



JSFB/SEC/2025-26/78

29<sup>th</sup> August 2025

**National Stock Exchange of India Ltd.**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (East),  
Mumbai 400051.

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400001.

**Sub:** Voting result and Scrutinizer's Report of 19th Annual General Meeting held on 29th August 2025 at 11:00 A.M. of Jana Small Finance Bank Limited

**Ref:** Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

---

Dear Sir/Madam,

We submit herewith the following with respect to the Annual General Meeting ("AGM") of the Bank held on Wednesday, 29<sup>th</sup> August 2025 at 11.00. a.m. (IST) through Video Conferencing/ Other Audio.

In compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed: Scrutinizer's Report dated 29<sup>th</sup> August, 2025.

All the Resolution recommended for approval at the AGM as mentioned in the Notice of AGM dated 29th August 2025, have been passed by the Members of the Company with the requisite majority.

You are requested to kindly take the same on your record and oblige.

Thank you

Yours faithfully

For Jana Small Finance Bank Limited

Lakshmi R N

Company Secretary & Compliance Officer

JAMA KARO, JANA KARO

---

**Registered Office:**

**Jana Small Finance Bank Limited**  
The Fairway Business Park, # 10/1, 11/2 & 12/2B, Off  
Domlur, Koramangla Inner Ring Road, Next to Embassy Golf  
Links, Challaghatta, Bengaluru -560071.  
CIN No. L65923KA2006PLC040028

**T** +91 80 4602 0100  
**E** info@janabank.com  
**W** www.janabank.com



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

August 29, 2025

To,  
The Chairman  
Jana Small Finance Bank Limited,  
The Fairway Business Park #10/1, 11/2, 12/2B, Off Domlur,  
Koramangala Inner Ring Road, Next to EGL, Challaghatta,  
Bengaluru – 560 071.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on e-voting process (remote e-voting) and electronic voting (e-voting) during the Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, for the 19<sup>th</sup> Annual General Meeting of Jana Small Finance Bank Limited ("the Bank") held on Friday, August 29<sup>th</sup>, 2025 at 11:00 a.m. through Video Conferencing ('VC').**

I, Nagendra D Rao, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of the Bank vide resolution dated 22<sup>nd</sup> July, 2025, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (3) (xii) of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing remote e-voting and e-voting process in a fair and transparent manner for the business to be transacted at the 19<sup>th</sup> Annual General Meeting of the Shareholders of the Company held on August 29<sup>th</sup>, 2025 at 11.00 a.m. through VC.

Accordingly, the Bank has made arrangement with the system provider viz, National Securities Depository Limited ("NSDL") for providing a system of recording votes of the shareholders electronically through e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting).

The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 09/2024 dated September 19, 2024, and other relevant circulars issued by the Ministry of Corporate Affairs and the Securities Exchange Board of India ("SEBI") vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and other relevant circulars issued by the SEBI, permitting the Companies to hold the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue.

In compliance with the above MCA Circulars and SEBI Circulars, the provisions of the Companies Act, 2013 ("hereinafter referred as "Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("hereinafter referred to as "LODR Regulations"), the AGM of the Company is being held through VC and necessary instructions in this regard to be followed by the Shareholders have also been duly mentioned in the Annual General Meeting Notice dated July 22<sup>nd</sup>, 2025 and were sent to the shareholders through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ Registrar and Share Transfer Agent (RTA).





Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) and the MCA Circulars, an advertisement was published by the Company in Business Standard, English Newspaper and Vishwavani, Kannada Newspaper on August 04<sup>th</sup> 2025 and August 6<sup>th</sup>, 2025. The remote e-voting commenced on Tuesday, August 26<sup>th</sup>, 2025 at 9:00 AM and ended on Thursday, August 28<sup>th</sup>, 2025 at 5:00 PM.

The shareholders of the Company holding shares as on "cut-off" date August 21<sup>st</sup>, 2025 were entitled to vote on the resolutions as contained in the Notice of the 19<sup>th</sup> Annual General Meeting and the total shareholders of the Company as on the "cut-off" date were **53,020 (Fifty-Three Thousand and Twenty)** only.

After the conclusion of the e-voting at the Annual General Meeting, the votes cast under remote e-voting and votes casted through e-voting during the AGM were unblocked in the presence of two witnesses who were not in the employment of the Company and then the votes cast there under were counted.

I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from the e-voting system provided by NSDL.

**59 (Fifty-Nine)** only number of shareholders participated through VC.

I now submit my Consolidated Report on the remote e voting and e-voting process conducted at the 19<sup>th</sup> Annual General Meeting of the Shareholders of the Company in respect of the below mentioned resolutions.

