



**Nagendra D. Rao**, B.Com., LL.B., F.C.S.  
Practising Company Secretary

## Secretarial Compliance Report

of

**Jana Small Finance Bank Limited for the year ended 31<sup>st</sup> March, 2023.**

I, Nagendra D Rao, Practising Company Secretary, have examined:

(a) all the documents and records made available to us and explanation provided by **Jana Small Finance Bank Limited having Corporate Identification Number U65923KA2006PLC040028** ("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 certification, for the year ended March 31, 2023 ("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 [To the extent Applicable to Non-Convertible Debentures / 'high value debt listed entity' only];

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [Applicable to the extent of filing of Draft Red Herring Prospectus which was filed on March 31, 2021];

(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 Debt Securities) Regulations, 2008;

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

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

and circulars/ guidelines issued thereunder;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

| Sr. No. | Particulars   | Compliance Status (Yes/No/ NA) | Observations /Remarks by PCS* |
|---------|---|--------------------------------|-------------------------------|
| 1       | <b>Secretarial Standards:</b><br><br>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).   | Yes                            | -                             |
| 2       | <b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>  | Yes<br><br>Yes                 | -<br><br>-                    |
| 3       | <b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>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.</li> </ul> | Yes<br><br>Yes<br><br>Yes      | -<br><br>-<br><br>-           |





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|----|---|-----|---|
| 9  | <b>Disclosure of events or information:</b><br><br>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 | <b>Prohibition of Insider Trading:</b><br><br>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.   | Yes | - |
| 11 | <b>Actions taken by SEBI or Stock Exchange(s), if any:</b><br><br>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 except as provided under separate paragraph herein (**). | Yes | - |
| 12 | <b>Additional Non-compliances, if any:</b><br><br>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.   | Yes | - |

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

| Sr.No. | Particulars  | Compliance Status (Yes/No/NA) | Observations / Remarks by PCS*  |
|--------|--|-------------------------------|---|
| 1.     | Compliances with the following conditions while appointing/re-appointing an auditor  |                               |   |
|        | i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or | Not Applicable                | There is no change in the Statutory Auditors of the Company and the previous Statutory Auditors continues to be the Statutory Auditor of the Company. |



|  |   |   |  |
|--|---|---|--|
|  | <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>  | <p>Not Applicable</p> <p>Not Applicable</p>                       | <p>There is no change in the Statutory Auditors of the Company and the previous Statutory Auditors continues to be the Statutory Auditor of the Company.</p> <p>There is no change in the Statutory Auditors of the Company and the previous Statutory Auditors continues to be the Statutory Auditor of the Company.</p>  |
| <p>2 Other conditions relating to resignation of statutory auditor</p> |   |   |  |
|  | <p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> | <p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p> | <p>No such concern or incidence have been reported by the Statutory Auditors to the Audit Committee.</p> <p>There is no change in the Statutory Auditors of the Company and the previous Statutory Auditors continues to be the Statutory Auditor of the Company.</p> <p>There is no change in the Statutory Auditors of the Company and the previous Statutory Auditors continues to be the Statutory Auditor of the Company.</p> |



|    |  |                |   |
|----|--|----------------|---|
|    | <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p> | Not Applicable | All information as sought by the statutory Auditors have been provided by the listed entity   |
| 3. | The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019  | Not Applicable | There is no change in the Statutory Auditors of the Company and the previous Statutory Auditors continues to be the Statutory Auditor of the Company. |

(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 | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary | Management Response | Remarks |
|----------------|---|--------------------------|------------|-----------------|----------------|----------------------|-------------|---|---------------------|---------|
| Not applicable |   |                          |            |                 |                |                      |             |   |                     |         |

b) The listed entity has taken the following actions to comply with the observations made in previous Reports: **Annexure – I enclosed.**



Place: Bengaluru

Date: May 09, 2023

Nagendra D. Rao  
Practising Company Secretary  
Membership No. FCS – 5553  
Certificate of Practice – 7731  
Peer Reviewed Unit  
Peer Review Certificate No.: 672/2020  
UDIN: F005553E000273260

# Annexure – I.

The listed entity has taken the following actions to comply with the observations made in previous Reports:

| Sr. No.               | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)  | Regulation/ Circular No.        | Deviations   | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/ Remarks of the Practicing Company Secretary   | Management Response  | Remarks   |
|-----------------------|--|---------------------------------|--|-----------------|----------------|----------------------|-------------|---|--|---|
| For the year 2021-22. |  |                                 |  |                 |                |                      |             |   |  |   |
| 1                     | Holding of one meeting of Stakeholders Relationship Committee meeting at least once in a year as per Regulation 20 of SEBI (LODR) Regulations, 2015. | Regulation 20 SEBI (LODR), 2015 | The said regulation is on a comply or explain basis up to March 31, 2023.<br><br>The listed entity has not explained the reason for not convening the meeting as per the provisions of the said Regulations. | NA              | NA             | NA                   | NA          | The committee has been constituted but the meeting of the committee has not been held during the reporting period.<br><br>As per the explanations provided by the listed entity, the same will be explained in the Annual Report (under the head 'Corporate Governance') for the financial year ended March 31, 2022. | The listed Entity has explained it in Annual Report (under the head 'Corporate Governance') for the financial year ended March 31, 2022. | The listed Entity has explained it in Annual Report (under the head 'Corporate Governance') for the financial year ended March 31, 2022.<br><br>For the financial year ended 31st March 2023, the stakeholder's relationship committee meeting has been held on 6 <sup>th</sup> February, 2023. |

