



## **GIAN LIFE CARE LIMITED**

Regd Office:- 7/216 (6) Swaroop Nagar (Infront of L.L.R. HoSpital), Kanpur, Uttar Pradesh-208002

CIN: U85100UP2018PLC110119; Mobile: 8808051576

Website: <https://gianlifecare.org/>;

Email: gpxreport@gmail.com

To,

Date: 07-09-2024

**The Manager-CRD,  
BSE Limited,  
Phirozee Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001.**

**Scrip Code: 542918**

**Dear Sir,**

**Sub: 6<sup>th</sup> Annual Report of the Company for the financial year ended 31<sup>st</sup> March, 2024**

Pursuant to the provisions of Regulations 30, 34, 42, 44 and 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please take note of the following:

1. Please find enclosed herewith a copy of the Notice convening 6<sup>th</sup> Annual General Meeting (AGM) of the Company scheduled to be held on **Day - Monday, Date - September 30, 2024, and Time - 09.30 A.M.**
2. In compliance with the provisions of section 108 of the companies Act, 2013 read with Rule 20 of the companies (Management and Administration) Rules 2014 and Regulation 44 of the Listing Regulations, the company is pleased to provide the Members, facility to exercise their right to vote at the 6<sup>th</sup> AGM on the business mentioned in the AGM Notice through e-voting services provided by CDSL.
3. The company has fixed 23<sup>rd</sup> September, 2024 as the 'cut-off date' for ascertaining the names of the Members, holding shares either in physical form or in dematerialized form, who will be entitled to cast their votes electronically between Friday, 27<sup>th</sup> September, 2024 (09.00 A.M.) and Sunday, 29<sup>th</sup> September, 2024 (05.00 P.M.) and also during AGM in respect of business to be transacted at the aforesaid AGM.

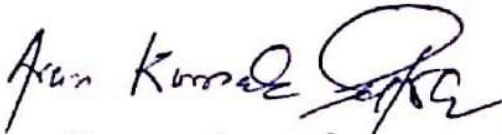
4. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 24<sup>th</sup> September, 2024 to Monday, 30<sup>th</sup> September, 2024 (Both days inclusive), for the purpose of the AGM.

This is for your kind information and records.

Thanking You

Yours faithfully,

For **GIAN LIFE CARE LIMITED**



**(Arun Kumar Gupta)**

**Managing Director**

**DIN:- 01331593**

**Encl:- As above**



## GIAN LIFE CARE LIMITED

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CIN: L85100UP2018PLC110119

Mobile: 8808051576

Website: <https://gianlifecare.org/>;

Email: gpxreport@gmail.com

### **NOTICE OF 6<sup>th</sup> ANNUAL GENERAL MEETING**

**Dear Members,**

**NOTICE** is hereby given that **6<sup>th</sup> Annual General Meeting ("AGM")** of the Members of the Company will be held on: **Day - Monday, Date - September 30, 2024, and Time - 09.30 A.M.** at the registered office of the Company at 7/216, (6), Swaroop Nagar, Kanpur-208002, Uttar Pradesh to transact the following businesses:-

#### **ORDINARY BUSINESSES:-**

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Rashika Agarwal (DIN: 08275078) who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.

#### **SPECIAL BUSINESSES: -**

3. **Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61,& 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present INR 12,00,00,000/- (Rupees Twelve Crores only) consisting of 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each to INR 42,00,00,000/- (Rupees Forty Two Crores only) consisting of 4,20,00,000 (Four Crore Twenty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

***"V. The authorized Share Capital of the Company is Rs. 42,00,00,000/- (Rupees Forty Two Crores only) consisting of 4,20,00,000 (Four Crore Twenty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each with power to increase and/ or reduce the capital of the company as provided in the Articles of the Company"***

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to take such steps as may be necessary and to execute all deeds, applications, documents and writings that may be required and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company.