**Resolution No. 1:** - To receive, consider and adopt the Standalone Audited Financial Statements of the Bank for the financial year ended 31<sup>st</sup> March 2025, together with the schedules, notes and annexures thereto, the reports of the Board of Directors and the Auditors thereon.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting	% of total number of valid votes cast through remote e-voting and e-voting during the meeting
213	6,43,25,313	99.99%

(ii) Voted against the Resolution:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting	% of total number of valid votes cast through remote e-voting and e-voting during the meeting
5	95	0.01%



(iii) Invalid Votes: -

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

**Remarks:** As the Number of votes cast in favour of the Ordinary Resolution is 6,43,25,313 (Six Crores Forty-Three Lakhs Twenty-Five Thousand Three Hundred and Thirteen) only (99.99%) is more than the number of votes cast against 95 (Ninety Five) only (0.01%), I report that the Ordinary Resolution as set out in the Notice of the Annual General Meeting dated July 22<sup>nd</sup>, 2025, under section 96 of the Companies Act, 2013 **has been passed** by the Shareholders with requisite majority.

**II. Resolution No. 2:** - To re-appoint Mr. Ajay Kanwal (DIN: 07886434), the director, who retires by rotation, and being eligible, offered himself for re-appointment.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting	% of total number of valid votes cast through remote e-voting and e-voting during the meeting
212	6,59,66,607	99.99%

(ii) Voted against the Resolution:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting	% of total number of valid votes cast through remote e-voting and e-voting during the meeting
8	182	0.01%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

**Remarks:** As the Number of votes cast in favour of the Ordinary Resolution is 6,59,66,607 (Six Crore Fifty Nine Lakhs Sixty Six Thousand Six Hundred and Seven) only (i.e. 99.99 %) is more than the number of votes cast against 182 (One hundred and Eighty Two) only (i.e. 0.01%), I report that the Ordinary Resolution as set out in the Notice of the Annual General Meeting dated July 22<sup>nd</sup>, 2025, under section 96 of the Companies Act, 2013 **has been passed** by the Shareholders with requisite majority.





**III. Resolution No. 3:** - To appoint M/s. Nagendra D. Rao & Associates, LLP, Company Secretaries, Bangalore (LLP Registration No. AAK-4698; ICSI Firm Registration No. L2018KR004100), as the Secretarial Auditor of the Bank.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting	% of total number of valid votes cast through remote e-voting and e-voting during the meeting
212	6,59,66,588	99.99%

(ii) Voted against the Resolution:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting	% of total number of valid votes cast through remote e-voting and e-voting during the meeting
8	201	0.01%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

**Remarks:** As the Number of votes cast in favour of the Ordinary Resolution is 6,59,66,588 (Six Crore Fifty Nine Lakhs Sixty Six Thousand Five Hundred and Eighty Eight) only (i.e. 99.99%) is more than the number of votes cast against 201 (Two Hundred and One) only (i.e. 0.01 %), I report that the Ordinary Resolution as set out in the Notice of the Annual General Meeting dated July 22<sup>nd</sup>, 2025, under section 96 of the Companies Act, 2013 **has been passed** by the Shareholders with requisite majority.

**IV. Resolution No. 4:** - To approve the remuneration of Mr. Ajay Kanwal (DIN: 07886434), Managing Director & CEO of the Bank for the financial year 2025-26.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting	% of total number of valid votes cast through remote e-voting and e-voting during the meeting
199	6,52,91,870	99.82%



(ii) Voted against the Resolution:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting	% of total number of valid votes cast through remote e-voting and e-voting during the meeting
19	1,16,512	0.18%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
	Nil

**Remarks:** As the Number of votes cast in favour of the Ordinary Resolution is 6,52,91,870 (Six Crore Fifty Two Lakhs Ninety One Thousand Eight Hundred and Seventy) only (i.e. 99.82 %) is more than the number of votes cast against 1,16,512 (One Lakh Sixteen Thousand Five Hundred and Twelve) only (i.e. 0.18 %), I report that the Ordinary Resolution as set out in the Notice of the Annual General Meeting dated July 22<sup>nd</sup>, 2025, under section 96 of the Companies Act, 2013 **has been passed** by the Shareholders with requisite majority.

**Note:** Vote (2,87,407 and 2,71,000 Equity shares) casted by Mr. Ajay Kanwal (Managing Director) and Ms. Nishi Ajay Kanwal (Relative of Managing Director) have not been considered, being interested in the resolution.

**V. Resolution No. 5:** - To approve the remuneration of Mr. K S Raman (DIN: 10380292), Executive Director of the Bank for the financial year 2025-26.

