



GIAN LIFE CARE LIMITED

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

CTIN: L85100UP2018PLC110119; Mobile: 8808051576

Website: <http://gianpathlab.com/>

Email: gpxreport@gmail.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or amendments or re-enactments thereof.]

Dear Members,

Notice is hereby given pursuant to Section 108, 110 of the Companies Act, 2013 (the "Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules"), Clause 16 of Secretarial Standard-2 ("SS-2") issued by Institute of Company Secretaries of India, Regulation 44 of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment thereof for the time being in force and guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding General Meeting/ conducting Postal Ballot through remote e-voting vide General Circular No. No.14/2020 dated 8th April, 2020 General Circular No. 17/2020 dated April 13, 2020, and General Circular No. 20/2021 dated December 08, 2021 read with Circular No. 21/2021 dated December 14, 2021, (the "MCA Circulars") and other applicable laws, rules and regulations, if any, the Resolutions said forth below, being unavoidable in nature are proposed to be passed by the member of Gian Life Care Limited (hereinafter referred to as the "Company") through Postal Ballot only by way of voting through electronics means ("Remote e-voting")

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Management Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as the ("SEBI Listing Regulations")) and as per the guidelines issued by the MCA vide MCA Circulars, the Notice would be sent in electronic mode only to all those shareholders who have registered their e-mail addresses with the Company or Depository Participant/ Depository/ M/s. Cameo Corporate Services Limited, the Company's Registrar & Transfer Agent (hereinafter referred as "RTA"). Further, the shareholders would have the option to vote only through remote e-voting and voting through physical ballot papers will not be provided.

The members holding equity shares of the Company are requested to carefully read all the instructions given in the notes.

The Explanatory Statement pursuant to the Section 102 of the Act pertaining to the said resolutions setting out the material facts concerning item and the reasons thereof, is also appended. The said resolution and explanatory statement are being sent to you for your consideration pursuant to Rule 22 of the Management Rules.

Am

The Board of Directors of the Company has appointed Prakhar Pandey, Proprietor - Prakhar Pandey & Co., Practicing Company Secretary (ACS No. 31982 and CP No. 23619), as the Scrutinizer (hereinafter referred as the "Scrutinizer") for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the meeting or to the person authorized by him after completion of scrutiny of the Postal Ballot (including e-voting) in a fair and transparent manner. The results of the postal ballot/e-voting will be announced not later than two working days of the closure of the e-voting i.e., on or before 22nd March, 2022 at the Registered Office of the Company and will be displayed at the Registered Office of the Company and intimated/ communicated to BSE Limited (the "BSE") (hereinafter collectively referred to as the "Stock Exchange") where the equity shares of the Company are listed.

The results of the postal ballot will also be displayed on the Company's website <http://gianpathlab.com/> and on the website of Cameo Corporate Services Limited i.e. <https://cameoindia.com/>.

The resolutions, if passed by requisite majority, will be taken as passed effectively on the last date specified by the Company for e-voting, i.e. 17th March, 2022. The members are requested to consider and, if thought fit, pass the following resolutions:-

SPECIAL BUSINESSES:

1. 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 5,00,00,000 (Rupees Five Crores only) consisting of 50,00,000 (Fifty Lakhs) Equity Shares of Rs.10/- (Rupee Ten) each to 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.

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. 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 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.

2. Issue of Bonus Shares.

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


“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of a sum not exceeding INR “5,64,08,328”/- (Rupees Five Crores Sixty Four Lakhs Eight Thousand Three Hundred and Twenty Eight only) from and out of the Company’s Free Reserves and/or Securities Premium as on September 30, 2021, for the purpose of issue of bonus equity shares of Rs. 10/- (Rupees Ten) each, credited as fully paid to the eligible members of the Company holding equity shares of Rs. 10/- (Rupees Ten) each of the Company whose names appear in the Register of Members on a ‘Record Date’ to be determined by the Board for this purpose, in the proportion of 6 (Six) new fully paid-up equity share of Rs. 10/- each (Rupees Ten) each for every 5 (Five) existing fully paid-up equity shares of Rs. 10/- (Rupees Ten) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no member shall be entitled to a fraction of an equity shares as a result of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shares shall be rounded to lower integer.