**4. Re-appointment of Shri Arun Kumar Gupta (DIN:-01331593) as Managing Director and Key Managerial Personnel of the Company.**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Arun Kumar Gupta (DIN:- 01331593) as Managing Director and Key Managerial Personnel of the Company for a period of 5 years w.e.f. March 15, 2024 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Shri Arun Kumar Gupta.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

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**For and on behalf of the Board**

**Date: September 05, 2024**

**Place: Kanpur**

**(Rashika Agarwal)**

Director  
DIN:- 08275078

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 (forty eight) hours before the commencement of the meeting. In case, the Proxy fails to do so, the first fifty proxies received by the Company shall be considered as valid. The instrument of Proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company, duly completed and signed, not later than 48 (forty eight) hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / letter of authority, as applicable.
2. Corporate Members intending to send their authorised representatives to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 24<sup>th</sup> September, 2024 to Monday, 30<sup>th</sup> September, 2024 (Both days inclusive).
4. Brief Profile under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and in terms of Secretarial Standards-2 issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment/ re-appointment at the 6<sup>th</sup> AGM forms part of this notice.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant(s). Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled-in 'E-communication Registration Form' available on the website of the Company. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.
6. The Notice of AGM and Annual Report are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
7. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on 23<sup>rd</sup> September, 2024, i.e.

the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Friday, 27<sup>th</sup> September, 2024 and will end at 5.00 p.m. on Sunday, 29<sup>th</sup> September, 2024. The Company has appointed Mr. Prakhar Pandey, Company Secretaries (FCS 11815 and CP No. 23619), to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

8. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date.
9. Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts maintained under Section 189 of the Act will be available at the venue for inspection.

#### **CDSL e-Voting System and other instructions regarding Remote e-voting:**

- (i) The remote e-voting period will commence at 9.00 a.m. on Friday, 27<sup>th</sup> September, 2024 and will end at 5.00 p.m. on Sunday, 29<sup>th</sup> September, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23<sup>rd</sup> September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.  
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.  
In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iv) [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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

| Type of shareholders  | Login Method   |
|---|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | <ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol> |
| Individual Shareholders holding securities in demat mode with <b>NSDL</b> | <ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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. 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the</li> </ol>   |

|  |   |
|--|---|
|  | <p>following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 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 &amp; voting during the meeting</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 after successful authentication, wherein you can see e-Voting feature. 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 &amp; voting during the meeting.</p>   |

[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. CDSL and NSDL.](#)

| <u>Login type</u>   | <u>Helpdesk details</u>  |
|---|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at 022- 23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30               |

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.



- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

|   | <b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>   |
|---|--|
| PAN   | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>                 |
| Dividend Bank Details <b>OR</b> Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul> |

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
  - Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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; [rajshreeexportsltd@gmail.com](mailto:rajshreeexportsltd@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 Physical shareholders- please provide necessary details like 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 **Company/RTA email id.**
2. For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP)
3. 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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

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 Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**Item No. 3 - Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company.**

The Current Authorized Share Capital of your Company is INR 12,00,00,000 (Rupees Twelve Crores only) consisting of consisting of 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each. The Company proposes to increase its authorized share capital to INR 42,00,00,000/- (Rupees Forty-Two Crores only) consisting of 4,20,00,000 (Four Crore Twenty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each to infuse further equity in the near future for which it is necessary to increase the current Authorized Share Capital of the Company.

Pursuant to the provisions of Section 61 the proposed increase of Authorized Share Capital of the Company requires approval of the Members of the Company. Consequent upon the increase in Authorized Share Capital of the Company, Clause V of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 3 of the Notice.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding. The Board of your Company recommends that the resolutions under Item No. 3, be passed in the interest of your Company.

**Item No. 4 - Re-appointment of Shri Arun Kumar Gupta as Managing Director and Key Managerial Personnel of the Company.**

Based on the recommendation of Nomination and Remuneration Committee duly approved by the resolution passed at its meeting, the Board of Directors has reappointed Shri Arun Kumar Gupta as the Managing Director of the Company for a period of 5 (Five) years w.e.f. March 15, 2024, subject to approval of the members in General Meeting upon terms and conditions set out in the draft agreement to be entered into by the Company with him as approved by the Board of Directors.

