



NOTICE

Notice is hereby given that the Fourteenth Annual General Meeting of the Members of Jana Small Finance Bank Limited (formerly known as Janalakshmi Financial Services Limited) will be held on Friday, 5th day of June 2020 at 11.00 a.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.

ORDINARY BUSINESS:

1. Approval and Adoption of Audited Financial Statements of the Bank for the year ended 31st March 2020 along with Auditors' Report and Directors' Report:

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2020 and Profit and Loss Account of the Bank for the year ended 31st March 2020, together with Cash Flow Statement for the year ended 31st March 2020, Notes to Financial Statements, Directors' Report and Auditors' Report thereon and if thought fit, to pass the following resolution with or without modification, as an Ordinary Resolution.

“RESOLVED THAT the Bank do hereby adopt the Audited Balance Sheet as at 31st March 2020, 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 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, 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.”

3. Appointment of M/s. MSKC & Associates (Firm registration no. 001595S) Chartered Accountants as Statutory Auditors of the Bank:

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

“RESOLVED THAT Consent of the Members of the Company be and is hereby accorded to reappoint M/s. MSKC & Associates (Firm registration no. 001595S), Chartered Accountants, as the Statutory Auditors of the Bank from the conclusion

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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
W www.janabank.com



of this AGM to the conclusion of next AGM, at the remuneration to be fixed by the Board of Directors of the Company in consultation with the Auditors.

FURTHER RESOLVED THAT Mr. Ajay Kanwal, Managing Director and Chief Executive Officer, Mr. Ravi Duvvuru, Chief Compliance Officer and Mr. Kapil Krishan, Chief Financial Officer and Ms. Lakshmi R.N. Company Secretary of the Bank be and are hereby severally authorized to do such acts, deeds and things as may be considered necessary to give effect to the above resolution”.

SPECIAL BUSINESS:

4. Regularization of appointment of Mrs. Chitra Talwar as Director

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 Sections 149, 150, 152, 160 & 161 of the Companies act, 2013 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 Articles of Association of the Bank, Mrs. Chitra Talwar, who was appointed as an Additional Director on 31st Jan 2020 be and is hereby appointed as an Independent Director of the Bank who is not liable to retire by rotation.

FURTHER RESOLVED THAT Mr. Ajay Kanwal, Managing Director & Chief Executive Officer, Mr. Ravi Duvvuru, Chief Compliance Officer and Ms. 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. Regularization of appointment of Mr. Puneet Bhatia as Director

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 Sections 152, 160 & 161 of the Companies act, 2013 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Articles of Association of the Bank, Mr. Puneet Bhatia, who was appointed as an Additional Director on 31st Jan 2020 be and is hereby appointed as Non Executive and Non Independent Director of the Bank.

FURTHER RESOLVED THAT Mr. Ajay Kanwal, Managing Director & Chief Executive Officer, Mr. Ravi Duvvuru, Chief Compliance Officer and Ms. 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. Alteration of Article 6.3 of Articles of Association of the Bank

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

“RESOLVED THAT pursuant to Section 14 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules made thereunder, the consent of the Shareholders’ of the Bank be and is hereby accorded to alter Article 6.3 of the existing Articles of Association of the Bank by deleting and substituting with the following revised clause 6.3 in the existing Articles of Association, which reads as under:

6.3 On the Effective Date, the Board shall comprise of a total of up to 10 (Ten) directors who shall be appointed in accordance with the provisions of the Banking Regulation Act, 1949 and the applicable guidelines issued by the RBI in respect of small finance banks. Of such directors, the Board shall appoint one director as the Managing Director of the Company in accordance with Law.

RESOLVED FURTHER THAT Mr. Ajay Kanwal, Managing Director and Chief Executive Officer, Mr. Ravi Duvvuru, President & Chief Compliance Officer, and Ms. Lakshmi R N, Company Secretary of the Company be and is hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard.”

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



Place : Bangalore
Date :4-May-2020

Lakshmi R.N.
Company Secretary

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. 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/266645474>

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

Item No. 4: Regularization of appointment of Mrs. Chitra Talwar as Director:

The Board at its meeting held on 31st January 2020, appointed Mrs. Chitra Talwar as an additional director (Independent Director) with effect from such Board meeting date pursuant to provision of Section 149, 150, 152 and 161 of the Companies Act, 2013. Hence, she will hold office up to the date of the ensuing annual General Meeting.

The Bank has received consent in writing to act as Director in Form DIR 2 and intimation in Form DIR 8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

The Board considers that her association would be of immense benefit to the Bank and it is desirable to avail her services as a Director. Accordingly, the Board recommends the resolution No.4, in relation to appointment of Mrs. Chitra Talwar, for the approval by the shareholders of the Bank.

None of the directors or key managerial personnel of the Bank, except to the extent of their shareholding, are in any way, concerned or interested, financially or otherwise, in the resolution set out at in the notice.

Item No. 5: Regularization of appointment of Mr. Puneet Bhatia as Director

The Board at its meeting held on 31st January 2020, appointed Mr. Puneet Bhatia as an additional director (Non-Executive and Non Independent Director) with effect from such Board meeting date pursuant to provision of Section 152 and 161 of the Companies Act, 2013. Hence, he will hold office up to the date of the ensuing annual General Meeting.

The Bank has received consent in writing to act as Director in Form DIR 2 and intimation in Form DIR 8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.



The Board considers that his association would be of immense benefit to the Bank and it is desirable to avail her services as a Director. Accordingly, the Board recommends the resolution No.5, in relation to appointment of Mr. Puneet Bhatia, for the approval by the shareholders of the Bank.

None of the directors or key managerial personnel of the Bank, except to the extent of their shareholding, are in any way, concerned or interested, financially or otherwise, in the resolution set out at in the notice.

Item No. 6: Alteration of Articles of Association

The Current Article 6.3 of the Article of Association (AoA) permit to have a maximum of 8 (eight) Directors on the Board. In order to impart further expertise to the Board, the Bank would like to induct additional directors which will take the number of directors above this permissible limit. The Bank therefore propose to amend the said clause of AoA to enable it to induct a maximum of 10 (ten) directors. Accordingly the Bank is requesting shareholders to accord their approval for the proposed amendment of Articles of Association of the Bank. Further, the Reserve Bank of India has taken on record the proposed amendment to the Article 6.3 of the AOA.

Since the alteration of Articles of Association requires a special resolution, the Board recommends the Resolution under Item No. 6 as Special Resolution.

None of the Directors of the Company or their relatives, Key Managerial Personnel of the Company or their relatives are in any way concerned or interest, financial or otherwise, in the proposed resolution.

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

A handwritten signature in blue ink, appearing to read 'Lakshmi R.N.', is written over the typed name of the Company Secretary.

**Place : Bangalore
Date :4-May-2020**

**Lakshmi R.N.
Company Secretary**