RESOLVED FURTHER THAT in the case of Members who hold shares or opt to receive the shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository

A. M.


Participant(s) and in the case of Members who hold equity within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, if required.

RESOLVED FURTHER THAT the Board and/or the Company Secretary be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the shares of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt whatsoever that may arise with regard to issue, allotment, distribution and listing of shares as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.

3. Migration of Company from BSE SME Exchange to the Main Board Platform of BSE Limited.

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

"RESOLVED THAT pursuant to the Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018, applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable provisions of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to migrate the Company, currently listed on SME Exchange of BSE Limited to Main Board of BSE Limited and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said Resolution.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorized jointly and severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

RESOLVED FURTHER THAT any Directors and/or Company Secretary of the Company be and is/are hereby authorized jointly and severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution on behalf of the Company."



4. Approval for listing of Equity share capital on Main Board of National Stock Exchange of India Limited (NSE).

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

"RESOLVED THAT pursuant to provisions laid down in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules framed there under [including any statutory modification/s or re-enactment/s thereof for the time being in force, guidelines/requirements given by the National Stock Exchange of India Limited (NSE), consent of the members be and is hereby accorded for making application to list existing paid up Equity Share Capital of the Company, which is already listed on BSE SME Exchange and the Bonus shares so allotted, on the Main Board of National Stock Exchange of India Limited (NSE) and follow such procedures specified under ICDR Regulations, as amended from time to time."

RESOLVED FURTHER THAT Mr. Arun Kumar Gupta (DIN:- 01331593), Managing Director and/ or Mr. Vanshul Asnani, Company Secretary of the Company be are hereby authorized jointly or severally to deal with any Government or semi-government authorities or any other concerned intermediaries including but not limited to Bombay Stock Exchange (BSE), National Stock Exchange of India Limited (NSE), Securities and Exchange Board of India, Registrar of Companies, to apply modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of listing of existing paid up Equity Share Capital of the Company on Main Board of NSE."

5. To approve appointment of M/s. Sharp Aarth & Co., Chartered Accountants, (Firm Reg. No. 132748W) as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of the existing Statutory Auditors i.e. M/s. P. D. Dalal & Co., Chartered Accountants, (FRN:- 102047W) and to fix their remuneration.

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 139, 142 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), as recommended by the Board of Directors of the Company, M/s. Sharp Aarth & Co., Chartered Accountants, (Firm Reg. No. 132748W) be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of the existing Statutory Auditors i.e. M/s. P. D. Dalal & Co., Chartered Accountants, (FRN:- 102047W) to hold office until the conclusion of the ensuing Annual General Meeting to conduct Statutory Audit for the Financial Year 2021-22 on such remuneration as may be fixed by the Board of Directors in consultation with them."

RESOLVED FURTHER THAT any Directors and/or Company Secretary of the Company be and is/are hereby authorized jointly and severally to do all such acts and things as



may be necessary and expedient to give effect to the above resolution on behalf of the Company.”