Shri Arun Kumar Gupta's visionary guidance has been instrumental in driving company's remarkable growth. Throughout his tenure, including the challenging times presented by the COVID-19 pandemic, he has exhibited exceptional leadership skills and a steadfast commitment towards Company's progress. Under his astute leadership, the Company has achieved steady growth, marked by consistent expansion, strategic initiatives, and a relentless pursuit of excellence. His ability to navigate through uncertainties and make well-informed decisions has ensured the sustainability of Company's operations. It would be therefore in the interest of the Company to re-appoint Shri Arun Kumar Gupta as Managing Director of the Company.

The material terms and conditions of the said draft Agreement are as under:

1. **Period of Agreement:** March 15, 2024 to March 14, 2029
2. **Remuneration:**
  - a) **Basic Salary :**  
Basic Salary of INR 1,50,000/- per month with a power to the Board to give one or more annual increment subject to maximum basic salary of INR 5,00,000/- per month apart from payments to be made for his services in professional capacity.
  - b) **Perquisites/Allowances:**  
In addition to salary, the Managing Director shall be entitled to the following perquisites/allowances:

Bonus, reimbursement of medical expenses (whether in India or abroad) and medical insurance premium for self and family, use of car with driver and telephone and internet facilities at residence and mobile phone facility, personal accident insurance, assignment of key man and other insurance policies obtained by the Company and such other perquisites and special allowances as may be determined by the Board from time to time.

- c) Managing Director shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified herein:
- i. contribution to the Provident Fund, Contribution to Gratuity Fund as per the rules of the Company.
  - ii. Gratuity payable at the rate not exceeding half a month's salary for every completed year of service.
  - iii. Encashment of leave as per rules of the Company.

Explanation: For the purpose of this Agreement, "Family" means the spouse and dependent children of Managing Director.

- d) Perquisites and allowances together with the salary payable as aforesaid shall be restricted to and subject to the applicable overall maximum ceiling set out in Section 197 read with Schedule V of the Companies Act, 2013 or any amendments or modifications that may be made thereto by the Central Government in that behalf from time to time.
3. Where in any financial year during his tenure as Managing Director, if the Company has no profit or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites/ allowances as aforesaid.
  4. Managing Director shall be entitled to annual leave for a period of thirty-five days and shall be entitled to accumulate earned leave for a maximum of ninety days.
  5. Managing Director shall be entitled to:
    - a) the reimbursement of entertainment expenses actually incurred by him in the course of legitimate business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors; and
    - b) the reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively for the business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors.
  6. No sitting fees shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.
  7. Notwithstanding anything to the contrary contained in the Agreement, either party shall be entitled to terminate the Agreement, at any time by giving to the other party 90 days' notice in writing in that behalf without the necessity of showing any cause and on expiry of the period of such notice, this Agreement shall stand terminated and Managing Director shall cease to be the Managing Director of the Company. The said notice period of 90 days may be waived mutually.
  8. The terms and conditions of the said appointment herein and/ or agreement may be altered and varied by the Board of Directors from time to time at its discretion as it may deem fit so as not to exceed the limits specified in the Schedule V to the Companies Act, 2013, or any other amendments made hereafter in that regard.
  9. The other terms and conditions of the agreement are such as are customarily contained in the agreement of similar nature.
  10. The said re-appointment / agreement including the remuneration payable to him, is subject to the approval of the members and all such sanctions as may be necessary and shall be given effect to as per the modification, if any, made/ approved.

The draft Agreement to be entered into between the Company and Shri Arun Kumar Gupta is open for inspection at the Registered Office of the Company on any working days (excluding Saturdays) between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting.

Your Directors recommend the resolution at Item No. 4 of the Notice for your approval. Shri Arun Kumar Gupta is interested in the said resolution as it pertains to his own re-appointment. Ms. Avani Gupta, Ms. Rashika Agarwal and Mr. Shivam Mamgain are deemed to be interested in the said resolution as they are related to Shri Arun Kumar Gupta. Prescribed details of Shri Arun Kumar Gupta are provided in the notes to the Notice. The other relatives of Shri Arun Kumar Gupta may be deemed to be interested in the said resolution at Item No. 4 of the Notice to the extent of their shareholding, if any, in the Company.

