

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 6<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF JEENA SIKHO LIFECARE LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 08, 2023 AT SHUDDHI AYURVEDA PANCHKARMA HOSPITAL, PIND DEVINAGAR, HADBAST NO. 18 TEHSIL, DERABASSI DIST, PUNJAB 140507 AT 12 NOON TO TRANSACT THE FOLLOWING BUSINESS :-**

### ORDINARY BUSINESS

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

1. To receive, consider and adopt
  - a. the Audited Standalone Financial Statements of the Company for the financial period ended on March 31, 2023 together with the reports of Directors and Auditors thereon.
  - b. the Audited Consolidated Financial Statements of the Company for the financial period ended on March 31, 2023 together with the reports Auditors thereon.
2. To declare final dividend on equity shares for the Financial Year ended March 31, 2023.
3. To re-appoint Mrs. Bhavna Grover as a Director who retires by rotation & being eligible offers himself for re-appointment.

### SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

4. To Fix remuneration of Mr. Manish Grover, Managing Director of the company.

**“RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and pursuant to the provision of section 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 and Companies (Appointment and remuneration of managerial personnel) Rules, 2014 (including rules notifications, any statutory modification, amendment or re-enactment thereof for the time being in force and as may enacted from time to time) read with schedule V of the said Act, and such other approval permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of Article of Association of the Company, the approval of the Members be and is hereby accorded for fixation of limit of remuneration of Mr. Manish Grover (DIN : 07557886),

Managing Director of the Company with effect from April 1, 2023 to March 31, 2024 as mentioned below:

Basic Salary and Allowances upto ₹ 240.00 Lakhs.

**RESOLVED FURTHER THAT** notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, as set out in the explanatory statement forming part of this resolution be paid as minimum remuneration to Mr. Manish Grover, Managing Director.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

5. To Fix remuneration of Mrs. Bhavna Grover, Whole-Time Director of the company.

**“RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and pursuant to the provision of section 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 and Companies (Appointment and remuneration of managerial personnel) Rules, 2014 (including rules notifications, any statutory modification, amendment or re-enactment thereof for the time being in force and as may enacted from time to time) read with schedule V of the said Act, and such other approval permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of Article of Association of the Company, the approval of the Members be and is hereby accorded for fixation of limit of remuneration of Mrs. Bhavna Grover (DIN: 07557913), Whole-Time Director of the Company with effect from April 1, 2023 to March 31, 2024 as mentioned below:

Basic Salary and Allowances upto ₹ 180.00 Lakhs.

**RESOLVED FURTHER THAT** notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, as

set out in the explanatory statement forming part of this resolution be paid as minimum remuneration to Mrs. Bhavna Grover, Whole-Time Director.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

6. To approve related party transactions.

To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

“**RESOLVED THAT**, pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and rules thereto, and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, if applicable and subject to such amendments as may be made therein, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into transactions as detailed hereunder with following Related Parties as defined under the Act for purchase/sale of goods, services and/or any other business activities during the financial year 2023-24.

<b>Name of Related Party</b>	<b>Maximum Amount of Transaction</b>	<b>Type of Transaction</b>
Shuddhi Lifecare Private Limited	₹ 10 crore	<b>Sale/Purchase of goods or services</b>

By Order of the Board of Directors  
For **Jeena Sikho Lifecare Limited**

Dated: 16/08/2023  
Place: Chandigarh

Sd/-  
**(Anshika Garg)**  
(Company Secretary)

## ANNEXURE TO ITEM NO. 3

### DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('SEBI LISTING REGULATIONS')

<b>Name of Director</b>	<b>Mrs. Bhavna Grover</b>
<b>DIN</b>	07557913
<b>Date Of Birth</b>	June 05, 1975
<b>Age</b>	48 Years
<b>Date of Appointment on Board of company</b>	Appointed as a director on May 29, 2017. Further, change in designation to Whole Time Director on August 25, 2021.
<b>Education Qualification</b>	B.A.
<b>Relationship with KMP and Directors</b>	Mother of Shreya Grover, Spouse of Manish Grover
<b>Shareholding in company</b>	91,000 Shares
<b>Experience (in years)</b>	Twenty-one (21) Years
<b>Area of Expertise</b>	Human Resource and Legal
<b>Directorship in other public/ private company</b>	<ul style="list-style-type: none"> <li>Shuddhi Lifecare Private Limited</li> <li>Jeena Sikho Foundation</li> </ul>
<b>Partnership in LLP</b>	<ul style="list-style-type: none"> <li>Dupon Clean Biofuels LLP</li> </ul>
<b>Membership in committee of other public company</b>	<ul style="list-style-type: none"> <li>Stakeholder Relationship Committee</li> <li>Corporate Responsibility Committee</li> </ul>

