

Jeena Sikho Lifecare Limited

CIN: L52601PB2017PLC046545

Registered Office: SCO 11, Kalgidhar Enclave, Zirakpur, Mohali Punjab – 140604, India
Tel. No.: 017-62513185, Website: <https://www.jeenasikho.co.in/>, Email ID: cs@jeenasikho.co.in

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with companies (Management and Administration) Rules, 2014

**To,
The Members of
Jeena Sikho Lifecare Limited**

Notice is hereby given pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "**Act**"), read together with Rule 22 of the Companies (Management & Administration) Rules, 2014, (*including any statutory modification or retrenchment thereof for the time before in force*), read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17 / 2020 dated April 13, 2020, in relation to extension of framework *Clarification on passing of ordinary and special resolutions* by companies under the Companies Act, 2013 and the rules made thereunder *in view of prevailing condition of COVID-19 Pandemic* and General Circular No. 11/2022 dated December 28, 2022, in relation to extension of the framework provided in the aforementioned circulars up to September 30, 2023 ("**MCA Circulars**"), issued by Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations, 2015**"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings ("**SS-2**") and pursuant to any other applicable law and regulations, to transact the special business as set out hereunder to be passed by the shareholders as **Special Resolution** by way of Postal Ballot.

In compliance with the aforesaid MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose email addresses are registered with the Company/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the Explanatory Statement pertaining to the aforesaid resolution setting out the material facts and the reasons thereof are annexed with this Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed J Nain & Associates as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Further, in compliance with the provisions of Sections 108 and 110 of the Act read with the Rules and MCA Circulars as well as pursuant to Regulation 44 of the Listing Regulations, 2015, the Company is offering remote E-voting facility to its Members, to enable them to cast their votes electronically. Please note that there shall not be physical meeting of member of the Company. Further note that eligible shareholders may in accordance with the provision of section 112 and 113 of the Act appoint representatives for the purpose of voting through e-voting.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing remote e-voting facility to its members. The instructions for remote E-voting are appended to this Notice. Further, the Notice is also available on the website of the Company <https://www.jeenasikho.co.in/>.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (**FOR**) or dissent (**AGAINST**) by casting their votes only through remote e-voting facility not later than 5:00 p.m. (IST) on *Wednesday, March 23, 2023*. The remote e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

After completion of e-voting and scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman or any Director of the Company authorised by him. The results of the voting conducted through Postal Ballot (through the remote e-voting process) along with the Scrutinizer's Report, will be announced by the Chairman or Director as authorised, on or before *Wednesday, March 27, 2023* and the same will be displayed on the website of the Company i.e., <https://www.jeenasikho.co.in/>, the website of CDSL i.e., www.evotingindia.com and shall also be communicated to National Stock Exchange of India Limited ('NSE'), where the Company's Equity Shares are listed and be made available on its website viz www.nseindia.com.

SPECIAL BUSINESS:

ITEM NO. 1 – Approval for shifting of Registered Office of the Company from the State of Punjab to NCT of Delhi

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

“RESOLVED THAT pursuant to the provisions of Section 12 and 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rule 30 of the Companies (Incorporation) Rules, 2014, and subject to the approval of the Regional Director (Northern Region) or Central Government or any other relevant authority and such other approvals, permissions, consents, sanctions of any regulatory or statutory authorities as may be required in this regard, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from State of Punjab to National Capital Territory (NCT) of Delhi (i.e. *from the jurisdiction of the ROC – Chandigarh to ROC - Delhi*).”

“RESOLVED FURTHER THAT pursuant to Section 13 and 110 of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and subject to the confirmation and approval from the Regional Director (Northern Region) or the Central Government, and/or any other applicable approval of any authority if any, the existing Clause 2 of the Memorandum of Association of the Company be and is hereby substituted and replaced as hereunder.

2. The Registered Office of the Company will be situated in the **NCT of Delhi**.”

“RESOLVED FURTHER THAT any directors of the Company be and is hereby authorised to file applications/ petitions, issue notices, advertisements, appoint counsels, appoint practicing Company Secretary, appoint consultants, obtain order for shifting of the Registered Office, agree to make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval/consent, as may be considered necessary and take such steps and to do such acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

**By the order of Board of Directors,
For Jeena Sikho Lifecare Limited**

**Sd/-
Manish Grover
Director
DIN: 07557886**

Date: February 15, 2023

Place: Zirakpur, Punjab

NOTES:

1. The Explanatory Statement for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Act setting out the material facts relating to the aforesaid resolution is annexed hereto and forms part of this Notice.
2. In line with the MCA Circulars, Postal Ballot Notice is being sent by electronic mode at e-mail address to all those Shareholders, whose names appear in the List of Beneficial Owners/Register of Members, received from Skyline Financial Services Private Limited, the Registrars and Share Transfer Agents (“RTA”) of the Company as on the **Cut-off Date** *Friday, February 10, 2023*.
3. Only those Shareholders whose names are appearing in the List of Beneficial Owners/Register of Members as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting.
4. In compliance with Sections 108 and 110 of the Act and the rules made there under, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by CDSL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
5. The e-voting will commence at 9:00 Hours (IST) on *Wednesday, February 22, 2023* and will end at 17:00 Hours (IST) on *Thursday, March 23, 2023*. The remote e-voting module shall be disabled by CDSL thereafter.
6. The Scrutinizer will submit his report to the Chairman or Director of the Company after the completion of scrutiny, and the results of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before *March 27, 2023* and will also be displayed on the website of the Company <https://www.jeenasikho.co.in/>, as well as will be communicated to NSE.
7. Voting in Postal Ballot cannot be exercised through Proxy except where representative appointed in terms of Section 112 and 113 of the Act.
8. The resolutions, if passed by the requisite majority shall be deemed to have been passed on *March 23, 2023* i.e., the last date specified for receipt of votes through the e-voting process.
9. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investors@jeenasikho.co.in.
10. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section “**Instruction for e-voting for Postal Ballot**” in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on *March 23, 2023* to be eligible for being considered. e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