None of the other Directors, Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially, or otherwise, in the said resolution.

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**For and on behalf of the Board**

**Date: September 05, 2024**

**Place: Kanpur**

**(Rashika Agarwal)**

Director

DIN:- 08275078

*Annexure to the Notice*

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE  
FORTHCOMING ANNUAL GENERAL MEETING**

[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

|  |   |                            |
|--|---|----------------------------|
| <b>Brief Resume of the Director</b>  | <b>Name of Director</b>   | <b>Ms. Rashika Agarwal</b> |
|  | Date of Birth   | 05/03/1993                 |
|  | Date of Appointment at Board Meeting  | 06/11/2018                 |
|  | <b>Brief Profile</b><br>Ms. Rashika Agarwal aged 30 years, is a Non-Executive Director and was appointed on our Board on November 06, 2018. She holds a graduate degree. He possesses an experience and knowledge of 12 years in one or more fields of sales, marketing, administration, or other disciplines related to the company's business. As a Director she fulfils the criteria of good expertise and knowledge in the field of her work. |                            |
| <b>Nature of her expertise in specific functional Areas</b>  | Administration  |                            |
| <b>Disclosure of relationship between directors inter-se</b>   | She is daughter of the Managing Director of the Company - Mr. Arun Kumar Gupta and Chief Financial Officer - Ms. Avani Gupta and wife of Mr. Shivam Mamgain.  |                            |
| <b>Name of listed entities in which the person also holds directorship and the membership of Committees of the Board</b> | NIL   |                            |
| <b>Chairperson/ Member of Committees of the Company</b>  | Member – Audit Committee<br>Chairperson – Stakeholders Relationship Committee<br>Member – Nomination and Remuneration Committee   |                            |
| <b>Shareholding of director</b>  | 43,780 Equity Shares  |                            |

**[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]**

|  |  |                             |
|--|--|-----------------------------|
| <b>Brief Resume of the Director</b>  | <b>Name of Director</b>  | <b>Mr. Arun Kumar Gupta</b> |
|  | Date of Birth  | 25/10/1962                  |
|  | Date of Appointment at Board Meeting   | August 23, 2024             |
|  | <b>Brief Profile</b><br>Mr. Arun Kumar Gupta, aged 62 years, is the Promoter, Chairman and Managing Director of our Company. Mr. Arun Kumar Gupta has completed his degree in Pathology from G.S.V.M. Medical College in Kanpur. He has over 30 years of experience in the field of pathology. He embarked upon a modernization programme keeping in view the rapid global advancements in the field of laboratory medicine. Under his expert guidance and leadership, Gian has gained its name and place among laboratories in East and Central Utter Pradesh. Under his leadership and guidance, we have been able to introduce the maximum number of new tests, instruments and ICT (Information, Communications and Technology) systems. |                             |
| <b>Nature of his expertise in specific functional Areas</b>  | Pathology and Diagnostics.   |                             |
| <b>Disclosure of relationship between directors inter-se</b>   | Ms. Avani Gupta – CFO- Wife<br>Ms. Rashika Agarwal - Non-Executive Non-Independent Director - Daughter<br>Mr. Shivam Mamgain - Non-Executive Non-Independent Director – Son-in-Law   |                             |
| <b>Name of listed entities in which the person also holds directorship and the membership of Committees of the Board</b> | NIL  |                             |
| <b>Chairperson/ Member of Committees of the Company</b>  | NIL  |                             |
| <b>Shareholding of director</b>  | 46,92,061 Equity Shares  |                             |

**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:** L85100UP2018PLC110119  
**Name of the Company:** Gian Life Care Limited  
**Registered office:** 7/216 (6), Swaroop Nagar, Kanpur-02, Uttar Pradesh

|                        |
|------------------------|
| Name of the Member(s): |
| Registered address:    |
| E-mail Id:             |
| Folio No/ Clint Id:    |

I/ We being the member of ....., holding.....shares, hereby appoint

1. Name: .....  
Address:  
E-mail Id:  
Signature: ....., or failing him

2. Name: .....  
Address:  
E-mail Id:  
Signature: .....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at ..... Annual General Meeting of members of the Company, to be held on ..... at the..... registered office of the Company at ....., and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- 1 .....
- 2 .....
- 3 .....
- 4 .....



