

# Notice of 8<sup>th</sup> Annual General Meeting of the Company

Notice Is Hereby Given That The 08<sup>th</sup> Annual General Meeting of The Members of Jeena Sikho Lifecare Limited will be held on Monday 29<sup>th</sup> September 2025 at First Floor, Parle G Godown, City Enclave, Back Side JP Hospital, Near Anand Complex, Zirakpur, Main Road, Sas Nagar, Punjab 140603 At 12:00 Noon To Transact The Following Business:

## ORDINARY BUSINESSES:

1. **To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial period ended on 31<sup>st</sup> March 2025 together with the reports of Directors and Auditors thereon.**

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

**RESOLVED THAT** the Audited Standalone Financial Statement of the Company for the financial year ended 31<sup>st</sup> March 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.

2. **To declare a final dividend of ₹ 1.10/- per equity share of face value of ₹ 2/- each for the financial year ended March 31, 2025.**

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

**"RESOLVED THAT** a final dividend of ₹ 1.10/- (Rupees One and Ten Paise only) per equity share of face value of ₹ 2/- each, for the financial year ended March 31, 2025, as recommended by the Board of Directors, be and is hereby declared and approved for payment to the eligible shareholders of the Company."

3. **To re-appoint Ms. Shreya Grover as a Director who retires by rotation & being eligible offers herself for re-appointment.**

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

**"RESOLVED THAT** Ms. Shreya Grover (DIN: 09199495) Director of the Company, who retires by rotation in terms of Section 152 of the Companies Act, 2013, and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. **Appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) as Statutory Auditor to hold office for the term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting up to the conclusion of the 13<sup>th</sup> Annual General Meeting of the Company to be held on or before September 30, 2030:**

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

**"RESOLVED that** pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) **M/s. Walker Chandiok & Co LLP, Chartered Accountants, (Firms Registration No. 001076N/N500013)**, be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 08<sup>th</sup> Annual General Meeting till the conclusion of the 13<sup>th</sup> Annual General Meeting of the Company to be held in the year 2030 subject to ratification of the appointment by the Members at every Annual General Meeting held after the 08<sup>th</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company."

## SPECIAL BUSINESSES:

5. **Appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants as Statutory Auditor to fill casual vacancy:**

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

**"RESOLVED that** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) **M/s. Walker Chandiok & Co LLP, Chartered Accountants, (Firms Registration No. 001076N/N500013)**, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s. KRA & Co., Chartered Accountants, (Firm Registration No: 020266N)**.

**"RESOLVED FURTHER that** M/s. Walker Chandiok & Co LLP, Chartered Accountants, (Firms Registration No. 001076N/N500013), be and are hereby appointed as Statutory Auditors of the Company to hold the office from 14<sup>th</sup> August, 2025, until the conclusion of this Annual General Meeting (08<sup>th</sup>) of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors

and duly approved by the Managing Director of the Company.”

**6. Appointment of Ankur Singh & Associates (Company Secretaries) as Secretarial Auditor:**

To consider and if thought fit, pass, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of **M/s. Ankur Singh & Associates, Company Secretaries** (Firm Registration No. S2022DE845000) as the Secretarial Auditor of the Company for a period of five (5) years, commencing from Financial Year 2025- 26 till Financial Year 2029-30, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.

**7. Approval of Jeena Sikho Employees Stock Option Scheme, 2025 for Eligible Employee of the Company:**

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 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (the “SEBI Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the circulars/guidelines/other regulations issued by the Securities and Exchange Board of India (“SEBI”), the Memorandum and Articles of Association of the Company and all other applicable regulations, rules and circulars/guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force) and subject to such

other approvals, permissions and sanctions, as may be necessary and such condition(s) and modification(s) as may be prescribed or imposed, while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Nomination and Remuneration Committee duly constituted by the Board, which has been designated as the Compensation Committee in pursuance of Regulation 5 of the SEBI Regulations to exercise its powers, including the powers conferred by this resolution); the consent and approval of the members of the Company be and is hereby accorded to the Jeena Sikho Employees Stock Option Scheme, 2025 (“Scheme”/“ESOS Scheme”/“ESOS 2025”) and to authorize the Board to create, offer, grant and issue from time to time, in one or more tranches, not **exceeding 2,50,000 (Two Lakh Fifty Thousand)** employee stock options under Jeena Sikho Employees Stock Option Scheme, 2025, exercisable into equal number of equity shares of face value of ₹ 2/- (Rupees Two) each fully paid-up of the Company, for the benefit of (i) employees of the Company, who is exclusively working in India or outside India; and/or (ii) directors of the Company, whether a whole-time director or not, including a non-executive director, who is not a promoter or member of the promoter group, but excluding an independent director (selected on the basis of criteria decided by the Board) under the ESOS 2025, but does not include (a) an employee who is a promoter or a person belonging to the promoter group; or (b) a director who, either himself or through his relative or through any body-corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company (hereinafter referred to as “Eligible Employees”).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to formulate, evolve, decide upon and implement the ESOS 2025 on the terms and conditions contained therein and stated in the explanatory statement annexed hereto including instances, where such Stock Options shall lapse and to grant such number of Stock Options, to such employees and Directors of the Company, at such other price, at such time and on such terms and conditions as set out in the ESOS 2025 and as the Board may in its absolute discretion think fit, subject to SEBI Regulations and other applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in terms and conditions of the ESOS 2025 from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the ESOS 2025, as the Board may, in its absolute discretion, think fit, subject to SEBI Regulations and other applicable laws.

**RESOLVED FURTHER THAT** in the event of any Corporate Action such as bonus issue, rights issue, stock split, merger, de-merger, transfer of undertaking, sale of a division or any such capital or corporate restructuring, subject to the provisions of the ESOS 2025; the number of Options (vested as well as unvested) or the Exercise Price in respect of the Options or both the number and the Exercise Price, may be determined after making fair and reasonable adjustments, by the Company in

consultation with the Compensation Committee, to be such number and/or Exercise price as is appropriate in accordance with the SEBI guidelines and other applicable provisions provided that (i.) the number and price of Options shall be adjusted in a manner such that total value to the Participant remains the same after the corporate action and (ii.) the Vesting Period and the life of the Options shall be left unaltered as far as possible to protect the rights of the Participant.

**RESOLVED FURTHER THAT** the new Equity Shares to be issued and allotted by the Company upon the exercise of Stock Options, shall rank pari-passu in all respect including dividend with then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to make any variation, amendment, modification or alteration in the ESOS 2025 as it may deem fit, from time to time in its absolute discretion, subject to and in conformity with the provisions of the Act, the SEBI Regulations and other applicable laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the Eligible Employees, who have been granted Stock Options.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI Regulations, Act and any other applicable laws and regulations to the extent relevant and applicable to ESOS 2025.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, merchant bankers, valuers, consultants or representatives, being incidental to the effective implementation and administration of the ESOS 2025 as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the shareholders of the Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and/or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of ESOS 2025 and to take all such steps and do all such acts as may be incidental or ancillary thereto."

