



***NOTICE OF 2ND EXTRA ORDINARY GENERAL MEETING
OF JEEVAN SCIENTIFIC TECHNOLOGY LIMITED FOR FINANCIAL
YEAR 2022-2023 WILL BE HELD ON MONDAY, 12TH DECEMBER, 2022 AT
10:30 A.M THROUGH VIDEO CONFERENCING / OTHER AUDIO
VISUAL MEANS.***



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 02/2022-23 EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF JEEVAN SCIENTIFIC TECHNOLOGY LIMITED WILL BE HELD ON MONDAY, THE 12th DAY OF DECEMBER 2022 AT 10:30 A.M THROUGH VIDEO CONFERENCING AND OTHER AUDIO-VISUAL MEANS, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

SPECIAL BUSINESS:

TO APPROVE RELATED PARTY TRANSACTION I.E., INVESTMENT OF RS. 2,00,00,000/- IN NAYAS LABORATORIES PRIVATE LIMITED.

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 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 together with the rules made there under and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, based upon approvals and recommendations of the Audit Committee and Board of Directors in meetings held on 11.11.2022, the approval of the members of the Company be and is hereby accorded to enter into material related party transaction i.e., to acquire 80% of the shareholding by investing a sum of Rs. 2.00 Crores in Nayas Laboratories Private Limited, as detailed below:

Sl. No.	Particulars	Details
1	Type, material terms and particulars of the proposed transaction.	Type: Investment in Nayas Laboratories Private Limited. Material Terms: Investment of Rs. 2.00 Crores in Nayas Laboratories Private Limited.
2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise).	Name of the Related Party: Nayas Laboratories Private Limited (Investee Company). Relationship with the Investee Company: Both the Investing Company (Jeevan Scientific Technology Limited) and the Investee Company are promoted by Mr. K. Krishna



		<p>Kishore, Vice-Chairman and Managing Director and Mrs. K. Vanaja who also control both the companies.</p> <p>Nature of interest: Mr. K. Krishna Kishore and Mrs. K. Vanaja are the Directors and Promoters of the Nayas Laboratories Private Limited.</p>
3	Tenure of the proposed transaction (particular tenure shall be specified)	6 months from the date of this Extra Ordinary General Meeting.
4	Value of the proposed transaction	Rs. 2,00,00,000/-
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided).	<p>Consolidated Turnover of the Company as per audited financials for the year ended 31.03.2022 is Rs. 67,79,30,665/- and Rs.2.00 Crores, the value of the proposed transaction is 2.95% of the above said turnover.</p> <p>During the financial year 2022-23, the Company earlier entered into related party transactions worth of Rs. 7,69,15,300/- with Mr. K. Krishna Kishore and Mrs. K. Vanaja constituting 11.35% of the consolidated turnover.</p>
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.	This transaction involves Investment of Rs.2,00,00,000/- by way of subscription to the equity shares of Nayas Laboratories Private Limited.
	i) details of the source of funds in connection with the proposed transaction	Investment is proposed to be made from Internal Accruals.
	<p>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable



	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Funds will be used towards capex, working capital, general corporate purposes.
7	Justification as to why the RPT is in the interest of the listed entity.	Nayas Laboratories Private limited will be setting up State of Art, research and Development Lab for Formulations for Drugs which is complimentary and integrated business vertical to existing business of Jeevan Scientific Technology Limited.
8	A copy of the valuation or other external party report, if any such report has been relied upon	The transaction proposed to be entered into is based on the valuation report as received from Mr. G. Murali, Registered Valuer, IBBI/RV/02/2019/11566, having office at Flat No. 507, Everest Block 'C' Block, 5th Floor, Aditya Enclave, Mythivanam, Beside Ameerpet Metro Station, Hyderabad-500038. The same is enclosed as Annexure- I.
9	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.	Nayas Laboratories Private Limited was incorporated on 11.10.2022.
10	Any other information that may be relevant.	The Investment is proposed into pharma sector which is relevant and incidental to the business of the Company.

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

**For and on behalf of the Board of
Jeevan Scientific Technology Limited**

**Place: Hyderabad
Date: 11.11.2022**

**Sd/-
Krishna Kishore Kuchipudi
Vice-Chairman and Managing Director
(DIN: 00876539)**



EXPLANATORY STATEMENT
[Pursuant to Section 102 of the Companies Act, 2013]

TO APPROVE RELATED PARTY TRANSACTION I.E., INVESTMENT OF RS. 2,00,00,000/- IN NAYAS LABORATORIES PRIVATE LIMITED.