6. To approve borrowing limit under Section 180 of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and, consent of the Company be and is hereby accorded to the Board of Directors of the Company to create/ mortgage (s) / charge (s) / hypothecation (s) in any manner whatsoever on all or any of the immovable and movable properties of the Company present and future, of the whole or substantially the whole of the undertaking of the Company, ranking pari-passu or otherwise and/or second and/ or subservient and/or subordinate to the mortgages/charges/hypothecation already created or to be created in future by the Company for securing any loans and/or advances and/or guarantees and/or any financial assistance obtained or may be obtained from financial institutions, banks or machinery suppliers and/or any other persons or institutions providing finance for purchase of assets and/ or for the business of the Company or for working capital or for purchase of specific items of machinery and equipments under any deferred payment scheme or bills discounting scheme or in favour of trustees for Debenture holders/Bond holders that may be appointed hereafter, as security for the debentures / bonds that may be issued by the Company, with power to take over the management, business and concern thereof in certain events of default, on such terms and conditions and at such times and in such form and manner as the Board of Directors may deem fit, so that the total outstanding amount at any time so secured shall not exceed the aggregate of the amounts consented by the Company by the Resolution passed at this meeting pursuant to Section 180(1)(a) of the Companies Act, 2013 i.e INR 100 Crores (Rs. One Hundred Crores only) together with interest thereon and further interest, if any, cost, charges, expenses, remuneration payable to the trustees and all other monies payable by the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to and cause to prepare, finalize, approve and execute on behalf of the Company with the lenders, banks, machinery suppliers, persons, institutions and trustees for the Debenture/Bond holders, the documents, deeds, agreements, declarations, undertakings and writings as may be necessary and expedient for giving effect to the foregoing resolution and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Director or the Key Managerial Personnel of the Company.”

7. To approve borrowing limit under Section 180 of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow in any manner from time to time any



sum or sums of moneys at its discretion on such terms and conditions as the Board of Directors may deem fit, notwithstanding that the moneys to be borrowed by the Company together with the moneys already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) from the financial institutions, Company's bankers and or from any person or persons, firms, bodies corporate whether by way of loans, advances, deposits, bill discounting, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured which may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money so borrowed by the Board and outstanding at any one time shall not exceed the sum of INR 100 Crores (Rs. One Hundred Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and also to delegate all or any of the above powers to such Committee of Directors or the Managing Director or the Director or the Key Managerial Personnel of the Company and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this Resolution."

8. To approve limit under Section 186 of the Companies Act, 2013.

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

"RESOLVED THAT, pursuant to Section 186 and all other applicable provisions in the Companies Act, 2013 and Rules made thereunder, and as per the applicable laws (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to make/ give, from time to time, any loan(s)/ advances/ deposits/ investments in shares, debentures and/ or other securities and to give, on behalf of the Company, any guarantee and/ or provide any security in connection with any loan or loans made by any other person to, or to any other persons by, any other Person (s)/ Companies/ Body Corporate(s) which shall be subject to aggregate limit of INR 100 (Rupees One Hundred) Crores and which may be individual/ aggregate in excess of the limits prescribed i.e. over and above 60% of the Company's paid-up share capital, security premium account and free reserves or 100 % of the Company's free reserves and security premium account, whichever is more.

RESOLVED FURTHER THAT, the aforesaid loans/ investments shall be made by the Company out of internal resources or borrowings or in such other manner and in such proportion as the Board thinks appropriate.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.



RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms and conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

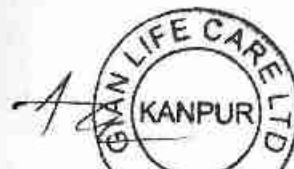
By order of the Board of Directors
For Gian Life Care Limited

Place: Kanpur
Date: February 14, 2022

Sd/-
Vanshul Asnani
Company Secretary & Compliance Officer
Mem. No. ACS - 51230

NOTES:

1. Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act, setting out the material facts pertaining to the resolutions are annexed hereto along with Postal Ballot Notice (“Notice”) for your consideration.
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is Friday, 11th February, 2022 (“Cut-off Date”). A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
3. This Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or with the Depositories/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off Date, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 39/2020 dated December 31, 2020, (“MCA Circulars”). The Notice shall also be uploaded on the website of the Company i.e. <http://gianpathlab.com/> and on the e-voting website of CDSL i.e. www.evotingindia.com.
4. All the Members of the Company as on the Cut-off Date i.e 11th February, 2022 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants) shall be entitled to vote in accordance with the process specified in the e-voting instructions. In view of the current circumstances prevailing due to COVID-19 pandemic and in furtherance to the MCA Circulars, the physical copy of Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.
5. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the SEBI Listing Regulations”) and in accordance with the MCA Circulars, the Company has engaged CDSL as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically (“remote e-voting”). In accordance with the MCA Circulars, the Members can vote only through remote e-voting.