**8. Extension of the Jeena Sikho Employee Stock Option Scheme 2025, to the Eligible Employees of the Group Companies:**

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 62(1)(b) and all other applicable provisions of the

Companies Act, 2013 ("the Act") read with the rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (the "SEBI Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the circulars/guidelines/other regulations issued by the Securities and Exchange Board of India ("SEBI"), the Memorandum and Articles of Association of the Company and all other applicable regulations, rules and circulars/guidelines in force, from time to time (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be necessary and such condition(s) and modification(s) as may be prescribed or imposed, while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration Committee duly constituted by the Board, which has been designated as the Compensation Committee in pursuance of Regulation 5 of the SEBI Regulations to exercise its powers, including the powers conferred by this resolution); the consent and approval of the members of the Company be and is hereby accorded to the Jeena Sikho Employees Stock Option Scheme, 2025 ("Scheme"/"ESOS Scheme"/"ESOS 2025") and to authorize the Board to create, offer, grant and issue from time to time, in one or more tranches, not exceeding 2,50,000 (Two Lakh Fifty Thousand) employee stock options under the overall limit of 2,50,000 employee stock options under the Jeena Sikho Employees Stock Option Scheme, 2025, exercisable into equal number of equity shares of face value of ₹ 2/- (Rupees Two) each fully paid-up of the Company, for the benefit of (i) employees, who is exclusively working in India or outside India; and/or (ii) directors, whether a whole-time director or not, including a non-executive director, who is not a promoter or member of the promoter group, but excluding an independent director (selected on the basis of criteria decided by the Board) under the ESOS 2025, of a group company, including subsidiary or its associate company, in India or Outside India, or of a holding company of the Company, present or future, but does not include (a) an employee who is a promoter or a person belonging to the promoter group; or (b) a director who, either himself or through his relative or through any body-corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company (hereinafter referred to as "Eligible Employees").

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to formulate, evolve, decide upon and implement the ESOS 2025 on the terms and conditions contained therein and stated in the explanatory statement annexed hereto including instances, where such Stock Options shall lapse and to grant such number of Stock Options, to such employees and Directors of a group company, including subsidiary or its associate company, in India or Outside India, or of a holding company of the Company, at such other price, at such time and on such terms and conditions as set out in the ESOS 2025 and as the Board may



in its absolute discretion think fit, subject to SEBI Regulations and other applicable laws and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in terms and conditions of the ESOS 2025 from time to time including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, withdraw or revive the ESOS 2025, as the Board may, in its absolute discretion, think fit, subject to SEBI Regulations and other applicable laws.

**RESOLVED FURTHER THAT** in the event of any Corporate Action such as bonus issue, rights issue, stock split, merger, de-merger, transfer of undertaking, sale of a division or any such capital or corporate restructuring, subject to the provisions of the ESOS 2025; the number of Options (vested as well as unvested) or the Exercise Price in respect of the Options or both the number and the Exercise Price, may be determined after making fair and reasonable adjustments, by the Company in consultation with the Compensation Committee, to be such number and/or Exercise price as is appropriate in accordance with the SEBI guidelines and other applicable provisions provided that (i.) the number and price of Options shall be adjusted in a manner such that total value to the Participant remains the same after the corporate action and (ii.) the Vesting Period and the life of the Options shall be left unaltered as far as possible to protect the rights of the Participant.

**RESOLVED FURTHER THAT** the new Equity Shares to be issued and allotted by the Company upon the exercise of Stock Options, shall rank pari-passu in all respect including dividend with then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to make any variation, amendment, modification or alteration in the ESOS 2025 as it may deem fit, from time to time in its absolute discretion, subject to and in conformity with the provisions of the Act, the SEBI Regulations and other applicable laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the Eligible Employees, who have been granted Stock Options.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI Regulations, Act and any other applicable laws and regulations to the extent relevant and applicable to ESOS 2025.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things including the appointment of or authorizing or directing the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, merchant bankers, valuers, consultants or representatives, being incidental to the effective implementation and administration of the ESOS 2025 as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the shareholders of the Company to the end and intent that the shareholders

shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and/or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of ESOS 2025 and to take all such steps and do all such acts as may be incidental or ancillary thereto."

**9. Re-designation of Ms. Shreya Grover (DIN: 09199495) as Whole-time Director and a Key Managerial Personnel of the Company from the position of Non-Executive Director:**

To consider, and if thought fit, to pass the following resolution as an **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 2(19), 2(51), 196, 197, 198 and 203 and other applicable provision, if any, read with Schedule V to the Companies Act, 2013 ("Act") and Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions made thereunder (including any statutory modifications, enactment, or any amendment made thereunder) and in accordance with the provisions of Regulation 17 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable clauses of the Articles of Association of the Company and such other approvals, permissions and sanctions, as may be required and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the members of the Company, be and is hereby accorded for appointment of Ms. Shreya Grover (DIN: 09199495) as a Whole-time Director, for a period of 05 (five) years, w.e.f. August 27, 2025 till August 26, 2030, designated as Whole-time Director and a Key Managerial Personnel of the Company, on the terms and conditions with the liberty to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination and Remuneration Committee ("NRC") of the Board) to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board and Ms. Shreya Grover within and in accordance with the Act or such other applicable provisions or any amendment thereto.

Broad particulars of the terms of appointment and remuneration payable to Ms. Shreya Grover as a Whole-time Director are as stated below:

- a) Period of appointment as Whole-time Director:** Ms. Shreya Grover shall hold office as a Whole-time Director of the Company for a term of five years August 27, 2025 till August 26, 2030.
- b) Remuneration:** ₹ 12,00,000 per annum.
- c) General:**
  - i. The Whole-time Director shall perform the duties as such with regard to all work of the Company and he will manage and attend to

such business and carry out the orders and directions given by the Board, from time to time in all respect and confirm to and comply with all such directions and regulations as may from time to time, be given and made by the Board.

- ii. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to the duties of directors.
- iii. The Whole-time Director shall adhere to the Company's Code of Conduct.
- iv. The office of the Whole-time Director may be terminated by the Company by giving 03 (three) months' prior notice in writing, by either party.
- v. Ms. Shreya Grover is liable to retire by rotation.

- vi. No sitting fee will be paid for attending any meetings of the Board of Directors or any committee(s) thereof.

**RESOLVED FURTHER THAT** the above may be treated as a written memorandum setting out the terms of appointment of Ms. Shreya Grover, Whole-time Director, in terms of Section 190 of the Act.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorised and to further delegate to any of the officer(s) or employee(s) of the Company as it may consider appropriate to do all such acts, deeds and things, as may be required to give effect to the above resolution and making other statutory and/or regulatory filings, if any, on behalf of the Company.

**RESOLVED FURTHER THAT** a copy of the above resolution be furnished as a certified true copy by any of the Directors or Company Secretary of the Company.

