appointed:***

**i. Mr. R. Ramaseshan**

R. Ramaseshan has an extensive experience in the Government as an officer of the IAS, and in the private sector as the MD & CEO of a commodity exchange. His predominant experience is in public finance, tax reforms, and equity and commodity markets. Passionate about creating a national market for agricultural produce to help farmers, he currently works with over six states to reform their agricultural market system. He holds a Bachelor's degree in Engineering and a Master's degree in Business Administration with specialisation in Finance. He is a fellow member of the Institute of Cost and Management Accountants of India.

**Item no. 4:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Bank have appointed Mr. K. Srinivas Nayak as an Additional Director (Independent Director) of the Bank with effect from May 05, 2022.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, any Additional Director appointed by the Board will hold office up to the date of the ensuing Annual General Meeting. Hence, the approval of the Members of the Bank is required to appoint Mr. K. Srinivas Nayak as Director of the Bank. Also, as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of Independent Director require approval of the Shareholders by way of a Special Resolution within three (3) months from the date of such appointment. Accordingly, the Board recommends the special Resolution as set out in item no. 4 for the approval of the Members of the Bank.

Mr. Srinivas Nayak fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other laws / regulations for the time being in force, to the extent applicable to the Bank. Brief is provided below.

Except Mr. K. Srinivas Nayak, none of the other Directors, Key Managerial Personnel or their relatives is interested or concerned financially or otherwise in the said Resolution.

**Brief profile of Mr. K. Srinivas Nayak**

Mr. Nayak has had career of over 30 years managing and leading Technology projects and services in Financial Services. He has built and led multi-location Technology teams to deliver technology solutions deployed globally. Mr. Nayak has handled global responsibilities for software development and infrastructure services delivering global programmes. More recently, he has served as the CTO for a UK based Reg-Tech start-up. Mr. Nayak holds a Bachelor's degree in Engineering.

**Item no. 5:**

As per the requirement of Regulation 17 (6) (a) and (ca) SEBI (LODR) Regulations, 2015, if any fees and compensation payable to a single Non-Executive Director exceeds fifty percent (50%) of the total remuneration payable to all the Non-Executive Directors, the same shall require approval of Shareholders by way of a Special Resolution.



Pursuant to above said provision, the Bank hereby seeking the approval of the shareholders for payment remuneration / fees to Dr. Subhash C Khuntia, which is likely to exceed fifty percent (50%) of the total remuneration payable to all the Non-Executive Directors during the financial year 2022-23.

Details of the remuneration / fees payable to Dr. Subhash C. Khuntia is given below:

Sl. No.	Particulars	Amount (in Rupees)
1	Part time Chairman Remuneration (Approved by the Reserve Bank of India)	15,00,000 p.a
2	Sitting fees for attending each Board meeting	50,000
3	Sitting fees for attending each Committee meeting	25,000

In view of the above, the Board recommends the special resolution as set out in item no. 5 for the approval of the Shareholders of the Bank.

Except Dr. Subhash Khuntia, no other Directors, Key Managerial Personnel or their relatives is concerned or interested financially or otherwise, in the said Resolution.

#### Item no. 6:

As per the provisions of Section 42 of the Companies Act, 2013 read with Rules 14 of the Chapter III of the Companies Act, 2013 the Bank is hereby seeking your approval for borrowing/raising funds in INR / foreign currency by issue of debt instruments in domestic and/or overseas market, by issue of debt instruments, including bonds, non-convertible debentures, notes etc., by way of private placement or public issue or otherwise amounting to Rs. 500 Crores for the FY - 2022-23.

The Board recommends the special resolution as set out in item no. 6 for the approval of the Shareholders of the Bank.

None of Directors, Key Managerial Personnel or their relatives is concerned or interested financially or otherwise, in the said Resolution.

By and Order of the Board  
For Jana Small Finance Bank Limited



Lakshmi R.N.  
Company Secretary  
ACS - 14234

Place : Bangalore  
Date : 17-May-2022



JANA SMALL FINANCE BANK LIMITED  
REGD OFF: THE FAIRWAY BUSINESS PARK #10/1,11/2,12/2B,OFF DOMLUR KORAMANGALA INNER RING  
ROAD, NEXT TO EMBASSY GOLF LINKS, CHALLAGHATTA,  
BANGALORE - 560071  
CIN: U65923KA2006PLC040028

ATTENDANCE SLIP  
16<sup>th</sup> Annual General Meeting, Monday 30<sup>th</sup> May, 2022 at 3:30 a.m / p.m

Name & Address of Shareholder	Registered Folio No. / DP ID & Client ID	No. of Shares held

I hereby record my presence at the 16<sup>th</sup> Annual General Meeting of the Bank held on Monday, 30<sup>th</sup> May, 2022 at the registered office of the Bank situated at The Fairway Business Park #10/1,11/2,12/2b,Off Domlur Koramangala Inner Ring Road, Next To Embassy Golf Links, Challaghatta, Bangalore - 560071 at 3:30 a.m/p.m.

If shareholder, please sign here	If proxy, please sign here

Shareholders/ Proxies are requested to fill up the attendance slip and hand it over at the venue.



Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U65923KA2006PTC040028

Name of the Company/Bank: Jana Small Finance Bank Limited

Registered office: The Fairway Business Park, #10/1,11/2 & 12/2B, Off Domlur, Koramangala Inner Ring Road, Next to EGL Business Park, Challaghatta, Bengaluru – 560 071

Name of the member (S) :

Registered Address :

Email Id :

Folio No./Client ID :

DP ID :

I/We, being the member (s) of ..... shares of the above named Bank, hereby appoint

1. Name : .....

Address : .....

E-mail Id : .....

Signature :....., or failing him

2. Name : .....

Address : .....

E-mail Id : .....

Signature :....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16<sup>th</sup> Annual General Meeting of the Bank, to be held on the 30<sup>th</sup> May 2022 at 3:30 ~~a.m.~~ / p.m at the registered office of the Bank and at any adjournment thereof in respect of such resolutions as are indicated in the Notice.

Signed this .....day of ..... 2022

Signature of shareholder :

Affix

Signature of Proxy holder(s):

Revenue

Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Bank, not less than 48 hours before the commencement of the Meeting.