6. E-voting shall commence on Wednesday, February 16, 2022 at 9.00 A.M. (IST) and end on Thursday, March 17, 2022 at 5.00 P.M. (IST). The e-voting module shall be disabled for voting thereafter.
7. The Board of the Company has appointed Prakhar Pandey, Proprietor - Prakhar Pandey & Co., Practising Company Secretary (ACS No. 31982 and CP No. 23619) as the Scrutinizer for conducting the postal ballot process (including e-voting), in a fair and transparent manner.
8. Upon completion of scrutiny of the votes, the Scrutinizer will submit his final report to the Chairman of the meeting or to the person authorised by him as soon as possible after the last date of e-voting but not later than Tuesday, March 22, 2022. The Results of the E-voting/Postal Ballot will be declared on or before Tuesday, March 22, 2022, at the Corporate office of the Company and displayed at the corporate office and on the website of the Company, on the website of RTA and intimated to the Stock Exchanges on which the equity shares of the Company are listed.
9. The Postal Ballot Notice is also being uploaded on the Company's website, <http://gianpathlab.com/> and of RTA i.e. <https://cameoindia.com/>.
10. All the documents related to the resolutions to be passed are available for inspection by the members at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the last date fixed for e-voting i.e., Thursday, March 17, 2022.
11. Resolutions passed by the members through postal ballot (e-voting) are deemed to have been passed as if they have been passed at a general meeting of the members.
12. In this Notice and the statement of material facts, the term "shareholder(s)" and "member(s)" are used interchangeably.
13. Members can also register their e-mail IDs and contact numbers with the Company by sending details to their respective depositories, CDSL and/ or NSDL or with the Registrar and Transfer Agent, viz., Cameo Corporate Services Limited to enable the Company to communicate to the members, the information about various developments in the Company via email/ SMS.
14. Members are requesting to send all communication to our R&T Agents at the following address:-

Subramanian Building, 1, Club House Rd,
Near Spencers Signal on Anna Salai,
Royapettah, Chennai
Tamil Nadu 600002
15. The remote e-voting process shall be as under:

INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:-

1. The e-voting period commences on Wednesday 16th February, 2022 at (9.00 A.M) and end on Thursday 17th March, 2022 at (5.00 P.M). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 11 February, 2022, may cast their vote by e-voting. The e-voting



module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

2. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
3. Click on "Shareholder - login".
4. Now Enter your User ID:
 - For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 character DP ID Followed by 8 digits client ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
7. If you are a first time user follow the steps given below:

	<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"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number in the PAN field which is printed on the address sticker.
Dividend Bank details or Date of Birth (DOB)	<p>Enter the dividend bank details or date of birth (in dd/mm/yyyy) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the Company/ Depository Participant, please enter the DP ID and Client ID/ Folio No. in the dividend bank details field as mentioned in instruction (4).

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for the relevant Company Name i.e. "GIAN LIFE CARE LIMITED" on which you choose to vote.



12. 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.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. 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.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
17. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
18. Shareholders can also use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e-voting credentials to vote for the company resolution(s).

Note for Non Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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.
19. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 - Increase in Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company.

The Current Authorised Share Capital of your Company is INR 5,00,00,000 (Rupees Five Crores only) consisting of 50,00,000 (Fifty Lakhs) Equity Shares of Rs.10/- (Rupee Ten) each. The Company proposes to increase its authorized share capital to 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 cover issuance of Bonus shares.