By Order of the Board of Directors  
For **Jeena Sikho Lifecare Limited**

**Date:** 27.08.2025  
**Place:** Zirakpur, Punjab

Sd/-  
**Smita Chaturvedi**  
Company Secretary

## Notes:

- 1) The respective Explanatory Statements, pursuant to Section 102 of the Companies Act 2013, in respect of the business under item no 5, 6, 7, 8 and 9 of accompanying notice is annexed hereto.
- 2) The Notice of the 08<sup>th</sup> AGM along with the Annual Report for the Financial Year 2024-25 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories as on 29.08.2025.
- 3) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IS ANNEXED HEREWITH AS Annexure-A.**
- 4) Proxy forms, in order to be effective, must be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting, duly completed and signed. A proxy does not have the right to speak at the meeting and cast votes only on a poll. A proxy form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.
- 5) **Pursuant to Section 105 of the Act read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.**
- 6) Institutional/Corporate Members are required to send a scanned copy of their Board or Governing Body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote through e-Voting/remote e-Voting. The said Resolution/Authorization shall be sent to Scrutinizer by email at [vivekrawal89@gmail.com](mailto:vivekrawal89@gmail.com) with a copy marked to [investors@jeenasikho.com](mailto:investors@jeenasikho.com) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 7) In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members/List of Beneficial Owners of the Company will be entitled to vote at the AGM.
- 8) Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 shall be available for inspection through electronic mode, basis the request being sent at [investors@jeenasikho.com](mailto:investors@jeenasikho.com).
- 9) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, and all the documents referred to in the accompanying Notice, are open for inspection in electronic form by the members during the AGM. All documents referred to in the Notice will also be available for inspection by the members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 4.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Meeting and at the venue of the Meeting for the duration of the Meeting. Members seeking to inspect such documents can send an email to [investors@jeenasikho.com](mailto:investors@jeenasikho.com)
- 10) Members who have not registered their e-mail IDs are requested to register/update the same with their Depository Participants to promote the green initiative and thus, help preserve the environment.
- 11) In continued compliance of Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide another opportunity to the members to register/update their email IDs by providing the requisite details in the proforma annexed hereto with the Notice as **Annexure-C**.
- 12) Members are requested to notify change, if any, in their email ID and/or mailing address, quoting their Folio No. to the Company at its Registered Office or through email at [investors@jeenasikho.com](mailto:investors@jeenasikho.com).
- 13) Members holding shares in electronic form should notify any change, if any, in their email ID and/or mailing address including PIN Code, bank details etc. directly to their respective Depository Participants.
- 14) Members/proxies should bring duly filled Attendance Slip to attend the annual general meeting. Attendance slip is annexed herewith as **Annexure-D**.
- 15) Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website at [www.jeenasikho.com](http://www.jeenasikho.com), websites of the Stock Exchanges i.e National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and BSE Limited at [www.bseindia.com](http://www.bseindia.com)
- 16) The Final Dividend of ₹ 1.10/- on Equity Shares having face value of ₹ 2/- each of the Company as recommended by the Board of Directors of the Company for the financial year ended March 31, 2025, if declared at the AGM, will be paid within 30 days of the AGM to those members whose names appear in the Register of Members as on **22.09.2025 ("the Record Date")**.
- 17) Members holding shares in dematerialized mode are requested to register/update their bank details with their Depository Participants, to enable expeditious credit of the dividend to their bank accounts electronically. For Members who have not updated their bank account

details, dividend warrants/demand drafts/cheques will be sent out to their registered addresses.

- 18) Members are requested to note that, dividends if not encashed for a consecutive period of 7 consecutive years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority.
- 19) Pursuant to Finance Act, 2020, dividend income is taxable in the hands of Members w.e.f. April 1, 2020. Accordingly, the Final Dividend, as recommended by the Board of Directors, and if approved at the 08<sup>th</sup> AGM, shall be paid after deducting tax at source ("TDS") at the prescribed rates in accordance with the provisions of the Income Tax Act, 1961, within 10 days from the date of declaration:

to the Members in respect of equity shares held by them in physical form, whose name appears as Member in the Company's Register of Members as on close of business hours on Monday, September 22, 2025; and

to the beneficial owners in respect of equity shares held by them in dematerialized form, whose name appears in the list of beneficial owners furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), on close of business hours on Monday, September 22, 2025.

- 20) With effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made upon folio being KYC compliant i.e. the PAN, contact details including mobile no., bank account details and specimen signature are registered with the RTA/Company. **[SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024]**

## 21) Tax Deducted at Source ("TDS") on dividend:

For the prescribed rates for various categories, please refer to the Income Tax Act, 1961 and the Finance Acts of the respective years. The shareholders are requested to update their PAN with the Depository Participants (DPs) (if shares held in dematerialized form) and the Company/RTA (if shares are held in physical mode).

To avail exemption of TDS, shareholders are requested to submit required documents/declaration by e-mail to [compliances@skylinerta.com](mailto:compliances@skylinerta.com) by 11.59 p.m. (IST) on Friday, September 26, 2025. Members may also refer the e-mail sent to their registered e-mail ID for more details on submission of exemption documents.

Category of Shareholder	Document(s) to be submitted/uploaded
Resident individual shareholders with PAN* and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax	<ul style="list-style-type: none"> <li>i. Form No. 15G</li> <li>ii. Form No. 15H</li> </ul>
Non-resident shareholders [including Foreign Portfolio Investors (FPIs)] who can avail beneficial rates under tax treaty between India and their country of tax residence.	<ul style="list-style-type: none"> <li>• No Permanent Establishment</li> <li>• Declaration Beneficial Ownership Declaration</li> <li>• Tax Residency Certificate</li> <li>• Copy of electronically filed Form 10F</li> <li>• Any other document which may be required</li> </ul>

**\*If PAN is not correct/invalid/inoperative then tax will be deducted at higher rates and credit of TDS will not be available. [Section 206AA of the Income Tax Act, 1961]**

- 22) Additional information(s), pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard for General Meetings (SS-2) in respect of Director(s) recommended for appointment/reappointment are annexed with this AGM Notice as **Annexure A**.
- 23) 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 cut-off date, may cast vote as provided in the Notice convening the Meeting, which is available on the website of the Company.
- 24) Members seeking clarifications on the Annual Report are requested to send in writing through email at [investors@jeenasikho.com](mailto:investors@jeenasikho.com) at least 7 days before the date of meeting. This would enable the company
- to compile the information and give replies to all the clarifications sought by the members, in the meeting.
- 25) 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 as amended and Regulation 44 of SEBI Listing Regulations, the Members are provided with the facility of voting through electronic means ("remote e-Voting" or "e-Voting during AGM") on all the resolutions set out in this AGM Notice, through remote e-Voting services provided by National Securities Depository Limited (NSDL).
- 26) The facility for e-Voting will also be made available during the AGM and the Members attending the AGM who have not cast their vote by remote e-Voting shall be

eligible to vote through the e-Voting system during the AGM. The Members who have cast their vote by remote e-Voting may also attend the AGM but shall not be entitled to cast their vote again. In case the members cast their votes through remote e-voting as well as at the AGM, votes cast through remote e-voting shall only be considered valid.

