



100 वर्षों तक स्वस्थ,
सुखी व सम्यन्न जीने के लिए



JEENA SIKHO LIFECARE LIMITED

(Formerly known as Jeena Sikho Lifecare Private Limited)

REGD OFFICE: SCO-11, Kalgidhar Enclave, Baltana, Zirakpur, Punjab-140604, 01762-513185
Branch: B-26, Opp. Metro Pillar No. 223, Rohtak Road, New Multan Nagar, Delhi - 110056

CIN NO.: L52601PB2017PLC046545

Email ID.: cs@jeenasikho.co.in

Ref. No.

Dated

Date: 15th February, 2023

To,
The Manager- Listing,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai-400051

Dear Sir/Madam,

Sub: Outcome of meeting of Board of Directors held on 15th February, 2023-Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sir/Madam,

This is to inform you that the Board of Directors of the Company, at its meeting held today, the 15th of February, 2023, through video conferencing has upon consideration of the recommendations of Audit Committee, inter alia, approved the following items:

1. Considered and approved the proposal for shifting of Registered Office of the Company from the State of Punjab to NCT of Delhi, and consequent changes in the Clause 2 of the Memorandum of Association ("MOA") of the Company subject to approval of shareholders by way special resolution through Postal Ballot and other necessary approvals, whenever required.
2. Considered and approved the Postal Ballot Notice for shifting the Registered Office and also for alteration in the Clause 2 of MOA as stated above.
3. Appointment of **J Nain & Associates**, Practicing Company Secretaries as the scrutinizer to conduct the Postal Ballot process through e-voting in fair and transparent manner for the above mentioned and allied matters thereto.

Further note that, cut-off date for determining eligible shareholders entitled to vote being Friday, February 10, 2023 for voting to the proposed resolution as set out in the Postal Ballot Notice.



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4. Approval of Scheme of Arrangement under Sections 230 to 232 of the Companies Act, 2013 between **Shuddhi Lifecare Private Limited** ("SLPL" or "**Demerged Company**") and **Jeena Sikho Lifecare Limited** ("JSLL" or "**Resulting Company**") and their respective shareholders.

The said Scheme of Arrangement for Demerger is subject to necessary statutory and regulatory approvals including the approval of the Securities and Exchange Board of India (SEBI), Stock Exchanges, Hon'ble National Company Law Tribunal, respective shareholders and creditors, if any, of each of the companies involved in the Scheme.

The disclosures in respect of the aforesaid Scheme of Arrangement for Demerger as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 are enclosed as **Annexure A**.

The meeting of board of directors commenced at 03:00 PM. and concluded at 06:00 P.M.

You are requested to take the above information on your records and disseminate the same on your website.

Thanking You,

**For and on behalf of Board of
Jeena Sikho Lifecare Limited**

Manish Grover
Managing Director
DIN: 07557886
Encl:- As stated above



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Annexure-A

S.No.	Particulars	Details
a)	Brief details of the division(s) to be demerged.	<p>Shuddhi Lifecare Private Limited (“SLPL” or “Demerged Company”)(CIN: U24303PB2023PTC057614) is a Private Limited Company, which was converted into Private Limited Company from Partnership Firm named M/S Divya Upchar Sansthan on 4th Day of January, 2023 under the name of “SHUDDHI LIFECARE PRIVATE LIMITED”, in Chandigarh under the Companies Act, 2013. (hereinafter referred to as the “Demerged Company”). The registered office of the Demerged Company is situated at SCO-12, Kalgidhar Enclave Baltana, Zirakpur Baltana Mohali Punjab 140604 India.</p> <p>Shuddhi Lifecare Private Limited involved in various allied activities through various undertakings: <u>Undertaking 1:</u></p> <p>a) To set up manufacturing unit or plant to manufacture, process, design develop, Ayurvedic medicines and all the other kinds of pharmaceuticals healthcare, ayurvedic and dietary supplement products. To purchase, lease or otherwise acquire, establish, maintain, operate, run, manage or administer Ayurvedic hospitals/Hospitals, medicare, nursing homes, health care, diagnostics, health aids and research centres.</p> <p>b) To open branches, offices, laboratories in relation to sale of medicines and provide consultancy thereof. To provide medical relief to the public in all branches of medical schemes by all available means. (Hereinafter referred as “<u>Undertaking 1</u>”)</p>



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Undertaking 2

- (a) To formulate, process, develop, refine, import, export, trade all kinds of pharmaceuticals, healthcare, ayurvedic and dietary supplement products and provide consultancy thereof.
- (b) To carry on business as producers, processors, growers, fermentations, distillers, refiners, makers, inventors, convertors, importers, exporters, traders, buyers, sellers, suppliers, agents, distributors or otherwise deal in Ayurvedic medicines.

To provide customer care and customer support services to our clients through establishment of call centres.
(Hereinafter referred as “Undertaking 2”)

And

Jeena Sikho Lifecare Limited (“JSLL” or “Resulting Company”) (CIN: L52601PB2017PLC046545) is a Public Limited Company incorporated on 29th Day of May, 2017 under the name “JEENA SIKHO LIFECARE LIMITED” in Chandigarh under the Companies Act, 2013. (hereinafter referred to as the **“Resulting Company”**). The registered office of the Resulting Company is situated at SCO 11 First Floor, Kalgidhar Enclave Zirakpur Mohali Punjab 140604 India.