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. 1 of the Postal Ballot 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. 1, be passed in the interest of your Company.

Item No. 2 - Issue of Bonus Shares.

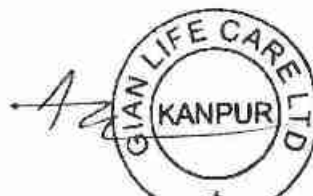
In appreciation of continuing support from shareholders of the Company, the Board of Directors at its meeting held on February 14, 2022, subject to consent of the Members of the Company, approved and recommended issue of bonus equity shares of Rs. 10/- (Rupees Ten) each credited as fully paid-up to eligible members of the Company in the proportion of 6 (Six) new fully paid-up equity share of Rs. 10/- (Rupees Ten) each for every 5 (Five) existing fully paid-up equity shares of Rs. 10/- (Rupees Ten) each held by them, by capitalizing a sum not exceeding INR "5,64,08,328"/- (Rupees Five Crores Sixty Four Lakhs Eight Thousand Three Hundred and Twenty Eight only) out of the Company's Free Reserves and/or Securities Premium as on September 30, 2021.

Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the Members as fully paid bonus shares.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company requires the approval of the Members of the Company. Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 2 of the Postal Ballot Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Postal Ballot Notice except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends that the Resolution under Item No. 2 be passed in the interest of your Company.



Item No. 3 - Migration of Company from BSE SME Exchange to the main Board Platform of BSE Limited

Pursuant to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, an issuer, whose specified securities are listed on a SME Exchange and whose post issue face value capital is more than Rupees Ten Crores and upto Rupees Twenty Five Crores, and listed on SME Exchange can migrate to the Main Board, provided shareholders' approval is obtained in accordance to ICDR Regulations issued by SEBI and Company meets listing requirements of Stock Exchange on which Company is proposed to list. Since the paid up Capital of the Company as on date is INR 4,70,06,940/- and Company is also listed on SME platform of BSE for more than 2 Years. I.e. from January 13, 2020 till date, Directors are of the view that Migration to main board will act as a catalyst in the growth and expansion of the Company, enhanced recognition, increased participation of investors and also help the shareholders to enjoy sufficient return from their investments.

In view of above, you are requested to grant your consent to the Special Resolution as set out in Postal Ballot notice of the Company.

Here special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

The Board of Directors of the Company propose the resolution for your approval.

None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.

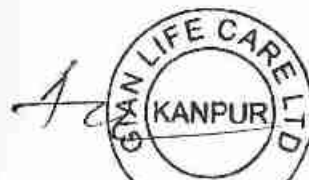
Item No. 4 - Approval for listing of Equity share capital on Main Board of National Stock Exchange of India Limited (NSE).

The Company was listed on BSE-SME Platform on January 13, 2020 and becomes eligible to migrate to the Main Board of the BSE Limited by the end of two years of listing on BSE-SME Platform, as per the guidelines specified by the procedures laid down under Chapter IX of SEBI (ICDR) Regulations, 2018. Resolution for approval for migrating on main Board of BSE is already part of this Postal Ballot Notice. Now the management of the Company wish to simultaneously list the equity shares of the Company on the main Board of National Stock Exchange of India Limited (NSE) also. Listing of securities of the Company on both the nationwide stock exchanges BSE and NSE will lead to enhanced recognition of the Company and will open a wide market for investors. The members are, therefore, requested to accord their approval for listing of equity share capital on Main Board of National Stock Exchange of India Limited (NSE).

In view of above, you are requested to grant your consent to the Special Resolution as set out in Postal Ballot notice of the Company.

Here special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.



