



GIAN LIFE CARE LIMITED

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

CIN: U85100UP2018PLC110119

Mobile:8808051576

Website: www.gianpathlabs.com;

Email: gpxreport@gmail.com

NOTICE OF ANNUAL GENERAL MEETING

Dear Members

NOTICE is hereby given that **2nd Annual General Meeting ("AGM")** of the Members of the Company will be held on: **Day - Tuesday, Date- March 16, 2021, and Time - 02.30 P.M.** at the registered office of the Company at 7/216, (6), Swaroop Nagar, Kanpur-208002, Uttar Pradesh to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt standalone audited financial statements of the Company for the financial year ended March 31st, 2020 together with the Report of the Board of Directors and Report of the Auditors thereon and other reports.
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 BUSINESS

3. **APPOINTMENT OF MR. UMANG GUPTA (DIN- 08701330) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Umang Gupta (DIN: 08701330), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 25th February, 2020."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

4. APPOINTMENT OF MR. ABHIRAM SARAN AGARWAL (DIN- 08701345) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Abhiram Saran Agarwal (DIN: 08701345), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a term of five consecutive years with effect from 25th February, 2020.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

For and on behalf of the Board

Date: February 19, 2021

Place: Kanpur

**Sd/-
(Arun Kumar Gupta)**

Managing Director
DIN:- 01331593

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. 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.

3. 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.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 8th March, 2021 to Monday, 15th March, 2021 (Both days inclusive).
5. As per the provisions of Companies Act, 2013, Independent Directors shall hold office for a term up to five (5) consecutive years on the Board of the Company but shall be eligible for re-appointment on passing special resolution. Details as required in Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of the Directors seeking appointment / re-appointment at the AGM are provided in this Report. Requisite declarations have been received from the Directors seeking appointment/ re-appointment.
6. 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.
7. The Notice of AGM, Annual Report and Attendance Slip 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.
8. 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 7th March, 2021, 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 Saturday, 13th March,

2021 and will end at 5.00 p.m. on Monday, 15th March, 2021. The Company has appointed Mr. Prakhar Pandey, Company Secretaries (ACS 31982 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.

Voting Process and other instructions regarding Remote e-voting:

Section A: Voting Process

The members should follow the following steps to cast their votes electronically:

Step 1 -Open your web browser during the voting period and log on to the e-voting Website: www.evotingindia.com

Step 2 -Click on “Shareholders” to cast your vote (s).

Step 3 - Please enter User ID –

- a. For account holders in CDSL: Your 16 digits beneficiary ID.
- b. For account holders in NSDL: Your 8 Character DP Id followed by 8 Digits Client ID.
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Step 4 - Enter the Image Verification as displayed and Click on “LOGIN”.

Step 5 - 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. If you have forgotten the password, then Enter the Used ID and the image verification code and click on “FORGOT PASSWRD” and enter the details as prompted by the system.

Step 6 - Follow the steps given below, If you are:

- a. Holding shares in physical form, or
- b. Holding shares in demat form and are a first time user,

PAN Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed at the bottom of the proxy form.
- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field

Dividend Bank Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format)

Details as recorded in your demat account or in the company records in order to
OR Date login.
of Birth
(DOB)

- 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 Step 3.

c. After entering these details appropriately, click on “SUBMIT” tab.

d. For Demat holding:

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.

For Physical holding:

Members holding shares in physical form will then directly reach the Company selection screen. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in the Notice.

Step 7 - Click on the EVSN of the Company to vote.

Step 8 - 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.

Step 9 -Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

Step 10 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.

Step 11 Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

Section B: Other instructions regarding Remote e-voting

- a. The Remote e-voting period shall commence on 9.00 a.m. on Saturday, 13th March, 2021 and will end at 5.00 p.m. on Monday, 15th March, 2021.
- b. During this period, Members of the Company, holding shares either in physical form or in dematerialization form, as on the cut-off date, may cast their votes electronically. The e-voting module shall be disabled for voting thereafter.

- c. Institutional Shareholders (i.e. members other than Individuals, HUF, NRI, etc.) are additionally requested to note and follow the instructions mentioned below, if they are first time user:
- Non-Individual shareholders 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- d. Institutional Shareholders (i.e. members other than Individuals, HUF, NRI, etc.) are required to upload the following in PDF format in the system for the scrutinizer to verify the same:
- Copy of the Board Resolution (where institution itself is voting)
 - Power of Attorney issued in favour of the custodian (if POA is not uploaded earlier) as well as Board Resolution of custodian.
- e. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e., 7th March, 2021 may follow the same instructions as mentioned above for e-Voting.
- f. Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.'
- g. 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(1) AND (2) OF THE COMPANIES ACT, 2013

Item No. 3

APPOINTMENT OF MR. UMANG GUPTA (DIN- 08701330) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Umang Gupta is a Graduate and is successfully associated with hospitals and has vast experience in publicity and marketing related functions.