Your company proposes to enter into transaction with the entity/ persons, as mentioned in the resolution, which is falling under the definition of “related party” as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Pursuant to Regulation 23(4) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), all material related party transactions shall require prior approval of the shareholders through Resolution and pursuant to Reg. 23 (1) of SEBI LODR, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, *exceeds Rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.*

The proposed Related Party Transaction together with the previously executed/ completed Related Party Transaction(s) during the FY 2022-23 constitutes 14.29 % of the Consolidated turnover of the company in aggregate which exceeds the prescribed threshold limits as said above and hence requires prior approval of the Shareholders.

The Company, in ordinary course of its business, regularly does the transactions with the related parties including those mentioned in the Notice which are on an arm’s length basis. On the basis of the same, the Company hereby proposes to seek shareholders’ approval for the said transaction by way of an Ordinary Resolution under Regulation 23 of SEBI(LODR) Listing Regulations, to enable the Company to enter into Related Party Transactions in one or more tranches.

Information to shareholders for consideration of RPT as per SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22-Nov-2021.

Sl. No.	Particulars	Details
1	Summary of the information provided by the management of the listed entity to the audit committee	As mentioned above in the resolution in the tabular form.
2	Justification for the proposed transaction	Nayas Laboratories Private limited will be setting up State of Art, research and Development Lab for Formulations for Drugs which is complimentary and integrated business vertical to existing business of Jeevan Scientific Technology Limited.
3	Where the transaction relates to any loans, inter-corporate deposits,	Investment is proposed to be made from Internal Accruals.



	advances or investments made or given by the listed entity or its subsidiary, the details specified under point4(f) above; (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/NBFCs.	
4	statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	The transaction proposed to be entered into is based on the valuation report as received from Mr. G. Murali, Registered Valuer, IBBI/RV/02/2019/11566, having office at Flat No. 507, Everest Block 'C' Block, 5th Floor, Aditya Enclave, Mythivanam, Beside Ameerpet Metro Station, Hyderabad-500038 is the Registered valuer. The same is enclosed as Annexure- I.
5	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	Nayas Laboratories Private Limited was incorporated on 11.10.2022.
6	Any other information that may be relevant.	The Investment is proposed into pharma sector which is relevant and incidental to the business of the Company.

All persons/entities falling under definition of related party shall abstain from voting irrespective of whether the person/ entity is party to the particular transaction or not.

The Board of Directors recommended the ordinary resolution set forth at item no. 1 of this Notice for your approval.

Except Mr. K. Krishna Kishore, Vice Chairman and Managing Director of the Company, Ms. Snigdha Mothukuri, CEO and Whole-time Director and Mr. K. Jeevan Krishna, Executive Director, none of the other Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested, directly or indirectly, financially or otherwise, in the proposed resolution.

**For and on behalf of the Board of
Jeevan Scientific Technology Limited**

**Place: Hyderabad
Date: 11.11.2022**

**Sd/-
Krishna Kishore Kuchipudi
Vice-Chairman and Managing Director
(DIN: 00876539)**



Notes:

1. In view of the continuing Covid-19 pandemic and consequential restrictions imposed on the movements of people, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and Circular No. 03/2022 dated 05.05.2022 (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the MCA Circulars granted certain relaxations and thus permitted the holding of Extra Ordinary General Meeting (“EGM”) of the companies through VC/OAVM viz. without the physical presence of the Members at a common venue. Hence in compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA / SEBI Circulars, as applicable, the EGM of the Company is being held through VC / OAVM (e-EGM).
2. The Deemed Venue of the EGM of the Company shall be its Registered Office.
3. Since the EGM will be held through VC / OAVM (e-EGM), the Route Map for venue of EGM is not annexed to the Notice.
4. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum of the EGM under Section 103 of the Act.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extra Ordinary General Meeting as set out in the Notice is annexed hereto.
6. Pursuant to 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 Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and May 13, 2022 the Company is providing facility of remote e-voting to its



Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

7. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
8. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
9. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.jeevanscientific.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e., www.evotingindia.com.
11. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020, May 13, 2022.



12. The company has appointed Ms. Aakanksha, Practicing Company Secretary, as scrutinizer of the company to scrutinize the voting process.

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 09.12.2022 at 09.00 A.M and ends on 11.12.2022 at 05.00 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 (record date) 05.12.2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:



Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>1.Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2.After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3.If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or</p>



	<p>on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to</p>



e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

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

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID

a.For CDSL: 16 digits beneficiary ID,

b.For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c.Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:



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

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Jeevan Scientific Technology Limited> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.



- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xvii) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at



the email address viz; shareholders@jeevanscientific.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 1.The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
- 2.The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- 3.Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- 4.Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5.Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6.Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 7.Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@jeevanscientific.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@jeevanscientific.com.These queries will be replied to by the company suitably by email.
- 8.Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

**For and on behalf of the Board of
Jeevan Scientific Technology Limited**

**Place: Hyderabad
Date: 11.11.2022**

**Sd/-
Krishna Kishore Kuchipudi
Vice-Chairman and Managing Director
(DIN: 00876539)**

CA.GOPAVARAPU MURALI REDDY

IBBI Registered Valuer No. IBBI/RV/02/2019/11566

Flat No -507, Everest Block, 'C' Block, 5th Floor, Aditya Enclave, Mythrivanam, Beside Ameerpet Metro Station, Hyderabad-500038, Mobile: 8885928406, Email: muraligopavarapu@gmail.com

November 10, 2022

To
Board of Directors
NAYAS LABORATORIES PRIVATE LIMITED
Plot No.72, Flat No.101, Padmaja Courts-II,
Srinagar Colony, Hyderabad
Telangana 500073 India.

Dear Sir,

VALUATION OF EQUITY SHARES OF NAYAS LABORATORIES PRIVATE LIMITED

Pursuant to the appointment of Gopavarapu Murali Reddy (Registered Valuer under IBBI) by **NAYAS LABORATORIES PRIVATE LIMITED**, vide your appointment letter and acceptance of my engagement letter dated November 03, 2022 for the purpose of determining the price of the shares of NAYAS LABORATORIES PRIVATE LIMITED, we enclose here with our Valuation Report.

The Fair Value per common share of the company, for the aforesaid purpose, as on **November 10, 2022** is **INR 10.00**, as determined in the Report enclosed herewith.

We appreciate the co-operation received by us from your executives during this assignment.

Thanking you,

Yours faithfully,



Gopavarapu Murali Reddy , FCA, Reg. Valuer (S & FA)
IBBI Reg.Valuer No. IBBI/RV/02/2019/11566
UDIN: 22234971BCWRCD7607
VRN: IOV/2022-2023/3277

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NAYAS LABORATORIES PRIVATE LIMITED

VALUATION OF SHARES

I. TERMS OF REFERENCE

- 1.1 **NAYAS LABORATORIES PRIVATE LIMITED ('NLPL' or 'Company')** is a private limited company incorporated under the Companies Act 2013.
- 1.2 NAYAS LABORATORIES PRIVATE LIMITED has appointed me to ascertain the value of shares for issue of share under private placement/preferential allotment on an independent basis in capacity of registered Valuer for the purpose of determining the price of the shares of the Company as vide your appointment letter and acceptance of my engagement letter dated November 03, 2022 for the use of company as well as its shareholders.

II. BACKGROUND OF NAYAS LABORATORIES PRIVATE LIMITED

NAYAS LABORATORIES PRIVATE LIMITED was incorporated on 11/10/2022 bearing CIN: U24290TG2022PTC167401 having its registered office at Plot No.72, Flat No.101, Padmaja Courts-II, Srinagar Colony, Hyderabad, Telangana, 500073, India. The Company is engaged business of Manufacturing of pharmaceuticals.

III. INFORMATION RELIED UPON BY US

- 3.1 We have prepared our Valuation Report on the basis of the following information:
- (a) Provisional financials from 11th October 2022 to 10th November 2022
 - (b) Discussions with and explanations given by the management / senior executives of NLPL on various issues; and
 - (c) Information available from the public domains like bond yields, market return etc
- 3.2 Our work does not constitute an audit or certification of the company's financials. Accordingly, we are unable to and do not express any opinion on the accuracy of information referred to in this report. We assume no responsibility for any errors in the information submitted by the management and their impact on the present exercise.
- 3.3 This valuation report is issued on the understanding that Company has drawn our attention to all the relevant matters, of which it was aware, concerning the Company's options plan and business which may have an impact on our Report.



IV. METHODS OF VALUATION

4.1 There are several methods for valuing the shares of a company, such as:

- (a) Capitalisation of Earnings Method;
- (b) Assets Based Valuation Method;
- (c) Market Price of Share Method;
- (d) Multiple based valuation techniques: P/E, EV/EBITDA and Market Capitalization/Revenue Multiple Method; and
- (e) Discounted Cash Flow (**DCF**) Method.

Each of these methods has its suitability, depending upon the facts of the case and the objectives of the valuation. For the same of ready reference, these methods are explained below in brief.

