



JSFB/SEC/2025-26/102

23rd October 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: Notice of Postal Ballot

Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Notice of Postal Ballot ('Notice') dated 17th October 2025 for seeking approval of members of the Company for the following matter:

Type of Resolution	Resolution
Special	Appointment of Mr. Rakesh Joshi (DIN: 09766853) as a Non - Executive Independent Director of the Bank

In terms of various circulars issued by Ministry of Corporate Affairs, the Notice is being sent by electronic mode to those members whose email addresses are registered with the Company / Depositories and whose names appeared in the Register of Members / list of beneficial owners maintained by the Company / Depositories as on Friday, 17th October 2025, i.e. the Cut-Off Date. Physical copies of the Notice, Postal Ballot forms etc., is not being sent to members for this Postal Ballot. The assent or dissent on the above resolutions can be communicated by the members through remote e-voting process ('e-voting'), within the following period:

Commencement of e-voting	Friday, 24 th October 2025
End of e-voting	Sunday, 23 rd November 2025
Result of e-voting by Postal Ballot	On or before 25 th November 2025

The Notice is also being uploaded on the Company's website, i.e. www.jana.bank.in, on the website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of the e-voting agency i.e. National Security Depository Limited at www.evoting.nsdl.com.

Kindly take the same on 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

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CIN: L65923KA2006PLC040028
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Challaghatta, Bengaluru - 560071
Tel: +91- 8046020100; Email: info@jana.bank.in; www.jana.bank.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ("Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Rules"), as amended from time to time, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, as amended from time to time and Regulation 36 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and applicable SEBI Circulars, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, the Special resolution appended below is proposed for approval of the Members of Jana Small Finance Bank Limited ("Company/ Bank"), through Postal Ballot by way of voting through electronic means.

The Explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice are annexed hereto.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors in their meeting dated 17th October 2025, has appointed Mr. Nagendra D Rao, Practicing Company Secretary (FCS No. 5553; CP No. 7731) as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited ("NSDL"), as the agency to provide e-voting facility. Further, the Bank will send Postal Ballot Notice by email to all its Members who have registered their email addresses with the Bank/Registrar & Share Transfer Agent or Depository/ Depository Participants and the communication of assent/ dissent of the Members will take place through the remote e-Voting system.

The remote e-voting period shall commence on Friday, 24th October 2025 at 09:00 AM (IST). Members are requested to cast their vote through remote e-voting at anytime before 05:00 PM (IST) on Sunday, 23rd November 2025 (i.e. the last date to cast vote electronically). The remote e-voting module shall be disabled thereafter. The last day of voting i.e. on Sunday, 23rd November 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Bank or any person authorized by him. The results of the Postal Ballot along with the Scrutinizer's Report will be announced within two working days from the conclusion of the voting period and the same will be displayed on the Company's website www.jana.bank.in and on the website of NSDL at www.evoting.nsdl.com and will also be submitted to the BSE Limited and National Stock Exchange of India Limited, Stock Exchanges where Equity Shares of the Bank are listed.

The Bank is desirous of seeking your consent for the proposal as contained in the Resolution given hereinafter. You are requested to peruse the proposed resolution along with the explanatory statement and thereafter record your assent or dissent by means of remote e-Voting facility provided by the Bank.

Special Business:

ITEM NO. 1: APPOINTMENT OF MR. RAKESH JOSHI (DIN: 09766853) AS A NON - EXECUTIVE INDEPENDENT DIRECTOR OF THE BANK:

To consider and, if thought fit, pass the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013, (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, (“Rules”) or any other applicable Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Regulation 16(1)(b), 17, 25(2A) and other applicable Regulations, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Bank, consent of the Members be and is hereby accorded for appointment of Mr. Rakesh Joshi (DIN: 09766853), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Bank by the Board of Directors with effect from 27th August 2025, and who being eligible for appointment as an Independent Director has given his consent along with a declaration that he meets the criteria of independence under Section 149(6) of the Act read with Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations who shall not be liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the Board of the Bank with effect from 27th August 2025 up to 26th August 2030 (both days inclusive).