Signed this .... day of..... 2024.

Signature of Shareholder.....

Signature of Proxy holder(s).....

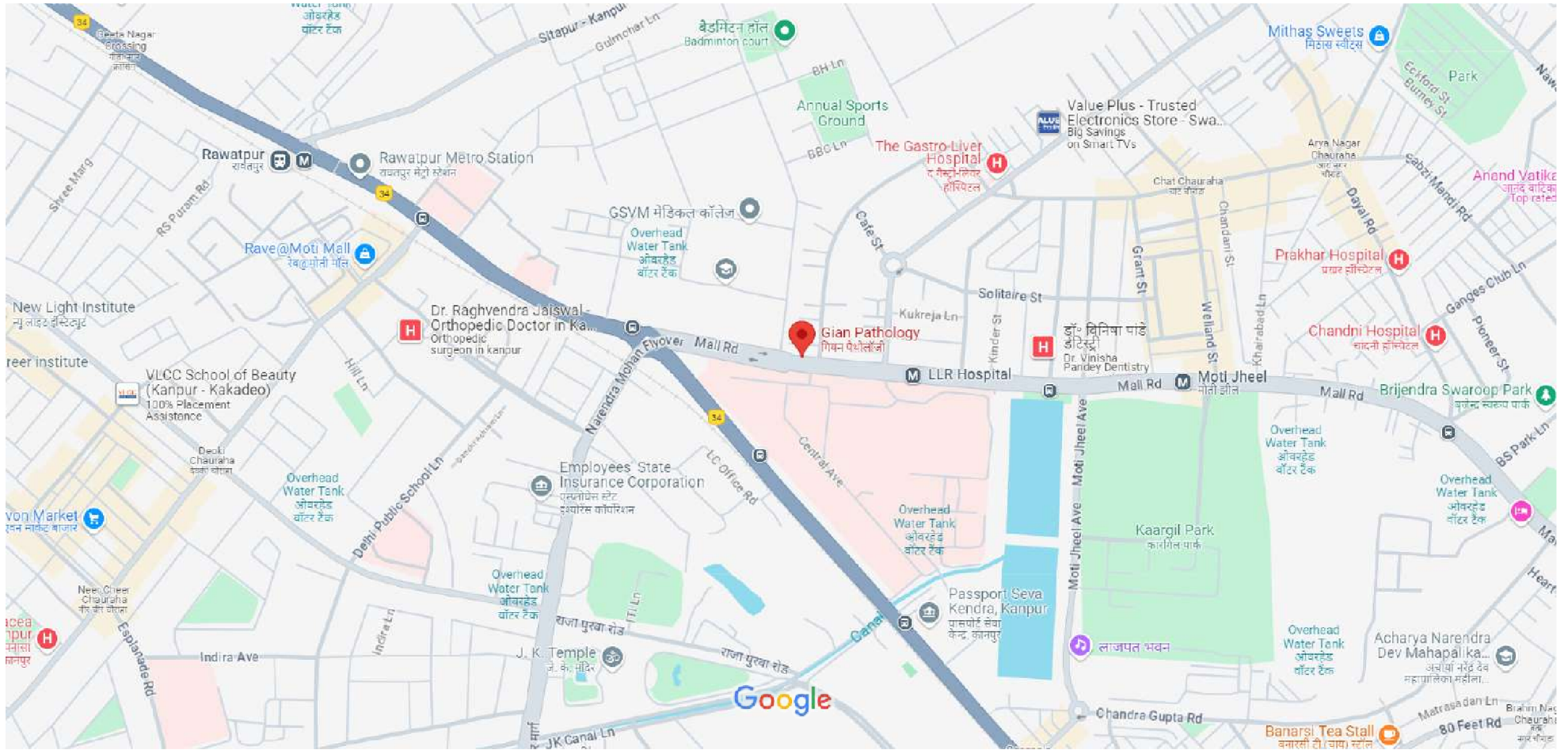
**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.**





# Gian Pathology

AGM Venue



Map data ©2024 200 m