Particulars	Shuddhi Lifecare Private Limited	Jeena Sikho Lifecare Limited
Paid up Capital	Rs.10,000,000	Rs.138,111,920
Net Worth	Rs.42,247,878	Rs.1,15,26,66,000
Turnover	Rs. 121,581,303	Rs. 158,59,76,000



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		<p>Demerger of “Undertaking 1” from the Shuddhi Lifecare Private Limited into Jeena Sikho Lifecare Limited as a going concern in compliance with Section 2(19AA) of Income-tax Act,1961; Above data on standalone basis, for the period ended on 31st January,2023. Based on unaudited Balance sheet.</p>
b)	<p>Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year.</p>	<p>Not Applicable since this is the case of demerger from an unlisted company into a listed company.</p>
c)	<p>Rationale for demerger</p>	<p>a) The Undertaking 1 of Demerged Company’s business shall be integrated and consolidated with business in relation to generic products carried out by the Resulting Company resulting in strengthening of the business, synergistic benefits, economies of scale, faster decision making, integration of supply chain, reduction in operating costs, strengthening the focus, enhancing the ability to deal with regulatory challenges, long-term growth, increasing profitability, higher market share, better customer service, increased ability to face the competitive regulatory environment, risks and policies and consolidating the financial, management and operational resources. In view of focused management time and operation attention and to manage the business more effectively.</p> <p>b) The proposed Scheme shall also enable the Undertaking 1 of Demerged Company to address the competitive regulatory environment, risks and policies, better management of supply chain, better product profiling, greater differentiation, ability</p>



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	<p>to strategize the business for long term growth, consolidation and creation of shareholder value.</p> <p>c) The proposed Scheme shall enable the Resulting Company to better focus, strategize and grow the businesses, will also help retain and increase the competitive strength thereby directly and indirectly strengthening the reputation, goodwill, customer service, customer recall, distribution network, overall economies of scale for the respective businesses of the Undertaking 1 of Demerged Company and the Resulting Company.</p> <p>d) The proposed Scheme shall help the Resulting Company to retain, enhance and grow the goodwill and the reputation of the Undertaking 1 of Demerged Company thereby directly and indirectly supporting the growth of the business and further diluting any adverse competitive pressures.</p> <p>e) The proposed Scheme shall most likely allow a focused strategy in operations with faster decision making, economy of scale which would be in the best interests of the Demerged and Resulting Companies and their respective shareholders and other stakeholders.</p> <p>f) The proposed Scheme will result in cost saving for both the Companies as they are engaged in related activities which is expected to result in higher profitability levels through faster and effective decision making and avoiding duplication of efforts for both the Companies. It is believed that the faster decision making of the Companies would be in the best interests of the shareholders, employees and other stakeholders of both the Companies.</p> <p>g) The Resulting Company would be in a position to consolidate operations including the integration of supply chain through optimum utilization of its resources and avoidance of</p>
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		<p>duplication. The Resulting Company would be in a position to achieve cost efficiencies in manpower and other costs in relation to the business.</p> <p>h) This arrangement would result in reduction of costs including efficiency in administrative Costs pooling of business and strategic resources economies of scale and focused management control. The Scheme is in the interest of both the companies and will help in growth and expansion of the business. The arrangement would enable the consolidation of business and carry on the same more efficiently and effectively.</p> <p>The Boards of Demerged as well as Resulting companies believe that the proposed scheme will contribute to smooth integration of relevant undertakings of both the Companies and would benefit the shareholders, employees and other stakeholders of the Demerged Company and the Resulting Company.</p>
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d)	Brief details of change in shareholding pattern (if any) of all entities	Brief details of change in shareholding pattern (if any) of Listed Entity (Jeena Sikho Lifecare Limited) <table border="1"><thead><tr><th>Category</th><th colspan="2">Pre-Demerger</th><th colspan="2">Post Demerger</th></tr><tr><td></td><th>No. of Shares</th><th>% of Total</th><th>No. of Shares</th><th>% of Total</th></tr></thead><tbody><tr><td>Promoters</td><td>9,143,000</td><td>66.20</td><td>1,05,43000</td><td>69.31</td></tr><tr><td>Public</td><td>4,668,192</td><td>33.80</td><td>4,668,192</td><td>30.69</td></tr><tr><td>Total</td><td>1,38,11,192</td><td>100</td><td>15211192</td><td>100</td></tr></tbody></table> Unlisted Entity (Shuddhi Lifecare Private Limited) <table border="1"><thead><tr><th>Category</th><th colspan="2">Pre-Demerger</th><th colspan="2">Post Demerger</th></tr><tr><td></td><th>No. of Shares</th><th>% of Total</th><th>No. of Shares</th><th>% of Total</th></tr></thead><tbody><tr><td>Promoters</td><td>1,000,000</td><td>100%</td><td>1,000,000</td><td>100%</td></tr><tr><td>Public</td><td>--</td><td>--</td><td>--</td><td>--</td></tr></tbody></table>	Category	Pre-Demerger		Post Demerger			No. of Shares	% of Total	No. of Shares	% of Total	Promoters	9,143,000	66.20	1,05,43000	69.31	Public	4,668,192	33.80	4,668,192	30.69	Total	1,38,11,192	100	15211192	100	Category	Pre-Demerger		Post Demerger			No. of Shares	% of Total	No. of Shares	% of Total	Promoters	1,000,000	100%	1,000,000	100%	Public	--	--	--	--
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e)	In case of cash consideration — amount or otherwise share exchange ratio	The Resulting Company shall issue 7 equity share for 5 equity share held by the equity Shareholders of the Demerged Company.																																													
f)	Whether listing would be sought for the resulting entity.	NA																																													