- 27) The remote e-voting period commences on **Friday 26.09.2025 at 9.00 A.M. and ends on Sunday 28.09.2025 at 5.00 P.M.** Thereafter, the remote e-voting module shall be disabled for e-voting. E-vote once cast cannot be altered subsequently.
- 28) The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date i.e., **22.09.2025** shall be entitled to vote on the proposed resolutions; and their shareholding on such date shall only be reckoned for the purpose of arriving at the results of the remote e-voting and voting at the AGM. Any person who is not the member of the Company as on the cut-off date should treat this notice for information purpose only.
- 29) The Board of Directors of the Company has appointed Mr. Vivek Rawal Proprietor of **M/s Rawal & Co., Company Secretaries**, as the Scrutinizer to scrutinize the voting through remote e- voting and e-voting process, in a fair and transparent manner.
- 30) Dividend, if approved at the AGM, will be paid within 30 days from the date of the AGM.
- 31) The Scrutinizer shall immediately after the conclusion of the Meeting, will count the e-voting cast at the Meeting and the vote cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within the time permissible under the applicable laws, a consolidated Scrutinizer's report of the total votes cast in favor or against, if any, and submit the same to the Chairman or a person authorized by him, who shall counter sign the same.
- 32) The results declared along with the report of the Scrutinizer shall be placed in the website of the Company [www.jeenasikho.com](http://www.jeenasikho.com) and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him and the results shall also be communicated to National Stock Exchange of India Limited and BSE Limited.
- 33) Route-map to the venue of the Meeting is provided in this Notice.
- 34) Pursuant to Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Books

of the Company will be closed from **23.09.2025 to 29.09.2025 (both days inclusive)**.

### 35) THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on **Friday 26.09.2025 at 9.00 A.M. and ends on Sunday 28.09.2025 at 5.00 P.M.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **22.09.2025** may cast their vote electronically. The e-voting module shall be disabled by NSDL 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

##### A) LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

In terms of SEBI circular 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.

LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE IS GIVEN BELOW:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>

**NSDL Mobile App is available on**



App Store



Google Play



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 users to login Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</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) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**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. NSDL and CDSL.**

Login type	Helpdesk details
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 022 - 4886 7000 and 022 -2499 7000.
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 toll free no. 1800 22 55 33.

#### **B) LOGIN METHOD FOR E-VOTING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE.**

##### **HOW TO LOG-IN TO NSDL E-VOTING WEBSITE?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'
  - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**STEP 2: CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM.**

**HOW TO CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM?**

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [vivekrawal89@gmail.com](mailto:vivekrawal89@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [investors@jeenasikho.com](mailto:investors@jeenasikho.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors@jeenasikho.com](mailto:investors@jeenasikho.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

**In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.**

By Order of the Board of Directors  
For **Jeena Sikho Lifecare Limited**

**Date:** 27.08.2025  
**Place:** Zirakpur, Punjab

Sd/-  
**Smita Chaturvedi**  
Company Secretary



# Explanatory Statements Pursuant to Section 102(1) of The Companies Act, 2013

## ITEM NO. 5

The Members of the Company at its 04<sup>th</sup> AGM held on Monday, 15<sup>th</sup> November, 2021 had appointed M/s. KRA & Co., Chartered Accountants, (Firm Registration No: 020266N) as the Statutory Auditors of the Company to hold office from the conclusion of 04<sup>th</sup> AGM till the conclusion of 09<sup>th</sup> Annual General Meeting of the Company respectively subject to ratification of the appointment by the Members at every AGM held after the 04<sup>th</sup> AGM of the Company.

M/s. KRA & Co, Chartered Accountants, (Firm Registration No: 020266N) vide their letter both dated 14<sup>th</sup> August, 2025 have resigned from the position of Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on 14<sup>th</sup> August, 2015, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed M/s. Walker Chandiok & Co LLP, Chartered Accountants, (Firms Registration No. 001076N/N500013), to hold office as the Statutory Auditors of the Company till the conclusion of 08<sup>th</sup> AGM and to fill the casual vacancy caused by the resignation of M/s. KRA & Co, Chartered Accountants, (Firm Registration No: 020266N) subject to the approval by the members at the 08<sup>th</sup> Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Managing Director of the Company.

The Company has received consent letter and eligibility certificate from M/s. Walker Chandiok & Co LLP, Chartered Accountants, (Firms Registration No. 001076N/N500013), to act as Statutory Auditors of the Company in place of M/s. KRA & Co, Chartered Accountants, (Firm Registration No: 020266N), and along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an **Ordinary Resolution** as set out in Item No. 5 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid **Ordinary Resolution**.

The Board recommends an **Ordinary Resolution** set out in the Notice for approval by the Members.

## ITEM NO. 6

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of

Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of **M/s. Ankur Singh & Associates, Company Secretaries**, as the Secretarial Auditors of the Company for a period of five years, commencing from April 1, 2025, to March 31, 2030. The appointment is subject to shareholders' approval at the Annual General Meeting.

While recommending Ankur Singh & Associates for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. Ankur Singh & Associates was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

Ankur Singh & Associates is a peer-reviewed and well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India, Delhi. The firm is led by its proprietor, Mr. Ankur Singh, a distinguished professional in the field of corporate governance and compliance. His expertise spans corporate advisory, transactional services, litigation, advocacy, and legal due diligence. The firm also engages professionals associated with strong credentials who align with its core values of character, competence, and commitment. Ankur Singh & Associates specializes in compliance audit and assurance services, advisory and representation services, and transactional services.

Ankur Singh & Associates has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of Ankur Singh & Associates as the Secretarial Auditors of the Company.

The Board recommends the resolution at Item No. 6 of the Notice for the approval of the shareholders as an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

## ITEM NO. 7 & 8

Stock Options have long been recognized internationally as an effective instrument to align the interest of employees with those of the Company and its Shareholders, providing an opportunity to employees to share the growth of the Company, and to create long term wealth in the hands of the employees. It creates a sense of ownership between the Company and its employees, paving the way for a unified approach to the common objective of enhancing overall Shareholder's value.

Your Company is proposing to introduce an Employee Stock Option Scheme for the employees and the directors of the Company (including of the group company, including subsidiary, holding or its associate company), to remunerate them for their service and the expertise they bring to the organization. The proposed Scheme is proposed to be titled as "Jeena Sikho Employees Stock Option Scheme 2025" ("Scheme"/"ESOS Scheme"/"ESOS 2025").

Board of Directors ("the Board") of the Company upon the recommendation of the Nomination and Remuneration Committee in its meeting held on 27.08.2025 approved introduction of Jeena Sikho Employees Stock Option Scheme 2025, subject to the approval of the Members and concerned regulatory authorities and subject to the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (the "SEBI Regulations") and authorized the Compensation Committee/Nomination & Remuneration Committee ("the Committee"), to formulate the detailed terms and conditions of ESOS 2025 and to administer and implement the same in accordance with the provisions of the SEBI Regulations. The Nomination and Remuneration Committee of Directors of the Company shall act as the Compensation Committee under Regulation 5 of the SEBI Regulations, which has been authorised to inter alia formulate, administer and supervise ESOS 2025 including framing of its terms and conditions in terms of the SEBI Regulations.

The Company seeks Members' approval in respect of the aforesaid scheme and grant of stock options to the following employees (selected on the basis of criteria decided by the Board), to the extent and in the manner as may be permissible under the relevant provisions of the Companies Act, 2013, rules made there under and the SEBI Regulations and other applicable provisions:

- i. an employee, who is exclusively working in India or outside India;
- ii. a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; and
- iii. an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or Outside India, or of a holding company of the company, but does not include:

- (a) an employee who is a promoter or a person belonging to the promoter group; or
- (b) a director who, either himself or through his relative or through any body-corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;

The broad terms and conditions of ESOS 2025 and other particulars as per Part-C of Schedule-I of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are as below:

### A) BRIEF DESCRIPTION OF THE SCHEME:

Jeena Sikho Employees Stock Option Scheme, 2025 is intended to reward the Eligible Employees for their contribution to the success of the Company and to provide an incentive to continue contributing to the success of the Company. It is envisaged that the Scheme is to attract, reward, motivate and retain its employees for high levels of individual performance which will ultimately contribute to the success of the Company.