## NOTES:

1. The respective Explanatory Statements, pursuant to Section 102 of the Companies Act 2013, in respect of the business under item no 4, 5, and 6 of accompanying notice is annexed hereto.
2. 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 COMPANY. INSTRUMENT APPOINTING THE PROXY IS ANNEXED HEREWITH AS **ANNEXURE-A**.
3. Proxy forms, in order to be effective, must be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting, duly completed and signed. A proxy does not have the right to speak at the meeting and cast votes only on a poll. A proxy form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution/ authority, as applicable.
4. A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. However, a member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
5. Members are requested to notify immediately any change in their addresses to the Company at its Registered Office.
6. Corporate members intending to send their authorised representative to attend the Meeting pursuant to section 113 of the companies act 2013 are requested to send to the company, a certified true copy of the relevant Board of Director resolution together with their respective specimen signatures authorising their representative (s) to attend and vote on their behalf at the meeting.
7. Members/proxies should bring duly filled Attendance Slip to attend the annual general meeting. Attendance slip is annexed herewith as **ANNEXURE-B**.
8. In case of Joint holders attending the meeting, only such joint holders who are first holders/ higher in order of names will be entitled to vote.
9. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date i.e., August 25, 2023, shall be entitled for final dividend for the Financial Year ended March 31, 2023, if approved at the AGM and to avail the facility of voting at the venue of the meeting. A person who is not a member as on the cutoff date should treat this notice for information purpose only.
10. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote as provided in the Notice convening the Meeting, which is available on the website of the Company.
11. Shareholders may be aware that the Companies Act, 2013, permits service of the Notice of the Annual General Meeting through electronic mode. In view of this the Company would communicate the important and relevant information, events and send the documents including the intimations, notices, annual reports, financial statements etc. in electronic form, to the registered email address of the respective Member. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in the following manner:

The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs with their Depository Participant are requested to register their e-mail address at the earliest. Electronic copy of the Annual Report including Notice of the 6<sup>th</sup> Annual General Meeting of the Company inter-alia indicating the manner of voting along with Attendance Slip, Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes.

However, those members who desire to have a physical copy may request for the same to Company. For members who have not registered their email IDs, physical copies of the Annual Report are being sent in the permitted mode. The Annual Report of the Company will also be made available on the Company's website <https://www.jeenasikho.co.in/>.

The company or its Registrar and Transfer Agents cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates, such changes are to be advised only to the Depository Participants.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of a Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their Demat accounts.
13. Members seeking clarifications on the Annual Report are requested to send in writing through email at [investors@jeenasikho.co.in](mailto:investors@jeenasikho.co.in) at least 7 days before the date of meeting. This would enable the company to compile the information and give replies to all the clarifications sought by the members, in the meeting.
14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the company/ Registrar of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. A periodic statement of holding should be obtained from the concerned Depository Participant and it should be verified.
15. Pursuant to Section 108 of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, August 25, 2023 i.e. the date prior to the commencement of book closure date are entitled to vote on the resolutions set forth in this Notice. The remote e-voting period will commence at 9:00 a.m. on Monday, September 04, 2023 and will end at 5:00 p.m. on Thursday, September 07, 2023. The Company has appointed M/s J Nain & Associates, Company Secretaries, to act as the Scrutinizer, to conduct the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given in the email intimating the dispatch of notice of AGM and Annual Report.
16. MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION. FURTHER MEMBERS ARE REQUESTED TO BRING THEIR ATTENDANCE ALONG WITH COPIES OF THEIR ANNUAL REPORT AT THE MEETING.
17. Route-map to the venue of the Meeting is provided in this Notice.
18. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All documents referred to in the notice and the explanatory statement and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 4.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Meeting and at the venue of the Meeting for the duration of the Meeting.
19. Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books of the Company will be closed from Saturday, August 26, 2023 to Thursday, September 07, 2023 (both days inclusive).
20. Payment of final dividend, as recommended by the Board of Directors, if approved at the AGM, subject to deduction of tax at source to all Beneficial Owners in respect of shares held in dematerialised form - as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on August 25, 2023.
21. Dividend, if approved at the AGM, will be paid within 30 days from the date of the AGM.

In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders at least 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective depository participants.

## EXPLANATORY STATEMENTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### ITEM NO. 4

The members of the company have appointed Mr. Manish Grover as Managing Director in Extra-Ordinary General Meeting held on August 25, 2021. It is proposed to fix their remuneration for financial year 2023-2024.

Name of Related Party	Details
1. Terms of Remuneration	One (1) year
2. Monthly gross salary	₹ 20,00,000/- p.m.

