

## NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the Members of Jana Small Finance Bank Limited, will be held at shorter notice on Monday, 1<sup>st</sup> August 2022 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, through Video Conferencing / Other Audio Visual Means (“VC/OAVM”) facility to transact the following business.

### SPECIAL BUSINESS

#### Item No. 1: Increase the Authorised Share Capital of the Company:

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 61(1)(a) and other applicable provisions of the Companies Act, 2013 and rules made thereunder and in accordance with the Articles of Association of the Company, the authorised share capital of the Company be increased from Rs. 350,00,00,000 (Rupees Three Hundred and Fifty Crore) divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 10/- (Rupees Ten) each and 25,00,00,000 (Twenty Five Crore) preference shares of Rs. 10/- (Rupees Ten) each **to** Rs. 550,00,00,000 (Rupees Five Hundred and Fifty Crore) divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 10/- (Rupees Ten) each and 45,00,00,000 (Forty Five Crore) preference shares of Rs. 10/- (Rupees Ten) each.

**RESOLVED FURTHER THAT** Mr. Ajay Kanwal, Managing Director & Chief Executive Officer, Mr. Buvanesh Tharashankar, Chief Financial Officer and Ms. Lakshmi R. N, Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution and to finalise and execute all such deeds and documents as may be necessary or expedient, including making necessary e-filings with the Registrar of Companies.”

#### Item No. 2: Amendment to Memorandum of Association of the Company:

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

**“RESOLVED FURTHER THAT** in accordance with the applicable provisions of the Companies Act, 2013, and the rules made there under and the Articles of Association of the Company and subject to approval of the Reserve Bank of India, if any, Clause V of the Memorandum of Association of the Company be amended as follows:

*The Authorised Share Capital of the Company is Rs. 550,00,00,000 (Rupees Five Hundred and Fifty Crore) divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 10/- (Rupees Ten) each*

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](mailto:info@janabank.com)  
W [www.janabank.com](http://www.janabank.com)

and 45,00,00,000 (Forty Five Crore) preference shares of Rs. 10/- (Rupees Ten) each.

**RESOLVED FURTHER THAT** Mr. Ajay Kanwal, Managing Director & Chief Executive Officer, Mr. Buvanesh Tharashankar, Chief Financial Officer and Ms. Lakshmi R. N, Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution and to finalise and execute all such deeds and documents as may be necessary or expedient, including making necessary e-filings with the Registrar of Companies.”

**Item No. 3: Approval for issue of securities on preferential basis:**

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

**“RESOLVED THAT** in accordance with the provisions of sections 42, 55 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including but not limited to any statutory modifications or re-enactment thereof, for the time being in force), the Articles of Association of the company, the Securities Subscription Agreement to be entered, the provisions of the Foreign Exchange Management Act, 1999 (“**FEMA**”) and regulations and rules made thereunder by the Reserve Bank of India (“**RBI**”), the guidelines and clarifications issued by the RBI, and any other statutory/regulatory authorities the shareholders hereby accord their consent to issue and allot following securities to under private placement basis to TPG and HV entities (up to Three tranches):

Up to 14,40,00,000 ( Fourteen Crore Forty Lakhs) fully paid up Compulsorily Convertible Preference Shares having a face value of Rs. 10 (Rupees Ten only) per share, at a subscription price of Rs. 10 (Rupees Ten Only) per Share, aggregating to the subscription amount of Rs. 1,44,00,00,000 (Rupees One Hundred and Forty four Crores) only.

**RESOLVED FURTHER THAT:**

- (i) The shares issued and allotted shall be subject to the provisions of the memorandum of association and articles of association of the Company and subject to the Securities Subscription Agreement to be entered and shall rank pari passu with the existing shares of the Company, wherever applicable, in respect of all matters.
- (ii) The offer, issue and allotment of the Shares shall be subject to applicable laws, guidelines, notifications, rules and regulations.