Subject to applicable law and terms and conditions of the Scheme, the Eligible Employees, who has been granted stock options ("Grantee") shall be entitled to subscribe to the equity shares within certain time period ("Exercise Period") upon fulfilment of such conditions ("Vesting") and payment of an exercise price ("Exercise Price").

### B) TOTAL NUMBER OF OPTIONS TO BE OFFERED AND GRANTED:

The maximum number of Shares that may be issued pursuant to exercise of Options granted to the Participants under the ESOS Scheme shall not exceed 2,50,000 (Two Lakh Fifty Thousand only) Equity Shares of the Company of ₹ 2 each. The Company reserves the right to increase or reduce such number of Shares as it deems fit. Provided that all Options that have lapsed (including those having lapsed by way of forfeiture) shall be added back to the number of Options that are pending to be granted.

It is clarified that as the Scheme is not proposed to be implemented through Trust; there won't be any secondary market acquisition for the purpose of implementation of the Scheme.

It is clarified that, in the event of any Corporate Action such as bonus issue, rights issue, stock split, merger, de-merger, transfer of undertaking, sale of a division or any such capital or corporate restructuring, subject to the provisions of the ESOS 2025; the number of Options (vested as well as unvested) or the Exercise Price in respect of the Options or both the number and the Exercise Price, may be determined after making fair and reasonable adjustments, by the Company in consultation with the Compensation Committee, to be such number and/or Exercise price as is appropriate in accordance with the SEBI guidelines and other applicable provisions provided that (i.) the number and price of Options shall be adjusted in a manner such that total value to the Participant remains the same after the corporate action and (ii.) the Vesting Period and the life of the Options shall be left unaltered as far as possible to protect the rights of the Participant.

### **C) IDENTIFICATION OF CLASSES OF EMPLOYEES ENTITLED TO PARTICIPATE IN ESOS 2025:**

An Employee shall be eligible to participate in the Scheme, as determined by the Compensation Committee. Only Eligible Employees as defined herein are eligible under this Scheme. Subject to this, the Compensation Committee shall, at its sole discretion, determine, which Employee or category of Employees shall be eligible for Grant of Options and the terms of Grant thereof and accordingly, the Company would offer the Options to the identified Eligible Employees based on the performance, experience, loyalty, etc.

Where any Employee is a director nominated by an institution as its representative on the Board of Directors of the company:

- (i) the contract or agreement entered into between the institution nominating its employee as the director of a company and the director so appointed shall, inter alia, specify the following:
  - a. whether the grants by the company under its scheme(s) can be accepted by the said employee in his capacity as director of the company;
  - b. that grant if made to the director, shall not be renounced in favour of the nominating institution; and
  - c. the conditions subject to which fees, commissions, other incentives, etc. can be accepted by the director from the company.
- (ii) the institution nominating its employee as a director of the company shall file a copy of the contract or agreement with the said company, which shall, in turn file the copy with all the recognized stock exchanges on which its shares are listed.
- (iii) the director so appointed shall furnish a copy of the contract or agreement at the first board meeting of the company attended by him after his nomination.

It is clarified that the benefit of ESOS 2025 is extended to the Eligible Employee and Directors of a group company, including subsidiary or its associate company, in India or Outside India, or of a holding company of the Company, present or future.

The Grant of the Options by the Committee to the Grantee shall be made in writing and communicated to the Grantee. Such a Grant shall state the number of Options offered, the Exercise price and the closing date of accepting the offer.

The definition of Employees for the purpose of ESOS 2025 shall mean:

- i. an employee, who is exclusively working in India or outside India; or
- ii. a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; and
- iii. an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or Outside India, or of a holding company of the company, but does not include:
  - (a) an employee who is a promoter or a person belonging to the promoter group; or
  - (b) a director who, either himself or through his relative or through any body-corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;

### **D) REQUIREMENTS OF VESTING AND PERIOD OF VESTING:**

Any Grantee who wishes to accept an offer made, must deliver an Acceptance Form, prescribed by the Compensation Committee from time to time, duly completed as required therein to the Committee on or before the Closing date stated in the Grant letter.

Any Grantee who fails to return the Acceptance Form on or before the Closing date shall, unless the Committee determines otherwise, be deemed to have rejected the offer. Any Acceptance Form received after the Closing date shall not be valid.

Upon receipt of a duly completed Acceptance Form from the Grantee in respect of the Grant, the Grantee will become a Participant. The Committee may then issue to the Participant a statement, in such form as it deems appropriate, showing the number of Options, to which the Participant is entitled pursuant to the acceptance of such offer and the number of Shares for which the Participant will be entitled to subscribe pursuant to such Options.

Subject to the terms contained herein, the acceptance of a Grant made to a Grantee, shall conclude a contract between the Grantee and the Company, pursuant to which each Option shall, on such acceptance, be an Unvested Option.

As per SEBI ESOS Regulations, there shall be a minimum period of one year between the grant of options and vesting of options. Subject to Participant's continues employment with the Company and further subject to other clauses of the ESOS 2025; the Unvested Options shall vest with the Participant on the following dates as per the graded vesting plan:

Tranche	Vesting Date	Option to be Vested (as a % of total Granted Options)
1	Date being the date immediately after the date of expiry of One (1) year from the date of acceptance of the Options Granted to such Participant	20%
2	Date being the date immediately after the date of expiry of Two (2) years from the date of acceptance of the Options Granted to such Participant	30%
3	Date being the date immediately after the date of expiry of Three (3) years from the date of acceptance of the Options Granted to such Participant	50%

The date of Vesting would be determined in respect of different Options depending upon the different Grant Dates and difference dates of acceptance of such Grant of Options by the Participants.

#### **E) MAXIMUM PERIOD WITHIN WHICH THE OPTIONS SHALL BE VESTED:**

Please refer sub-clause (d) above. As detailed above, the maximum period within which the Options shall be vested will be three years from the date of acceptance of the Options Granted.

#### **F) EXERCISE PRICE OR PRICING FORMULA:**

The Exercise Price of the Option shall be ₹ 2/- (Rupees Two Only) each.

The total Exercise Price shall be paid to the Company in cash (through banking channel) upon Exercise of the Options. No amount is payable by the Grantee at the time of acceptance of Grant of Option.

#### **G) EXERCISE PERIOD AND THE PROCESS OF EXERCISE:**

Subject to special provisions relating to the case of death of an employee before exercise of options, the Participant alone can exercise the Vested Option. The Participant can exercise the Vested Options within the Exercise Period. Such exercise may be of all Vested Options or part of the Vested Options in one or more tranches.

The Exercise Period shall commence from the date of Vesting and close on expiry of One Year from the last Vesting Date (i.e., Vesting Date of the 3<sup>rd</sup> Tranche of Vesting, as per sub-clause (d) above) for the respective Grant of Option. The Exercise Period can be extended only under special circumstances at the discretion of the Committee upon a specific request made by the Participant concerned to this effect.

No fraction of a Vested Option shall be exercisable in its fractional form.