INSTRUCTION FOR E-VOTING FOR POSTAL BALLOT

- The remote **e-voting period** will commence on *Wednesday, February 22, 2023 at 09:00 A.M. and will end on Thursday, March 23, 2023 at 05:00 P.M.* The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **cut-off date** i.e., *Friday, February 10, 2023* may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the **cut-off date**, being *Friday, February 10, 2023*.
- In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242** 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 advised to update their mobile number and Email ID in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, 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 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 URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly. 3) If the user is <i>not registered</i> for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. <i>After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.</i>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a Mobile. Once the home page of e-services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. <i>Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.</i> 2) If the user is <i>not registered</i> for IDeAS e-services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) 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. 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., <i>your sixteen-digit demat account number</i> 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. <i>Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote</i>

	<i>during the remote e-Voting period.</i>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account <i>through your Depository Participant registered with NSDL/CDSL for e-Voting facility</i>. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site.</p> <p>After successful authentication, wherein you can see e-voting feature. <i>Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</i></p>

Important note: Shareholders 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., CDSL and NSDL

Login Method	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 22 5533.
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- *Currently, no shareholder of the Company is holding shares in physical mode. Hence, voting instructions for physical shareholder is not provided in this Postal Ballot Notice.*
- **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "**Corporates**" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; moongipacs@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

- 1. For Demat shareholders** – Please *update your Email ID & mobile no.* with your respective Depository Participant (DP)
- 2. For Individual Demat shareholders** – Please *update your Email ID & mobile no.* with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-voting from the CDSL e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 5533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai.

**By the order of Board of Directors,
For Jeena Sikho Lifecare Limited**

**Sd/-
Manish Grover
Director
DIN: 07557886**

Date: February 15, 2023

Place: Zirakpur, Punjab

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

Resolution No. 1 - Approval for shifting of Registered Office of the Company from the State of Punjab to NCT of Delhi

Presently, the Registered Office of the Company is situated in SCO 11, Kalgidhar Enclave, Zirakpur, Mohali Punjab – 140604 (*under the jurisdiction of ROC - Chandigarh*), and a Proposal for shifting of Registered Office is being placed before the Board of Directors of the Company (hereinafter to referred as “**Board**”) and Board at its meeting held on February 15, 2023 (“Board Meeting”) has, subject to the approval of the shareholders of the Company by way of special resolution through postal ballot/e-voting and subject to approval of Regional Director (Northern Region) and such other approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the proposal for shifting of Registered Office of the Company. Due to such shifting of Registered Office, ROC Jurisdiction of Company will also be changed from ROC – Chandigarh to ROC – Delhi.

Change of Registered Office of the Company will ensure ease of administration and enable the Company to handle its business activities more efficiently and run its business more economically, effectively and conveniently. The shifting of the Registered Office as aforesaid would in no way be detrimental to the interest of any member of the Company, public, employees, shareholders and associates of the Company in any manner.

In terms of Section 12, 13, 110 and other applicable provisions of the Act, 2013 read with Rules made thereunder, such shifting of Registered Office from one state to another and consequent alteration of the Memorandum of Association (“MOA”) requires the approval of the Members of the Company by way of Special Resolution and approval of the Regional Director (*pursuant to delegation of power by Central Government to Regional Director*)

Accordingly, approval of the members is sought by way of Postal Ballot through Remote e-voting for shifting of the Registered Office of the Company from the State of Punjab to the NCT of Delhi and consequently for altering Clause 2 of the Memorandum of Association of the Company to reflect that:

2. The registered office of the Company will be situated in the NCT of Delhi

The existing MOA of the Company as well as the MOA with the proposed amendments will be available for online inspection on all days except for Saturday and Sunday till the last date of Remote e-voting i.e *March 23, 2023*. The documents shall also be available for inspection at the Registered Office and a copy of the same shall be available at the Corporate Office of the Company between 03.00 P.M. to 05.00 P.M. on all days except for Saturday and Sunday till the last date of Remote e-voting.

Members who wish to inspect the documents are requested to send an e-mail to investors@jeenasikho.co.in mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect in this regard.

The Board of Directors recommends the resolution set forth in Item no. 1 for approval of the Members by way of a **Special Resolution**.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out at Item No. 1 of the Notice except to the extent of their respective shareholding in the Company, if any.

**By the order of Board of Directors,
For Jeena Sikho Lifecare Limited
Sd/-**

**Manish Grover
Director
DIN: 07557886**

**Date: February 15, 2023
Place: Zirakpur, Punjab**