The total managerial remuneration payable to its directors, in respect to its financial year is exceeding eleven percent of the net profits of the company for the Company to be calculated as per the provisions of section 198 of the Companies Act, 2013 ("the Act") and accordingly an approval of shareholders through a special resolution is being sought.

It is hereby confirmed that the Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor.

None of the Directors and Key Managerial Personnel of the company/ and their relatives, except Mrs. Bhavna Grover and his relatives, are in any way concerned or interested, financially or otherwise, in the Special Resolution.

The Board of Directors accordingly commends the resolution for your approval.

### ITEM NO. 5

The members of the company have appointed Mrs. Bhavna Grover as Whole-Time Director in Extra-Ordinary General Meeting held on August 25, 2021. It is proposed to fix their remuneration for financial year 2023-2024.

Name of Related Party	Details
1. Terms of Remuneration	One (1) year
2. Monthly gross salary	₹ 15,00,000/- p.m.

The total managerial remuneration payable to its directors, in respect to its financial year is exceeding eleven percent of the net profits of the company for the Company to be calculated as per the provisions of section 198 of the Companies Act, 2013 ("the Act") and accordingly an approval of shareholders through a special resolution is being sought.

It is hereby confirmed that the Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor.

None of the Directors or Key Managerial Personnel of the company/ and their relatives, except Mrs. Manish Grover and her relatives, are in any way concerned or interested, financially or otherwise, in the Special Resolution.

The Board of Directors accordingly commends the resolution for your approval.

### ITEM NO. 6

#### Explanatory Statement

The company enters into various related party transactions with Shuddhi Lifecare Private Limited. The Board of Directors intends to enter into various related party transactions with these parties in financial year 2023-2024.

As per Section 188 of the Companies Act 2013, the company shall not enter into a contract or arrangement with any related party except with the prior approval of the company by a resolution if they are not in the ordinary course of business and not on arm's basis. However, the above transactions are in ordinary course of business and on arm length basis.

The Board of Directors recommends this resolution for the approval of the shareholders through **Ordinary Resolution**.

None of the Directors or Key Managerial Personnel of the company/ and their relatives, except Mr. Manish Grover, Mrs. Bhavna Grover and her relatives, are in any way concerned or interested, financially or otherwise, in the Ordinary Resolution.

## ANNEXURE-A

### FORM NO. MGT-11

#### Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN:** L52601PB2017PLC046545

**NAME OF THE COMPANY:** JEENA SIKHO LIFECARE LIMITED

**REGISTERED OFFICE:** SCO 11 First Floor, Kalgidhar Enclave, Zirakpur, Mohali, Punjab-140604

**VENUE FOR MEETING:** Shuddhi Ayurveda Panchkarma Hospital, Pind Devinagar, Hadbast No. 18 Tehsil, Derabassi Dist, Punjab 140507

Name of the members (s): .....

Registered address: .....

E-Mail Id: .....

Folio No/Client Id: .....

DP ID: .....

I/We, being the member (s) of ..... shares of the above-named company, hereby appoint

1. Name: .....

Address: .....

E-mail Id: .....

Signature: ....., or failing him.

2. Name: .....

Address: .....

E-mail Id: .....

Signature: ....., or failing him.

3. Name: .....

Address: .....

E-mail Id: .....

Signature: .....

as my proxy to attend and vote (on a poll) for me and on my behalf at the 6<sup>th</sup> Annual General Meeting of the company, to be held on Friday, September 08, 2023 at 12 Noon at Shuddhi Ayurveda Panchkarma Hospital, Pind Devinagar, Hadbast No. 18 Tehsil Derabassi Dist, Punjab 140507 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution(s)	Vote	
		For	Against
1	To receive, consider and adopt the Audited Accounts of the Company for the financial period ended on March 31, 2023 together with the reports of Directors and Auditors thereon.		
2	To declare final dividend on equity shares for the Financial Year ended March 31, 2023.		
3	To re-appoint Mrs. Bhavna Grover as a Director who retires by rotation & being eligible offers himself for re-appointment.		
4	To Fix remuneration of Mr. Manish Grover, Managing Director of the company.		
5	To Fix remuneration of Mrs. Bhavna Grover, Whole-Time Director of the company.		
6	To approve related party transactions.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Signature of the shareholder across the Revenue Stamp



## ANNEXURE-B

### ATTENDANCE SLIP

06<sup>th</sup> Annual General Meeting of "JEENA SIKHO LIFECARE LIMITED"

Registered Office: SCO 11 First Floor, Kalgidhar Enclave, Zirakpur, Mohali Punjab-140604

Reg. Folio: ..... No. of Shares Held: .....

Full Name of Shareholder: .....

Full Name of Proxy/ Authorised Representative: .....