**RESOLVED FURTHER THAT** the names of investor be entered in the register of members of the Company as holders of its respective Shares allotted to them, and that Ms. Lakshmi R.N, Company Secretary be authorized to initial the register of members so updated and amended and provide a certified extract of the updated register of members to the Investor.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers to any Committee of Directors of the Company to give effect to the aforesaid resolutions

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforementioned resolutions the Board of the Company and/or such person(s) as the Board may appoint be and is / are hereby authorised to do all acts, matters, deeds and things and to take all such steps and do all such things and give all such directions as the Board may consider necessary, expedient or desirable in order to give effect to the above resolutions and also to settle any questions or difficulties that may arise in such manner as the Board in its absolute discretion may deem fit and take all steps which are incidental and ancillary in this connection.

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



**Place : Bangalore  
Date : 27-Jul-2022**

**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. 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. Pursuant to General Circular No. 20/2020 dated 5<sup>th</sup> May 2020, issued by Ministry of Corporate Affairs, the meeting can be attended through video conferencing. The link is <https://bluejeans.com/555499750>

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.****Item No. 1 & 2:**

The Board of Directors of the Company at their meeting held on 27<sup>th</sup> July 2022 have approved the increase in the authorized Share capital of the Company from existing Rs. 350,00,00,000 (Rupees Three Hundred and Fifty Crore) divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 10/- (Rupees Ten) each and 25,00,00,000 (Twenty Five Crore) preference shares of Rs. 10/- (Rupees Ten) each to Rs. 550,00,00,000 (Rupees Five Hundred and Fifty Crore) divided into 10,00,00,000 (Ten Crore) equity shares of Rs. 10/- (Rupees Ten) each and 45,00,00,000 (Forty Five Crore) preference shares of Rs. 10/- (Rupees Ten) each, to a additional Capital in the Company.

In view of the above, as per the provisions of the Companies Act, 2013, the approval of the members of the Company is necessary to increase the authorized share capital and subsequent amendment in the Clause V of Memorandum of Association of the Company. Hence your Board recommend the resolutions as set out in no. 1 and 2 for the approval of the Members.

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

**Item No. 3:**

The resolution at item no. 3 is to issue and allot compulsorily convertible preference shares of the Bank ("Shares") to the Investor for a consideration aggregating up to Rs. 144 Cr. (Rupees One Hundred and Forty four Crores only ). Information in relation to the issuance and allotment of the Shares are set out below:

- a. Nature of such shares: Non – cumulative, Non – participating , compulsorily, convertible
- b. The objects of the issue: For Banking business purposes
- c. Manner of issue: Private Placement
- d. The total number of securities proposed to be issued by way of preferential allotment are 14,40,00,000 ( Fourteen Crore Forty Lakhs) Compulsorily Convertible Preference Shares each of a nominal value of Rs. 10 each.
- e. The price or price band at/ within the allotment is proposed is:

Security	Price
Preference Shares	Rs. 10 per Share

- f. The allotment is proposed to be made to the following class/ classes of persons: Domestic/Foreign investors.
- g. Expected dilution in Equity share Capital upon conversion of Preference Shares: 24,80,407 Equity shares would be issued upon conversion considering the current valuation.
- h. The names of the proposed allottees and the percentages of post preferential offer capital that may be held by them are set out below:

Sl.no	Names of the Proposed allottees	% of holding
1	TPG	40.8%
2	HV Entities	6.1%

- i. The allotment is proposed to be completed on or before 31<sup>st</sup> July 2023.
- j. There shall be no change in control of the Bank consequent to the preferential offer.
- k. The price of the Shares to be issued and allotted to the **Investors** has been arrived at by a registered valuer and the report in this regard has been provided.
- l. the terms of issue, including terms and rate of dividend on each share, etc.;
  - fully paid up, 16% Non-Cumulative Compulsorily Convertible Preference Shares
  - CCPS shall not be redeemable and shall compulsorily convert to equity shares
  - CCPS shall carry a preferential dividend computed at 16% p.a
  - Dividend shall not be cumulative
- m. the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion;