Performance Evaluation of Mr. Umang Gupta was carried out by the Nomination and Remuneration Committee covering the various aspects of SEBI Guidance Note and based on its recommendation, they are being proposed to be appointed for a period of five (5) years. In terms of the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act and the Listing Regulations, Umang Gupta being eligible, offer themselves for appointment as Independent Director for five consecutive years for a term upto 24th February, 2025. In the opinion of the Board, he fulfils the conditions specified under the Act, the Companies (Appointment & Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as Independent Non-Executive Directors of the Company and are independent of the management.

Copy of the draft letter of appointment of Mr. Umang Gupta as Independent Director setting out the term and condition would be available for inspection without any fee to the members at the registered office of the Company during normal business hours till the date of the AGM, excluding Saturdays and Sundays. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail guidance of Mr. Umang Gupta as Independent Director.

None of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested in resolution no. 3.

Your Directors recommend the above Ordinary Resolution for approval.

Please refer Annexure given in this Notice for disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards II.

Item No. 4

APPOINTMENT OF MR. ABHIRAM SARAN AGARWAL (DIN- 08701345) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Abhiram Saran Agarwal is also a Graduate and is successfully associated with hospitals and has vast experience in publicity and marketing related functions.

Performance Evaluation of Mr. Abhiram Saran Agarwal was carried out by the Nomination and Remuneration Committee covering the various aspects of SEBI Guidance Note and based on its recommendation, they are being proposed to be appointed for a period of five (5) years. In terms of the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Act and the Listing Regulations, Abhiram Saran Agarwal being eligible, offer themselves for appointment as Independent Director for five consecutive years for a term upto 24th February, 2025. In the opinion of the Board, he fulfils the conditions specified under the Act, the Companies (Appointment & Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his appointment as Independent Non-Executive Directors of the Company and are independent of the management.

Copy of the draft letter of appointment of Mr. Abhiram Saran Agarwal as Independent Director setting out the term and condition would be available for inspection without any fee to the members at the registered office of the Company during normal business hours till the date of the AGM, excluding Saturdays and Sundays. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail guidance of Mr. Abhiram Saran Agarwal as Independent Director.

None of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested in resolution no. 4. Your Directors recommend the above Ordinary Resolution for approval. Please refer Annexure given in this Notice for disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards II.

For and on behalf of the Board

Date: February 19, 2021

Place: Kanpur

**Sd/-
(Arun Kumar Gupta)**

Managing Director
DIN:- 01331593

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]

Brief Resume of the Director	1.	
	Name of Director	Mr. Umang Gupta
	Date of Birth	30/05/1993
	Date of Appointment at Board Meeting	25/02/2020, for a term of 5 years
	Brief Profile Mr. Umang Gupta aged 28 years, is the Non-Executive Director and Independent Director of our Company and was appointed on our Board on 25/02/2020 for a term of 5 years. He holds a graduate degree. He possesses an experience and knowledge of 10 years in one or more fields of sales, marketing, administration, or other disciplines related to the company's business. As an Independent Director as he fulfils the criteria of good expertise and knowledge in the field of his work and also fulfils the criteria of independency.	
Nature of his expertise in specific functional Areas	Administration and Sales management	
Disclosure of relationship between directors inter-se	There is no relationship inter-se between Mr. Umang Gupta and other members on board and Key Managerial Personnel of the company.	
Name of listed entities in which the person also hold directorship and the membership of Committees of the Board	NIL	
Shareholding of director	Nil	

Brief Resume of the Director	2.	
	Name of Director	Mr. Abhiram Saran Agarwal
	Date of Birth	01/09/1954
	Date of Re-Appointment at Board Meeting	25/02/2020, for a term of 5 years
	Brief Profile	
	Mr. Abhiram Saran Agarwal aged 67 years, is the Non-Executive Director and Independent Director of our Company and was appointed on our Board on 25/02/2020 for a term of 5 years. He holds a Bachelor's degree. He possesses an experience and knowledge of more than 40 years in one or more fields of management, sales, marketing, administration, or other disciplines related to the company's business. As an Independent Director as he fulfils the criteria of good expertise and knowledge in the field of his work and also fulfils the criteria of independency.	
Nature of his expertise in specific functional Areas	Marketing Management	
Disclosure of relationship between directors inter-se	There is no relationship inter-se between Mr. Abhiram Saran Agarwal and other members on board and Key Managerial Personnel of the company.	
Name of listed entities in which the person also hold directorship and the membership of Committees of the Board	NIL	
Shareholding of director	Nil	

For and on behalf of the Board

Date: February 19, 2021

Place: Kanpur

**Sd/-
(Arun Kumar Gupta)**

Managing Director
DIN:- 01331593

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: U85100UP2018PLC110119
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:

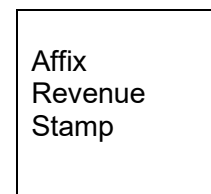
I/ We being the member of, holding.....shares, hereby appoint

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
5



Signed this day of..... 2021

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.

