



JSFB/SEC/2024-25/27

13th May 2024

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: Annual Secretarial Compliance Report for the financial year ended 31st March 2024.

Ref: Disclosure under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Please find attached, Annual Secretarial Compliance Report for the financial year ended 31st March 2024.

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

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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 31st March, 2024.

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, 2024** ("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 and High Value Debt listed entity till 14th February 2024 and fully applicable with effect from February 14th, 2024, as the Equity shares of the listed entity got listed**];
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [**Applicable with effect from February 14th, 2024 as the Equity shares of the Listed entity got listed.**];
- (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 [**Applicable with effect from February 14th, 2024 as the Equity shares of the Listed entity got listed.**];
- (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	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	-
2	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI. 	Yes Yes	- -
3	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • 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. 	Yes Yes Yes	- - -
4	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	-
5	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p>	N.A.	The listed entity does not have any subsidiary company/ies.



	(b) Disclosure requirement of material as well as other subsidiaries		
6	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	-
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	-
8	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes Not Applicable	- The Listed Entity has obtained prior approval of the Audit Committee for all the related party transactions, wherever required.
9	<p>Disclosure of events or information:</p> <p>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.</p>	Yes	-
10	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	-
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by</p>	Yes,	



	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 (**).	No Action has been taken.	
12	Additional Non-compliances, if any: 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.
	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	Not Applicable	There are no change in the Statutory Auditors of the Company and the previous Statutory Auditors continues to be the Statutory Auditor of the Company.
	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.	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.
2	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:		



	<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>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>	<p>Not Applicable</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>All information as sought by the statutory Auditors have been provided by the listed entity</p>
<p>3.</p>	<p>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</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>



(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
1	<i>The chairperson of the Audit Committee shall be present at the Annual General Meeting ("AGM") of the Company</i>	<i>Regulation 18 (1)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015</i>	<i>Chairperson of Audit Committee was not present at the AGM</i>	-	-	<i>Chairperson of Audit Committee was not present at the AGM</i>	-	<i>Mr. Srinivas Nayak, Chairperson of Audit Committee was not present at the AGM held on 23rd June, 2023</i>	Due to personal issues, The chairperson could not attend the Annual General Meeting of the Company.	-
2	<i>The listed Company shall submit their Financial Results for every quarter except last quarter within 45 days of from</i>	<i>Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015</i>	<i>BSE Limited has imposed Penalty on 15th March 2024</i>	<i>BSE and NSE</i>	<i>Penalty imposed by BSE and Notice issued by NSE</i>	<i>The Bank has delayed in submitting Financial Results for the quarter ended December 31, 2023 i.e., on 22nd February 2024</i>	<i>47,200</i>	<i>The BSE has imposed a Penalty of Rs. 47,200 on 15th March 2024 for delay in submission of Financial Results for the quarter</i>	<i>The Bank paid the penalty and applied for refund for the same as they were delayed just because they were in</i>	<i>The Bank has paid the penalty.</i>



	<p><i>the date of end of each quarter.</i></p>							<p><i>ended December 2023.</i></p>	<p>the process of listing of shares and the same is completed on February 14th, 2024 and then they have considered the financial approval. It's not an intentional delay.</p>	
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b) The listed entity has taken the following actions to comply with the observations made in previous Reports:
Not Applicable as the Equity Shares of the Listed Entity got listed with effect from February 14th, 2024.



(Handwritten signature)

Nagendra D. Rao
 Practising Company Secretary
 Membership No. FCS – 5553
 Certificate of Practice – 7731
 Peer Reviewed Unit
 Peer Review Certificate No.: 672/2020
 UDIN: F005553F000266264

Place: Bengaluru
 Date: April 29th, 2024