Regd. Folio No. : .....

DP Id: .....

No. of Shares Held: .....

Client Id: .....

I hereby record my presence at the 06<sup>th</sup> Annual General Meeting of the Company held on Friday, September 08, 2023 at 12 Noon at Shuddhi Ayurveda Panchkarma Hospital, Pind Devinagar, Hadbast No. 18 Tehsil Derabassi Dist, Punjab 140507

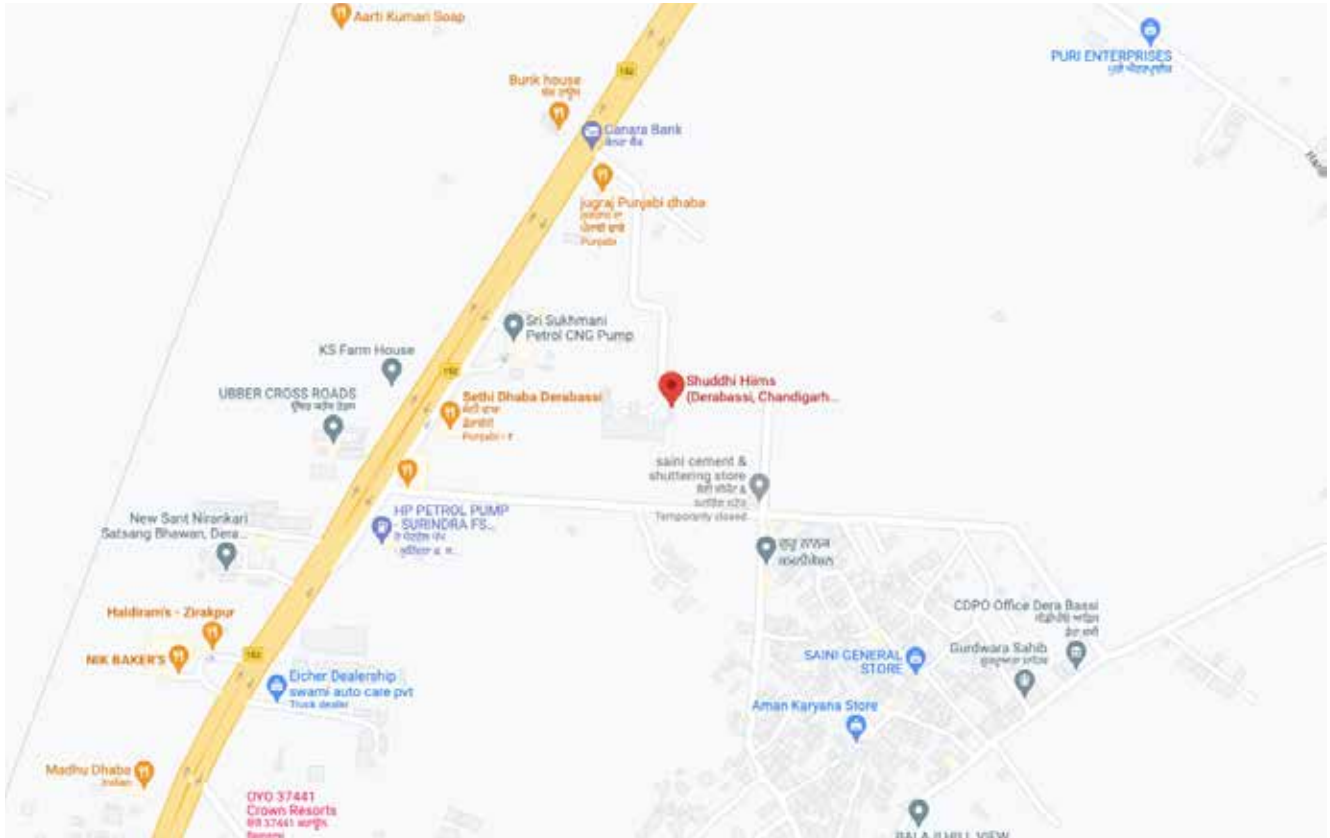
.....  
Name of the member/ Proxy/ Authorised Representative  
(In BLOCK LETTERS)

.....  
Signature of member/ Proxy/ Authorised Representative

Note: Please fill in this attendance slip and hand it over at the venue.

\* Strike out whichever is not applicable.

### ROUTE MAP TO THE AGM VENUE



#### **JEENA SIKHO LIFECARE LIMITED**

Shuddhi Ayurveda Panchkarma Hospital,  
PIND DEVINAGAR, HADBAST NO. 18 TEHSIL DERABASSI DIST, PUNJAB 140507

#### **6<sup>th</sup> Annual General Meeting**

Friday, September 08, 2023, at 12 Noon