



GIAN LIFE CARE LIMITED

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

CIN: L85100UP2018PLC110119; Mobile: 8808051576

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

Email: gpxreport@gmail.com

May 29, 2023

To,

Corporate Relations Department,

Bombay Stock Exchange Limited,

2nd Floor, PJ Towers,

Dalal Street,

Mumbai – 400001.

Scrip Code:- 542918

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2023

Dear Sir/Madam,

Please find attached herewith Annual Secretarial Compliance Report under Regulation 24A of SEBI (LODR) Regulations, 2015 of the Company for the year ended 31st March, 2023.

Thanking You,

Yours faithfully,

For **GIAN LIFE CARE LIMITED**

A handwritten signature in black ink, appearing to read "Arun Kumar Gupta", is written over a light blue horizontal line.

(Arun Kumar Gupta)

Managing Director

DIN:- 01331593

Encl:- As above



SECRETARIAL COMPLIANCE REPORT OF GIAN LIFE CARE LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023.

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by M/s. **GIAN LIFE CARE LIMITED**, having CIN **L85100UP2018PLC110119** (hereinafter referred as 'the listed entity'), having its Registered Office at 7/216 (6), Swaroop Nagar, Kanpur – 208002, Uttar Pradesh, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, We hereby report that the listed entity has, during the review period covering the financial year ended on complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, Rinku Gupta, have examined:

- a) all the documents and records made available to us and explanation provided by M/s. Gian Life Care Limited ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this report, for the financial year ended March 31, 2023 in respect of compliance with the provisions of :
 1. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 2. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- i. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- ii. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- iii. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- iv. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not applicable during the year under review.**
- v. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations,2021; - **Not applicable during the year under review.**
- vi. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations,2021; - **Not applicable during the year under review.**
- vii. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- viii. (other regulations as applicable) and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

- I. A. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Takenby	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
01	Use of proceeds from the objects stated in the offer document.	Reg 32	Use of proceeds from the objects stated in the offer document.	The Company has informed us that deviation/ variation in the use of proceeds from the objects stated in the offer document was primarily due to the ongoing COVID-19 Pandemic and to save the	The Company has informed us that deviation/ variation in the use of proceeds from the objects stated in the offer document was primarily due to the ongoing COVID-19 Pandemic	Use of proceeds from the objects stated in the offer document.	-	There was deviation/ variation in the use of proceeds from the objects stated in the offer document. The Company has informed us that deviation/ variation in the use of proceeds from the objects	The Company has informed us that deviation / variation in the use of proceeds from the objects stated in the offer document was primarily due to the	-

				Company for any possible financial crisis and Company has started using the said funds for the objects stated in the offer document and till the period ended on 31 st March, 2023, most of the amounts have been utilized.	and to save the Company for any possible financial crisis and Company has started using the said funds for the objects stated in the offer document and till the period ended on 31 st March, 2023, most of the amounts have been utilized.			stated in the offer document was primarily due to the ongoing COVID-19 Pandemic and to save the Company for any possible financial crisis and Company has started using the said funds for the objects stated in the offer document and till the period ended on 31 st March, 2023, most of the amounts have been utilized.	ongoing COVID-19 Pandemic and to save the Company for any possible financial crisis and Company has started using the said funds for the objects stated in the offer document and till the period ended on 31 st March, 2023, most of the amounts have been utilized.	
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B. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including	Regulation/CircularNo.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
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	specific clause)									
01	Use of proceeds from the objects stated in the offer document.	Reg 32	Use of proceeds from the objects stated in the offer document.	The Company has informed us that deviation/variation in the use of proceeds from the objects stated in the offer document was primarily due to the ongoing COVID-19 Pandemic and to save the Company for any possible financial crisis and Company has started using the said funds for the objects stated in the offer document and till the period ended on 31 st March, 2023, most of the amounts have been utilized.	The Company has informed us that deviation/variation in the use of proceeds from the objects stated in the offer document was primarily due to the ongoing COVID-19 Pandemic and to save the Company for any possible financial crisis and Company has started using the said funds for the objects stated in the offer document and till the period ended on 31 st March, 2023, most of the amounts have been utilized.	Use of proceeds from the objects stated in the offer document.	-	There was deviation/variation in the use of proceeds from the objects stated in the offer document. The Company has informed us that deviation/variation in the use of proceeds from the objects stated in the offer document was primarily due to the ongoing COVID-19 Pandemic and to save the Company for any possible financial crisis and Company has started using the said funds for the objects stated in the offer document and till the period ended on 31 st March, 2023, most	The Company has informed us that deviation / variation in the use of proceeds from the objects stated in the offer document was primarily due to the ongoing COVID-19 Pandemic and to save the Company for any possible financial crisis and Company has started using the said funds for the objects stated in the offer document and till the period ended on 31 st March, 2023, most of	-

								of the amounts have been utilized.	the amounts have been utilized.	
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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
01	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	No remarks as no such instance observed.
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	No remarks as no such instance observed.
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year	NO	
02	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the AuditCommittee:		
	a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed	NA	No remarks as no such instance

	<p>entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	NA	observed.
	<p>Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	No remarks as no such instance observed
03	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	YES	

III.I/we hereby report that, during the review period the compliance status of the listed entity is appended as below:-

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
01	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p>	Yes	
02	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	
03	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional Website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website 	Yes Yes Yes	
04	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	
05	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <ul style="list-style-type: none"> • Identification of material subsidiary companies • Disclosure requirement of material as well as other subsidiaries 	NA Yes	The Company does not have any material subsidiary, however the Company has one WOS:- M/s. Gian Path Lab (India) Private Limited.
	Preservation of Documents:		

06	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
07	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	
08	<p>Related Party Transactions:</p> <p>a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes NA	<p>Prior Approval was taken for all Related Party Transactions.</p>
09	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder except as provided under separate paragraph herein (**).</p>	Yes	<p>As informed by the management, no actions were taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by BSE under SEBI regulations</p>

			and circulars/ guidelines issued there under during the year under review.
12	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	NO	


Note:- (1) The Company got migrated to the Main Board of the Bombay Stock Exchange w.e.f. January 10, 2023 vide Notice No. 20230106-32 dated January 06, 2023 as issued by the Bombay Stock Exchange.

(2) During the financial year 2021-22, the Company issued & allotted 5640830 bonus shares which was approved in the EGM through Postal Ballot on March 17, 2022 and the trading approval of the said shares was granted by BSE vide its letter no LoD/Bonus/TP/VJ/13182/2022-23 .dated April 11, 2022 w.e.f April 12, 2023.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**FOR RINKU GUPTA & ASSOCIATES
COMPANY SECRETARIES**


RINKU GUPTA
Company Secretary In Practice

**RINKU GUPTA
COMPANY SECRETARY IN PRACTISE
FCS-9237, CP NO. 9248**

**PLACE: KOLKATA
DATE: 29-05-2023**

UDIN : F009237E000406612

PR No.: 1385/2021