Item No. 5 - Appointment of M/s. Sharp Aarth & Co., Chartered Accountants, (Firm Reg. No. 132748W) as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of the existing Statutory Auditors i.e. M/s. P. D. Dalal & Co., Chartered Accountants, (FRN:- 102047W)

M/s. P. D. Dalal & Co., Chartered Accountants, (FRN:- 102047W) had tendered their resignation as Statutory Auditors of the Company on December 2, 2021. Therefore the Board of Directors at its meeting held on December 29, 2021 after considering the recommendations of the Audit Committee, had recommended the appointment of M/s. Sharp Aarth & Co., Chartered Accountants, (Firm Reg. No. 132748W) as the Statutory Auditors of the Company to hold office until the conclusion of the ensuing Annual General Meeting to conduct Statutory Audit for the Financial Year 2021-22.

M/s. Sharp Aarth & Co., a Chartered Accountancy Firm registered with Institute of Chartered Accountants of India with Firm Registration No. 132748W. The Firm provides range of services which include Audit & Assurance, Taxation and Accounting.

M/s. Sharp Aarth & Co. have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for appointment of Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of the existing Statutory Auditors.

Accordingly, approval of the members is sought.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is concerned or interested in the Resolution.

Item No. 6 - Authority under Section 180(1) (a) of Companies Act, 2013

Section 180(1) (a) of Companies Act, 2013 contemplates that sale, lease or otherwise dispose of whole or substantially the whole of the undertaking of the Company can be done after obtaining approval of shareholder in the General Meeting by way of Special Resolution. As a legal precaution the corporate sector is of the view that mortgage/ hypothecation of property of the Company including movable/immovable property of the Company for the financial assistance taken or to be taken from the bank /Financial Institution etc. for the purpose of business of the Company with the lender may amount to disposal of undertaking in terms of aforesaid Section. Therefore having regard to extension of the mortgage and hypothecation in future, it has become necessary to confer upon the board the power to do so. Therefore an enabling resolution being proposed at item No. 6 to be passed as special resolution. It is pertinent to mention here that this resolution is not intended to be passed for the purpose of sale of any of the undertaking but for the purpose of mortgage and hypothecation of the property of the Company.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.



Item No. 7 - Authority under Section 180(1) (c) of Companies Act, 2013.

Section 180(1) (c) of the Companies Act, 2013 provides that the Board of Directors of a Company shall exercise the power to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company only with the consent of the Company by a special resolution. Hence, the Special Resolution at Item No. 7 is intended for this purpose. The Board commends the passing of Special Resolution at Item No. 7 of the Notice to authorize the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding INR 100 Crores which is over and above the paid-up capital of the Company and its free reserves for the business of the Company.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 7 of the Notice.

Item No. 8 - Authority under Section 186 of Companies Act, 2013.

Pursuant to Section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, the Company can make loans to, give guarantees, provide securities to and make investments in the securities of any other person/ other body corporate to the extent of 60% of its paid up capital and free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, with the approval of the Board of Directors. Where the aggregate of loans and investments made, guarantees given and securities provided exceeds the aforesaid limits, prior approval of the shareholders is required by way of special resolution. The Company is constantly reviewing opportunities for expansion of its business operations either directly or through its associates companies or other body corporate and would therefore, be required to provide financial support by way of loans(s)/ and / or guarantee(s) and/ or security (ies)/ investment in securities of any other person/ body corporate in order to achieve greater financial flexibility and to enable optimal financial restructuring to facilitate speedy implementation of various projects of such persons/ body corporate.

It is therefore proposed that the Board of Directors of the Company be authorized to invest by way of subscription and/ or purchase of securities, grant of loans(s)/ and / or guarantee(s) and/ or security (ies)/ investment in securities for an amount not exceeding INR 100 Crores from time to time. The source of funds for making these investments would be met from borrowings/ surplus funds generated by the Company through operations or from such other source as the Board may deem appropriate.

None of the directors are concerned or interested in this resolution except as shareholders of the Company. The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

By order of the Board of Directors
For Gian Life Care Limited

Place: Kanpur
Date: February 14, 2022

Sd/-
Vanshul Asnani
Company Secretary & Compliance Officer
Mem. No. ACS - 51230