RESOLVED FURTHER THAT Mr. Ajay Kanwal, Managing Director & CEO and Mrs. Lakshmi R N, Company Secretary of the Bank be and are hereby severally authorized for and on behalf of the Bank to do or cause to do all acts, matters, deeds and things and give such directions as may be required, necessary, expedient or desirable for giving effect to the above resolution and make all such filings as are required under the Companies Act, 2013.”

**By the order of the Board
For JANA SMALL FINANCE BANK LIMITED**

Sd/-

**Place: Bengaluru
Date: 17th October 2025**

**Lakshmi R N
Company Secretary & Compliance Officer**

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Act read with the Rules, SS-2 and applicable provisions of the Listing Regulations stating all material facts and the reason/ rationale for the proposal is annexed herewith.
2. In accordance with the MCA Circulars, SEBI Circulars, the Bank is sending this Postal Ballot Notice in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
3. The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear on the Register of Members/List of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Friday, 17th October 2025 the cut-off date. Any person, who is not a Member as on the cut-off date, should treat this Postal Ballot Notice for information purposes only. The Postal Ballot Notice is sent electronically to all the Members who have registered their email addresses with the Bank/ Depositories/ Registrar and Share Transfer Agent (RTA) of the Bank. The same will also be available on the Bank's website at www.jana.bank.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.
4. The entire shareholding of the Bank is in demat mode. Therefore, the Members who have not registered their e-mail addresses with the Depositories/ Depository Participant are requested to register the same with their Depository Participant where they maintain their demat accounts.
5. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the MCA Circulars and Secretarial Standards 2 on General Meetings, the Bank has provided e-voting facility alone for its Members to enable them to cast their votes electronically.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the cut-off date i.e. Friday, 17th October 2025.
7. The e-voting commences on Friday, 24th October 2025 at 09:00 AM (IST) and ends on Sunday, 23rd November 2025 at 05:00 PM (IST). Further kindly note that, once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
8. In Compliance with Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the same is proposed to be approved through Postal Ballot.
9. Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means, if any:

Mrs. Lakshmi R N

Company Secretary & Compliance Officer

Jana Small Finance Bank Limited

**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**

Tel: +91- 8046020100; Email: investor.grievance@jana.bank.in

10. The documents referred to in the accompanying notice and explanatory statement, if any, shall be open for inspection at the Registered Office and Corporate Office of the Company without any

fee on all working days (i.e. excluding, Saturdays, Sundays and public holidays) between 09:00 AM (IST) to 05:00 PM (IST) from the date of dispatch of notice up to the closure of the voting period.

11. The dispatch of postal ballot and Explanatory Statement shall be announced by way of an advertisement in one Regional Newspaper, widely circulated in Bengaluru (in vernacular language i.e., Kannada) and one English Newspaper circulated throughout India (in English Language) and shall be hosted at the Company's website at www.jana.bank.in.

INSTRUCTIONS FOR E-VOTING:





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 09th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

To cast vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nagendradrao@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Falguni at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.grievance@jana.bank.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor.grievance@jana.bank.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 READ TOGETHER WITH REGULATION 17(11) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Item No 1:

The Board of Directors on the recommendation of Nomination and Remuneration Committee in their meeting dated 19th August 2025 proposed the appointment of Mr. Rakesh Joshi as an Additional Director (Independent Director) who shall not retire by rotation. The Board of Directors carried out due diligence of the Directors under 'Fit & Proper' norms of RBI and opined that his candidature is in compliance with the said norms and is eligible to be appointed as a Director of the Bank. Further, in terms of Section 152 of the Companies Act, 2013 read with Section 149 of the Act, Mr. Rakesh Joshi is classified as an Independent Director.