The Investor CCPS shall mandatorily convert into Equity Shares of the Banking Company on the earlier of:

- (a) 1 (one) day prior to the date on which the final prospectus in relation to a potential initial public offer of the securities of the Banking Company ("**IPO**") is filed with the relevant Registrar of Companies ("**RoC**");
  - (b) if the IPO is not completed by August 31, 2029;
  - (c) the Banking Company having Common Equity Tier 1 capital of 6% (Six percent) of the risk weighted assets of the Banking Company or such regulatory minimum trigger point as is prescribed as per the extant RBI directions/ operating guidelines at the relevant time;
  - (d) the date on which the RBI determines that the Banking Company has reached a point of non-viability (in terms of the Basel III Guidelines) and requires the Investor CCPS to be converted into equity shares in accordance with Annex 16 of the Basel III Guidelines.
- n. the manner and modes of redemption; Not applicable

- o. Current shareholding pattern of the company:

**Equity Shares**

Sr. No	Category	Pre Issue		Post Issue	
		No of shares held	% of share holding	No of shares held	% of shareholding
<b>A</b>	<b>Promoters' holding:</b>				
1	Indian:				
	Individual	-	-	-	-
	Bodied Corporate	231,45,164	44.06%	231,45,164	44.06%
	<b>Sub Total</b>	<b>231,45,164</b>	<b>44.06%</b>	<b>231,45,164</b>	<b>44.06%</b>
2	Foreign Promoters	-	-		
	<b>Sub Total (A)</b>	<b>231,45,164</b>	<b>44.06%</b>	<b>231,45,164</b>	<b>44.06%</b>
<b>B</b>	<b>Non-Promoters' holding</b>				
1	Institutional Investors	1,92,34,095	36.61%	1,92,34,095	36.61%
2	Non Institution:				
	Private Corporate Bodies	97,00,812	18.46%	97,00,812	18.46%
	Directors and Relatives	-	-	-	-
	Indian Public	4,53,436	0.86%	4,53,436	0.86%
	Others (Including NRIs)	2,820	0.01%	2,820	0.01%
	<b>Sub Total (B)</b>	<b>293,82,883</b>	<b>55.94%</b>	<b>293,82,883</b>	<b>55.94%</b>
	<b>GRAND TOTAL</b>	<b>525,36,327</b>	<b>100.00%</b>	<b>525,36,327</b>	<b>100%</b>

**Compulsorily Convertible Preference Shares**

Sr. No	Category	Pre Issue		Post Issue*	
		No of shares held	% of share holding	No of shares held	% of shareholding
<b>A</b>	<b>Promoters'</b>				

	<b>holding:</b>				
1	Indian:				
	Individual	-	-	-	-
	Bodied Corporate	-	-	-	-
	<b>Sub Total</b>	-	-	-	-
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	-	-	-	-
<b>B</b>	<b>Non-Promoters' holding</b>				
1	Institutional Investors	-	-	-	-
2	Non Institution:				
	Private Corporate Bodies	-	-	14,40,00,000	48.98%
	Directors and Relatives	-	-	-	-
	Indian Public	15,00,00,000	100.00%	15,00,00,000	51.02%
	Others (Including NRIs)	-		-	
	<b>Sub Total (B)</b>	15,00,00,000	100.00%	2,94,00,00,00	100.00%
	<b>GRAND TOTAL</b>	<b>15,00,00,000</b>	<b>100.00%</b>	<b>29,40,00,000</b>	<b>100.00%</b>

The Board recommends the Resolutions at item no. 3 of the Notice for the approval of the shareholders.

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

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

*Lakshmi R.N.*



**Place : Bangalore  
Date : 27<sup>th</sup> July 2022**

**Lakshmi R.N.  
Company Secretary**