Exercise of the Options shall take place at the time and place designated by the Committee or the Company and by executing such documents as may be required under the Applicable Laws to pass a valid title to the relevant Shares to the Participant, free and clear of any liens, encumbrances and transfer restrictions save for those set out therein.

An Option shall be deemed to be exercised only when the Committee receives notice of exercise and the Exercise Price in accordance of the Scheme from the person entitled to exercise the Option.

On Exercise, the Participant can subscribe to the Shares on the full payment of the Exercise price and taxes, if any, required to be deducted by the Company/reimbursed by the employee, in respect of exercise of the Option, and the Company shall allot the Shares to the Participants after completing the necessary formalities in this regard, or, if requested in writing by the Participant, to the Participant jointly with another person, provided the Committee/ Company finds the Exercise form complete and conditions of the Scheme are complied with. Subsequent to allotment, no Participant should seek to sell or otherwise transfer the Shares until there is a confirmation from the Company that the listing procedures with respect to the allotted Shares have been completed.

There would not be any lock-in period for the shares issued consequent upon exercising the options under the ESOS 2025.

If the Participant does not Exercise his Vested Options within the time specified for the same, such unexercised, the Options shall lapse.

There shall be no cashless exercise of the Options. Further there shall not be any funding of financing by the Company for Exercise of Options.

#### **EXERCISE IN CERTAIN SPECIAL CASES:**

**On death of a Participant:** In the event of death of the employee while in employment, all the Unvested Options/ Options Granted to him/her till his/her death shall vest, with effect from the date of his/her death, in the legal heirs or nominees of such deceased employee, as the case may be. All the Vested Options (including Options Vested upon death of the employee) shall be permitted to be exercised within 1 (one) year from the date of his/her death. However, under no circumstances, Options can be exercised by the legal heirs or nominees beyond this Exercise Period.

**On disability of Participant:** In case the employee suffers any permanent incapacity, while in employment, all the Unvested Options to him/her under ESOS 2025 as on the date of permanent incapacitation, shall vest in him/her on that day. All the vested Options (including Options Vested upon permanent incapacitation) shall be permitted to be exercised within 1 (one) year from the date of termination



of employment due to permanent incapacitation. However, under no circumstances option can be exercised beyond the Exercise period.

**On attainment of Superannuation age:** In case the service of the employee Participants with the Company is terminated due to retirement on superannuation, all the Unvested Options shall continue to vest as per normal schedule of Vesting even after the retirement or superannuation. Exercise of Options shall also be as per the normal schedule as per this ESOS 2025.

**Termination with cause:** In case the termination of employment of a Participant with the Company is with cause (i.e., negligence, fraud, professional misconduct, moral turpitude etc), his/her Options (Vested as well as Unvested) shall lapse on the Termination Date.

**Other termination:** In case the service of the Participant with the Company is terminated due to resignation of the Participant from the Company or otherwise, all the Vested Options as on that date shall be permitted to be exercised within the normal Exercise Period, as mentioned in this Scheme. All Unvested Options on the date of termination shall lapse. It is clarified that re-appointment of Directors upon retirement by rotation shall be deemed to be continuity in tenure for the purpose of this Scheme.

**Long Leave:** Long leave of the Participant shall not have any effect on the Scheme as applicable to the Participant. However, in case the employee goes on long leave of over three months during the vesting period, then the Committee reserves the right to extend the vesting period by a period not exceeding the leave period. Notwithstanding above, approved earned leave and sick leave as per the Company policy shall be included to calculate the Vesting Period.

**Transfer of Employee:** In the event that an Employee, who has been Granted benefits under the Scheme, is transferred or deputed to an associate company prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed employee even after the transfer or deputation. In the event that an Employee who has been granted benefits under the Scheme, is transferred pursuant to scheme of arrangement, amalgamation, merger or demerger or continued in the existing company, prior to the vesting or exercise, the treatment of options in such case shall be specified in such scheme of arrangement, amalgamation, merger or demerger provided that such treatment shall not be prejudicial to the interest of the employee.

#### **H) APPRAISAL PROCESS FOR DETERMINING THE ELIGIBILITY OF EMPLOYEES FOR THE SCHEME:**

The Committee may, on such dates as it shall determine, Grant to such Eligible Employees as it selects, Options of the Company in accordance with the terms and conditions of the Scheme for the time being in force. The Committee shall follow the following broad guidelines in selection of the eligible employees and the quantum of option to be granted to them:

- present grade and compensation structure of the employee.
- performance of the employee.

- length of service of the employee.
- exceptional contribution made by the employee.
- integrity and behaviour of the employee.
- such other parameters as it may decide.

#### **I) MAXIMUM NUMBER OF OPTIONS TO BE ISSUED PER EMPLOYEE AND IN AGGREGATE:**

The maximum number of Shares that may be issued pursuant to exercise of Options granted under the ESOS Scheme shall not exceed 2,50,000 (Two Lakh Fifty Thousand only) Equity Shares of the Company of ₹ 2 each.

The maximum number of the Shares that may be issued pursuant to the grant of the Options to each Grantee under ESOS 2025 shall be 25,000 (Twenty Five Thousand only) provided that maximum number of shares with respect to which Options may be granted to a single Employee shall not exceed 1% of the issued capital of the Company at any point of time.

#### **J) MAXIMUM QUANTUM OF BENEFITS TO BE PROVIDED PER EMPLOYEE UNDER JEENA SIKHO EMPLOYEE STOCK OPTION SCHEME 2025:**

The maximum quantum of benefits underlying the Options granted to an Eligible Employee shall be equal to the appreciation in the value of the Company's equity shares determined on exercise of Options, on the basis of difference between the Option Exercise Price and the Market Price of the Equity Shares on the exercise date.

#### **K) WHETHER THE SCHEME IS TO BE IMPLEMENTED AND ADMINISTERED DIRECTLY BY THE COMPANY OR THROUGH A TRUST:**

It is clarified that ESOS 2025 is not proposed to be implemented through Trust. The Scheme shall be administered by the Nomination and Remuneration Committee, as designated as the Compensation Committee for the purpose of implementation of ESOS 2025, and as may be reconstituted by the Board of Directors of the Company. There won't be any secondary market acquisition for the purpose of implementation of the Scheme. The Scheme will be implemented directly by the Company.

#### **L) WHETHER THE SCHEME INVOLVES NEW ISSUE OF SHARES BY THE COMPANY OR SECONDARY ACQUISITION BY THE TRUST OR BOTH:**

Implementation of the Scheme would involve new issue of equity shares. There won't be any secondary market acquisition for the purpose of implementation of the Scheme.

#### **M) THE AMOUNT OF LOAN TO BE PROVIDED FOR IMPLEMENTATION OF THE SCHEME BY THE COMPANY TO THE TRUST, ITS TENURE, UTILIZATION, REPAYMENT TERMS, ETC.:**

There shall not be any funding of financing by the Company for Exercise of Options. The ESOS 2025 shall not be implemented through Trust and accordingly, no amount of loan to be provided to any Trust for implementation of ESOS 2025.

**N) MAXIMUM PERCENTAGE OF SECONDARY ACQUISITION (SUBJECT TO LIMITS SPECIFIED UNDER THE REGULATIONS) THAT CAN BE MADE BY THE TRUST FOR THE PURPOSES OF THE SCHEME:**

There won't be any secondary market acquisition for the purpose of implementation of the Scheme.