(a) Capitalization of Earnings Method

- (i) For valuing a business on a Going Concern Basis, what is more relevant is the earning capacity of the company because the business undertaking is a profit-making apparatus and hence its value depends upon its earning capacity. This method capitalizes the earnings of the Company at an appropriate capitalization rate to arrive at the value of the business of the company.
- (ii) This method is more suitable for a company, which has a steady trend of profits rather than for a company, which has a different pattern of profit. Hence, we have not adopted the same.

(b) Assets Based Valuation Method/ Net Asset Value Method (NAV)

- (i) The Assets Based Valuation may be arrived at either by taking the book value of the asset or the replacement value of the asset.
- (ii) The company incorporated on 11th October 2022 with 5 Lakh Share Capital and not yet started commercial operations hence I have used this method based on the provisional Financials by the company's management.



(c) Market Price of Share Method

Under this method, the price of the shares of the company quoted on a recognized stock exchange forms the basis for valuation. NLPL is not a listed company; hence we have not considered this method to calculate the fair value of Equity Shares.

(d) Multiple-based Valuation Techniques:

Under this method, one of the valuation parameters such as Earnings Per Share ('EPS'), Revenue and EBITDA of the company is determined and thereafter, is multiplied by a suitable Multiple, determined either based on an average of its close peers or based on the specific sector average. The resultant figure gives the Value per Share. Generally, this method is suitable for a company, which can be compared to listed company with similar scale of operation and other critical financial parameters. As there are no identifiable peers we have not considered this as one of the methods of valuing the shares of the Company.

(e) Discounted Cash Flow Method

This method values the enterprise on the basis of its earning potential. However, under this method, instead of using the Future Maintainable Profits after Tax as the basis of valuation, the valuation is made by using the Free Cash Flows and it has two components as follows:

- (i) Discounted value of Free Cash Flows of the company for the Explicit Forecast Period of, say, 5 years; and
- (ii) Terminal Value (value after the explicit forecast period).

Based on the information given by the management; company is yet started not operational and there is no near foreseeable future cash flows to company from operations. Hence we have not considered the Discounted Cash Flow method for the purpose of this Valuation Analysis.

V. VALUATION OF COMMON SHARES OF NLPL

We have carried out the valuation under Asset Based Method, based on the fundamental assumption of going concern for the business under consideration.



Net Asset Value Method (NAV)

The estimated value arrived under this approach using the shareholder funds of Net Assets owned by the business as at 10th November, 2022 is Rs. 5,00,000/-.

PARTICULARS	Amounts INR
Total Paid up Capital	5,00,000
Reserves & Surplus	0
Net Worth	5,00,000

Based on NAV method Value per share as follows;

Particulars	Value
Value of the Business as per Net Asset Value Method (in Rs.)	5,00,000
No. of Outstanding Equity Shares (Numbers in)	50,000
Value Per Share (in Rs.)	10.00

The face value of equity shares of the company is Rs.10/- and fair value of equity shares as per our valuation is Rs.10.00/-.

Based on the above, the fair market value of NLPL is ₹ 10.00/- per Equity Share based on discounted cash flow method as on the specified date November 10th, 2022.



VI. DISCLAIMER

- 6.1 This Valuation Report is furnished solely for the use of NLPL and its shareholders for purpose mentioned in terms of reference and should not be used for any other purpose without our prior written consent.
- 6.2 We have assumed and relied upon, without independent verification, the accuracy and completeness of all information that was publicly available for the purpose of this report. Our work does not constitute an audit or certification or due diligence of the working results, financial statements of the Company and its peers.
- 6.3 The valuation of Companies and businesses is not a precise science and the conclusions arrived at in many cases will of necessity be subjective and dependent on the exercise of individual judgment. While I have provided its assessment of the value of the share based on information available and within the scope and constraints of engagement, others may place a different value on the same and actual value realized may differ significantly.
- 6.4 It may be pointed out that the Valuation is based on opinion that represent reasonable expectations at a particular point in time, but such estimates or opinions are not offered as predictions or as assurances that a particular level of income of profit will be achieved, that events will occur, or that a particular price will be offered or accepted.
- 6.5 In fulfilling this Mandate and performing valuation, We have relied on the truth, completeness and accuracy, in all respects, of the documents, data and information provided by Cambridge Technology Enterprises Limited (the "Information"), without undertaking any independent verification, certification and/or analysis. Hence the undersigned accepts no individual responsibility of the base data used to prepare this Valuation Report.
- 6.6 In no circumstances however, will I or my associates or employees accept any responsibility or liability to any third party and in the unforeseen event of any such responsibility or liability being imposed on me or our associates or employees by any third party, NLPL shall indemnify them.