Additional information about Mr. Rakesh Joshi as per Secretarial Standard-2 read with Regulation 36(3) of SEBI (LODR) Regulations, 2015:

Name	Mr. Rakesh Joshi
DIN	09766853
Age	63 years
Qualification	Bsc. (Honours)
Experience	<p>Mr. Rakesh Joshi is a distinguished BFSI professional with over 41 years of national and international experience spanning Wholesale Banking, Retail Banking, Investment Banking, and Insurance. His career reflects deep expertise and leadership across the financial services spectrum, marked by strategic vision and operational excellence. With 15 years in Front Office roles, Mr. Joshi has held positions ranging from Junior Trader to Chief Dealer, gaining an exceptional understanding of Markets and Asset-Liability Management (ALM) organizations. His hands-on experience in trading and treasury operations has equipped him with a nuanced grasp of financial instruments, risk dynamics, and market behavior.</p> <p>Mr. Joshi has been instrumental in designing and restructuring systems and procedures, significantly enhancing growth trajectories and profitability across institutions. His strategic interventions have consistently delivered measurable improvements in operational efficiency and financial performance. Following a substantial and successful tenure in Retail, Wholesale, and Investment Banking, Mr. Joshi transitioned to the regulatory domain, joining the Insurance Regulatory and Development Authority of India (IRDAI) as Whole Time Member (Finance and Investments). In this pivotal role, he oversaw critical financial and investment frameworks within the insurance sector, contributing to policy formulation and sectoral stability. He retired from IRDAI in December 2023.</p>
Justification for choosing the appointee	Mr. Rakesh Joshi is a distinguished BFSI leader with extensive national and international experience spanning Wholesale, Retail, and Investment Banking as well as Insurance, coupled with rare hands-on expertise in markets, treasury, and ALM. He has a proven record of driving growth and profitability by redesigning systems,

	<p>processes, and strategies to deliver operational efficiency and financial improvement. Beyond banking, he has served as Whole-Time Member (Finance & Investments) at IRDAI, contributing significantly to investment frameworks, policy formulation, and sectoral stability. This blend of frontline expertise, institutional leadership, and regulatory stewardship makes him an exceptional choice, bringing both executional depth and governance strength to drive sustainable growth.</p>		
Terms and conditions of appointment	<p>Proposed to be appointed as an Independent director not liable to retire by rotation.</p>		
Remuneration details	<p>Mr. Rakesh Joshi will be paid an annual remuneration of Rs. 10,00,000/- (Rupees Ten Lakh) apart from payment of sitting fees towards attending Board and Committee meetings. Sitting fees for attending each meeting of Board and Committees of the Board is Rs. 60,000/ (Rupees Sixty Thousand) and Rs. 40,000/- (Rupees Forty Thousand) respectively.</p>		
Date of first appointment on Board	<p>27th August 2025</p>		
Shareholding	<p><u>Direct holdings:</u> NIL <u>As beneficial owner:</u> NIL</p>		
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	<p>Not related to any other Directors, Managers and other Key Managerial Personnel of the Bank.</p>		
Number of meetings of the Board attended during the year	<p>1 out of 1 Board meeting</p>		
Other Directorships, Membership / Chairmanship of Committees of other Boards.	Directorship	Membership	Chairmanship
	<p>The Clearing Corporation of India Limited</p>	<ul style="list-style-type: none"> Regulatory Compliance Committee Technical Approval Committee Committee of Directors on Risk Management 	<ul style="list-style-type: none"> Nomination & Remuneration Committee
	<p>Bima Sugam India Federation</p>	<ul style="list-style-type: none"> Finance & Audit Committee Nomination & Remuneration Committee Stakeholder Relationship Committee Risk Management Committee Information Technology & 	<p>NIL</p>

		Data Security Committee	
	Kaustubh Motor works (LLP)	NIL	NIL
Listed entities from which the person has resigned in the past three years.	NIL		
Nature of Expertise	Agriculture & Rural Economy, Banking, Co-operation, Economics, Finance, Small Scale Industry, Business Management, Information Technology, Risk Management, Human Resources, Payments & Settlement and Healthcare & Insurance		

Your Board recommends the resolution for appointment of Mr. Rakesh Joshi as an Independent Director of the Bank as set out under **Item No. 1** of the notice, not liable to retire by rotation.

Except for Mr. Rakesh Joshi and his relatives, no other Director or Key Managerial Personnel of the Bank or their respective relatives are in any way concerned or interested, financially or otherwise, in this resolution.

**By the order of the Board
For JANA SMALL FINANCE BANK LIMITED**

**Place: Bengaluru
Date: 17th October 2025**

**Sd/-
Lakshmi R N
Company Secretary & Compliance Officer**