**O) A STATEMENT TO THE EFFECT THAT THE COMPANY SHALL CONFORM TO THE ACCOUNTING POLICIES SPECIFIED IN REGULATION 15 OF THE SEBI REGULATIONS:**

The Company shall conform to the accounting policies specified in Regulation 15 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The Company shall follow the requirements including the disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time and other applicable laws.

**P) METHOD OF VALUING THE OPTIONS:**

Unless otherwise prescribed under any applicable law, the Company shall use "Fair Value Method" to value its options under the ESOS 2025.

The Company shall follow the Guidance Note on Accounting for Employee Share Based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

**Q) STATEMENT WITH REGARD TO DISCLOSURE IN DIRECTORS' REPORT:**

In case the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company, shall also be disclosed in the Board's Report.

The said Statement is not applicable to the Company when the Company is opting for the Fair Value Method.

**R) LOCK-IN PERIOD AND TRANSFERABILITY:**

As per SEBI Regulations, there shall be a minimum vesting period of one year between grant and vesting. The vesting period under ESOS 2025 had been mentioned at sub-clause (d) above. Options Granted to an Employee shall not be transferable to any person. Subject to special provisions relating to the case of death of an employee before exercise of options (as mentioned above), no person, other than the employee, shall be entitled to the benefit arising out of under ESOS 2025. It is also clarified that the stock options granted to eligible employee under the ESOS 2025 shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner.

There would not be any lock-in period for the shares issued consequent upon exercising the options under the ESOS 2025.

**S) TERMS & CONDITIONS FOR BUYBACK, IF ANY, OF SPECIFIED SECURITIES COVERED UNDER THESE REGULATIONS.**

There is no buyback arrangement or commitment by the Company in respect of any Shares or Securities issued/ allotted under ESOS 2025.

**T) OTHER TERMS**

The Board of Directors shall have the absolute authority to vary or modify the terms of the ESOS 2025, subject to the SEBI Regulations and other applicable laws, from time to time. The Options to be granted under the ESOS 2025 shall not be treated as an offer or invitation made to public for subscription of securities of the Company.

Consent of the shareholders is required by way of a special resolution pursuant to Section 62(1)(b) of the Companies Act, 2013 and the SEBI Regulations. As per Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, separate special resolution is required to be passed if the benefits of an employee stock option scheme are to be extended to employees of the group companies, holding and subsidiary companies.

Accordingly, the Special Resolutions set out as item no. 7 and 8 in this notice is proposed for approval by the shareholders.

Directors/Key Managerial Personnel of the Company/their relatives who may be granted Options under ESOS 2025 may be deemed to be concerned or interested in the Special Resolutions at Item Nos. 10 and 11 of this Notice. Save as aforesaid, none of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

**ITEM NO. 9**

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, at its meeting held on 27<sup>th</sup> August, 2025, approved the appointment of Ms. Shreya Grover (DIN: 09199495), who was earlier serving as a Non-Executive Director since 21<sup>st</sup> June, 2021, as a Whole-time Director of the Company for a period of 5 (five) years commencing from 27<sup>th</sup> August, 2025, subject to approval of the Members at this Annual General Meeting.

Ms. Shreya Grover has been associated with the Company since her appointment as Director and has significantly contributed to the growth and operations of the Company in her role. Considering her experience, leadership capabilities and contribution, the Board is of the view that her appointment as Whole-time Director would be in the best interest of the Company.

Ms. Shreya Grover fulfils all the conditions given under Section 196 and Schedule V of the Act to be eligible for her appointment. She is neither disqualified under Section 164 of the Act nor debarred by virtue of any order of the

Securities and Exchange Board of India or any other such authority from holding office as a Director.

The terms and conditions of her appointment and remuneration are detailed in the resolution at Item No. 9.

Pursuant to Regulation 17(6)(e) of Listing Regulations, shareholders approval is being sought by way of Special Resolution for her remuneration, as Ms. Shreya Grover is a member of the promoter group of the Company.

The resolution is proposed as Special Resolution, since the remuneration as approved by the Board, within the maximum limit as approved by the shareholders, shall be paid as minimum remuneration, in the event of the inadequacy of profits during the term of her appointment, which may exceed the amount calculated under Schedule V of the Act.

Brief profile of Ms. Grover, as required under Regulation 36 of the SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 on General Meetings, is annexed to this Notice.

## CONFIRMATIONS/DECLARATIONS:

Ms. Shreya Grover has given a declaration as per Section 196(3) read with Part I of Schedule V to the Act that he fulfils the conditions for the appointment as a Whole-time Director of the Company. She has also given a declaration in form DIR-8 that he is not dis-qualified from being appointed as a director in terms of Section 164(1) & (2) of the Act.

Accordingly, the Board of Directors recommends the resolution as set out at Item No. 9, for approval of the shareholders as a Special Resolution. Ms. Shreya Grover is the daughter of Mr. Manish Grover, Managing Director and Mrs. Bhavna Grover, Whole-time Director of the Company.

None of the Directors and Key Managerial Personnel of the company/and their relatives, except Mrs. Bhavna Grover, Mr. Manish Grover and her relatives, are in any way concerned or interested, financially or otherwise, in the **Special Resolution**.

# Annexure-A

DETAILS OF DIRECTOR SEEKING SHAREHOLDERS APPROVAL FOR APPOINTMENT PURSUANT TO REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARD SS- 2 ON GENERAL MEETINGS

Name of Director	Ms. Shreya Grover
DIN	09199495
Date Of Birth	July 02, 2001
Age	24 Years
Date of Appointment on Board of company	Appointed on the Board of the Company since June 12, 2021.
Education Qualification	BA Hons and LLB
Experience (in years)	2 yrs
Area of Expertise	Legal and Marketing
Terms and conditions of appointment/re-appointment	Not Applicable
Remuneration sought and last drawn	Not Applicable
Relationship with KMP and Directors inter-se	Daughter of Mr. Manish Grover and Mrs. Bhavna Grover
Shareholding in company	8,190
Nos. of Board Meetings attended during the financial year 2024-25	23
Directorships held in other Public Limited Companies including other Listed Companies	NIL
Chairmanships/Memberships of the Committee of the Board of Directors of the Company	Nomination And Remuneration Committee
Chairmanships/Memberships of the Committee of the Board of Directors of other Public Limited Companies including Listed Companies	NIL
Listed Entities from which the director has resigned in the past 3 years.	NIL
the Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable being Non-Independent Director

## BRIEF PROFILE

### MS. SHREYA GROVER – WHOLE-TIME DIRECTOR, JEENA SIKHO LIFECARE LIMITED

**Ms. Shreya Grover, aged 24 years**, has been associated with Jeena Sikho Lifecare Limited since June 12, 2021, when she was inducted into the Board as a **Non-Executive Director**. Recognizing her outstanding contribution, innovative approach and deep involvement in the Company's growth, she has now been elevated to the position of **Executive Director**.

Young and enthusiastic, Ms. Grover has been instrumental in guiding the Company with **creative marketing strategies, innovative sales ideas and out-of-the-box thinking**. With her transition into an executive role, she is now actively engaged in shaping the future roadmap of Jeena Sikho.