Type of Resolution – **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting	% of total number of valid votes cast through remote e-voting and e-voting during the meeting
210	6,58,48,199	99.99%

(ii) Voted against the Resolution:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting	% of total number of valid votes cast through remote e-voting and e-voting during the meeting
9	243	0.01%





(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by Them
Nil	

**Remarks:** As the Number of votes cast in favour of the Ordinary Resolution is 6,58,48,199 (Six Crore Fifty Eight Lakhs Forty Eight Thousand One Hundred and Ninety Nine) only (i.e. 99.99%) is more than the number of votes cast against 243 (Two Hundred and Forty Three) only (i.e. 0.01 %), I report that the Ordinary Resolution as set out in the Notice of the Annual General Meeting dated July 22<sup>nd</sup>, 2025, under section 96 of the Companies Act, 2013 **has been passed** by the Shareholders with requisite majority

**Note:** Vote (1,18,347 Equity shares) casted by Mr. K.S. Raman (Executive Director) has not been considered, being interested in the resolution.

**VI. Resolution No. 6:** - Borrowing / raising of funds, by issue of debt securities on a Private Placement basis.

Type of Resolution – **Special Resolution**

(i) Voted in favour of the Resolution:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting	% of total number of valid votes cast through remote e-voting and e-voting during the meeting
212	6,59,66,588	99.99%

(ii) Voted against the Resolution:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting	% of total number of valid votes cast through remote e-voting and e-voting during the meeting
8	201	0.01%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by Them
Nil	



**Remarks:** As the Number of votes cast in favour of the Special Resolution is 6,59,66,588 (Six Crore Fifty Nine Lakhs Sixty Six Thousand Five Hundred and Eighty Eight) only (i.e. 99.99 %) is more than the 3 times the number of votes cast against 201 (Two Hundred and One) only (i.e. 0.01 %,) I report that the Special Resolution as set out in the Notice of the Annual General Meeting dated July 22<sup>nd</sup>, 2025, under section 96 of the Companies Act, 2013 **has been passed** by the Shareholders with requisite majority.

**VII. Resolution No. 7:** - To consider and approve the adoption of a new employee stock option plan ("Jana Employee Stock Option Plan 2025 / ESOP Scheme 2025")

**Type of Resolution – Special Resolution**

(i) Voted in favour of the Resolution:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting	% of total number of valid votes cast through remote e-voting and e-voting during the meeting
207	6,52,82,946	99.99%

(ii) Voted against the Resolution:

Number of Equity Shareholders Voted through remote e-voting and e-voting during the meeting.	Number of votes cast through remote e-voting and e-voting during the meeting	% of total number of valid votes cast through remote e-voting and e-voting during the meeting
8	216	0.01%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

**Remarks:** As the Number of votes cast in favour of the Special Resolution is 6,52,82,946 (Six Crore Fifty Two Lakhs Eighty Two Thousand Nine Hundred and Forty Six) only (i.e. 99.99 %) is more than the 3 times the number of votes cast against 216 (Two Hundred and Sixteen) only (i.e. 0.01 %,) I report that the Special Resolution as set out in the Notice of the Annual General Meeting dated July 22<sup>nd</sup>, 2025, under section 96 of the Companies Act, 2013 **has been passed** by the Shareholders with requisite majority.

**Note:** Votes aggregating to 6,83,627 (Six Lakhs Eighty- Three Thousand Six Hundred and Twenty -Seven) only Equity shares casted by Mr. Ajay Kanwal (Managing Director), Ms. Nishi Ajay Kanwal (Relative of Managing Director), Mr. K S Raman (Executive Director), Mr. Abhilash Sandur (Key Managerial Personnel), Mrs. Lakshmi R N (Key Managerial personnel) and have not been considered being interested in the resolution.





Please note in terms of provisions of Section 12(2) of the Banking Regulation Act, 1949 ("Banking Regulations") read with Gazette Notification DBR.PSBD. No.1084/16.13.100/2016-17 dated July 21, 2016 ("Gazette Notification") and Reserve Bank of India Guidelines on Acquisition and Holding of Shares or Voting Rights in Banking Companies dated January 16, 2023 ("RBI Guidelines"); no member in a banking company can exercise voting rights in excess of 26 percent of total voting rights of all the members of the banking company. As per the information and explanations provided by the Bank, none of the members have voting right exceeding 26% of the total voting rights of all the members of the Bank. Hence entire voting rights of a member has been considered.

The register, all other papers and relevant records relating to voting shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking You,  
Yours Faithfully,



Nagendra D. Rao  
Practising Company Secretary  
Peer Review Certificate No.: 672/2020  
UDIN: F005553G001108699