Under her leadership and vision, the Company is witnessing rapid growth through:

- Establishment and expansion of a **chain of Ayurveda hospitals** across India.
- Launch of an **OTC (Over-the-Counter) Ayurveda product range**, ensuring Ayurveda reaches every household.
- Strengthening of a **large-scale Media & Digital team**, giving the Company a strong national presence.
- Ensuring robust governance and compliance, drawing upon her **legal expertise**.

Her combination of **legal acumen, media-driven approach, and passion for Ayurveda** uniquely positions her to lead Jeena Sikho Lifecare Limited into its next phase of expansion, making holistic wellness accessible to millions.



# Annexure-B

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:** L52601PB2017PLC046545

**NAME OF THE COMPANY:** JEENA SIKHO LIFECARE LIMITED

**REGISTERED OFFICE:** SCO 11 First Floor, Kalgidhar Enclave, Zirakpur, Mohali, Punjab-140604

### VENUE FOR MEETING:

Name of the members (s): .....

Registered address: .....

E-Mail Id: .....

Folio No/Client Id: .....

DP ID: .....

I/We, being the member (s) of ..... shares of the above-named company, hereby appoint

1. Name: .....

Address: .....

E-mail Id: .....

Signature: ....., or failing him.

2. Name: .....

Address: .....

E-mail Id: .....

Signature: ....., or failing him

3. Name: .....

Address: .....

E-mail Id: .....

Signature: .....

as my proxy to attend and vote (on a poll) for me and on my behalf at the 08<sup>th</sup> Annual General Meeting of the company to be held on Monday 29<sup>th</sup> September, 2025 at 12:00 Noon at First Floor, Parle G Godown, City Enclave, Back Side JP Hospital, Near Anand Complex, Zirakpur, Main Road, SAS Nagar, Punjab 140603 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution(s)	Vote	
		For	Against
1	To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial period ended on 31 <sup>st</sup> March 2025 together with the reports of Directors and Auditors thereon.		
2	To declare a final dividend of ₹1.10/- per equity share of face value of ₹2/- each for the financial year ended March 31, 2025		
3	To re-appoint Ms. Shreya Grover as a Director who retires by rotation & being eligible offers herself for re-appointment		
4	Appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants as Statutory Auditor		
5	Appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants as Statutory Auditor to fill casual vacancy		
6	Appointment of M/s Ankur Singh & Associates as Secretarial Auditor		
7	Approval of Jeena Sikho Employees Stock Option Scheme, 2025 for Eligible Employee of the Company		
8	Extension of the Jeena Sikho Employee Stock Option Scheme 2025, to the Eligible Employees of the Group Companies		
9	Re-designation of Ms. Shreya Grover (DIN: 09199495) as Whole-time Director and a Key Managerial Personnel of the Company from the position of Non-Executive Director		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Signature of the shareholder across the Revenue Stamp

# Annexure-C

## PROFORMA FOR REGISTRATION/UP-DATION OF E-MAIL IDs

Date:

JEENA SIKHO LIFECARE LIMITED

SCO 11 First Floor, Kalgidhar Enclave, Zirakpur, Mohali, Punjab-140604

Folio No. \_\_\_\_\_

Dear Sirs,

Please register/up-date my/our e-mail ID for forwarding all official communications including the general meeting notices/ postal ballot notices/annual reports etc. of the Company through electronic mail.

My/our e-mail ID is as follows:

Email ID: \_\_\_\_\_

Name of the shareholder:

Address:

\_\_\_\_\_  
Signature of the sole/first holder

# Annexure-D

## ATTENDANCE SLIP

08<sup>th</sup> Annual General Meeting of "JEENA SIKHO LIFECARE LIMITED"

Place of meeting: First Floor, Parle G Godown, City Enclave, Back Side JP Hospital, Near Anand Complex, Zirakpur, Main Road, SAS Nagar, Punjab 140603

Reg. Folio: ..... No. of Shares Held: .....

Full Name of Shareholder: .....

Full Name of Proxy/Authorised Representative: .....

Regd. Folio No.: .....

DP Id: .....

No. of Shares Held: .....

Client Id: .....

I hereby record my presence at the 08<sup>th</sup> Annual General Meeting of the Company held on Monday 29<sup>th</sup> September, 2025 at 12:00 Noon at First Floor, Parle G Godown, City Enclave, Back Side JP Hospital, Near Anand Complex, Zirakpur, Main Road, SAS Nagar, Punjab 140603.

.....  
Name of the member/Proxy/Authorised Representative

(In BLOCK LETTERS)

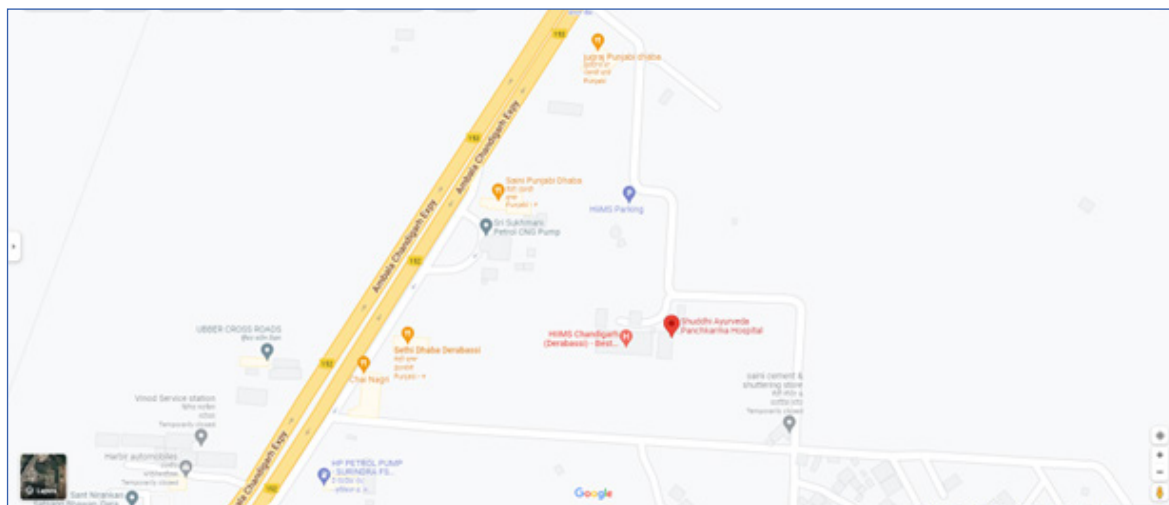
.....  
Signature of member/Proxy/Authorised Representative

**Note:** Please fill in this attendance slip and hand it over at the venue.

*\* Strike out whichever is not applicable.*



## ROUTE MAP TO THE AGM VENUE



<https://maps.app.goo.gl/sxNJRNXp7cgQZScm9>

### **JEENA SIKHO LIFECARE LIMITED**

First Floor, Parle G Godown, City Enclave,  
Back Side JP Hospital,  
Near Anand Complex, Zirakpur,  
Main Road, SAS Nagar, Punjab 140603

### **8<sup>TH</sup> ANNUAL GENERAL MEETING**

**29<sup>TH</sup> DAY, SEPTEMBER, 2025, AT 12:00 NOON.**