

NOTICE OF 1ST EXTRA ORDINARY GENERAL MEETING OF JEEVAN SCIENTIFIC TECHNOLOGY LIMITED FOR FINANCIAL YEAR 2024-2025 WILL BE HELD ON THURSDAY, 27TH MARCH, 2025 AT 10:00 A.M. THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS.



NOTICE

NOTICE IS HEREBY GIVEN THAT EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF JEEVAN SCIENTIFIC TECHNOLOGY LIMITED WILL BE HELD ON THURSDAY, THE 27TH DAY OF MARCH 2025 AT 10:00 A.M. THROUGH VIDEO CONFERENCING AND OTHER AUDIO-VISUAL MEANS, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. TO MAKE INVESTMENT IN, PROVIDE LOAN TO AND GIVE GUARANTEE OR PROVIDE SECURITY IN CONNECTION WITH A LOAN TO M/S. NAYA PHARMA PRIVATE LIMITED, UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with the Memorandum and Articles of Association of the Company and based on recommendations of Audit Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to make investment in, to provide loan(s) and give any guarantee(s) or to provide security in connection with any Financial Assistance / Loan taken / to be taken by M/s. Naya Pharma Private Limited, from time to time in one or more tranches not exceeding Rs.120.00 Crores (Rupees One Hundred Twenty Crores Only), notwithstanding that the aggregate of all the investments in, loans, guarantees or security may exceed the aggregate limit i.e., 60% of the paid-up capital of the Company and its free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of the Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing security or for making such investments and to give corporate guarantee and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary or appropriate or desirable including to settle any question, difficulty or doubt that may arise in respect of such investments / loans / guarantees / security made or given or provided by the Company (as the case may be)."



2. TO PROVIDE LOAN AND GIVE GUARANTEE OR PROVIDE SECURITY IN CONNECTION WITH A LOAN TO M/s. NAYA PHARMA PRIVATE LIMITED UNDER SECTION 185 OF THE COMPANIES ACT, 2013.

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

"RESOLVED THAT pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or reenactments thereof and in accordance with Memorandum and Articles of Association of the Company and pursuant to recommendations and approval of Audit Committee and Board, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to make investment in the equity and / or to advance any loan(s) to, to give any guarantee(s) or provide security in connection with any Financial Assistance / Loan taken / to be taken / availed / to be availed by M/s. Naya Pharma Private Limited, a Company in which Directors of the Company are interested or deemed to be interested, provided that the aggregate of investment in, loans to, giving guarantee or providing security to M/s. Naya Pharma Private Limited shall not at any time exceed the aggregate limit of Rs.120.00 Crores (Rupees One Hundred Twenty Crores Only) as detailed in the explanatory statement attached hereto."

"RESOLVED FURTHER THAT the aforementioned investment in, loans to, giving guarantee or providing security on behalf of M/s. Naya Pharma Private Limited and the loans availed shall only be utilized by M/s. Naya Pharma Private Limited for the purpose of its principal business activities including setting up State of Art, Research and Development Lab for manufacturing of Active Pharmaceutical Ingredients."

"RESOLVED FURTHER THAT any Directors(s) of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution."



3. TO APPROVE MATERIAL RELATED PARTY TRANSACTION I.E., TO MAKE INVESTMENT IN, PROVIDE LOAN TO AND GIVE GUARANTEE OR PROVIDE SECURITY IN CONNECTION WITH A LOAN TO M/S. NAYA PHARMA 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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 together with the rules made there under and pursuant to the prior approval and recommendations of the Audit Committee and Board of Directors in their meetings held on 01.03.2025, consent of the members be and is hereby accorded to the Company to enter into material related party transaction i.e., to make investment in, to make loan(s) and give any guarantee(s) or provide security in connection with any Financial Assistance / Loan taken / to be taken by M/s. Naya Pharma Private Limited from time to time in one or more tranches aggregating to a sum not exceeding Rs.120.00 Crores (Rupees One Hundred Twenty Crores Only) as detailed in explanatory statement.

"RESOLVED FURTHER THAT Mr. Krishna Kishore Kuchipudi, Managing Director 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."

By Order of the Board For Jeevan Scientific Technology Limited

Place: Hyderabad Date: 01.03.2025

Sd/Krishna Sainadh Kodati
Company Secretary & Compliance Officer



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

ITEM NO.1: TO MAKE INVESTMENT IN, PROVIDE LOAN TO AND GIVE GUARANTEE OR PROVIDE SECURITY IN CONNECTION WITH A LOAN TO M/S. NAYA PHARMA PRIVATE LIMITED, UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors of a Company are empowered to give any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, beyond the maximum permissible limit under Section 186 of the Companies Act, 2013 i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, provided that if special resolution has been passed by the shareholders of the Company to that effect.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives, the Board of Directors in its meeting held on March 01, 2025 has, subject to the approval of shareholders of the Company, has proposed and approved the following:

- a. To make investment in M/s. Naya Pharma Private Limited up to Rs. 30.00 crores
- b. To Provide loan(s) and/ or give any guarantee(s) or to provide security in connection with any Financial Assistance/Loan taken/to be taken by M/s. Naya Pharma Private Limited from time to time in one or more tranches up to Rs. 90.00 crores.

Further M/s. Naya Pharma Private Limited will utilize the afore said funds for its main business activities including setting up State of Art, Research and Development Lab for manufacturing of Active Pharmaceutical Ingredients.

The loan(s), guarantee(s), security and investment(s), as the case may be, shall be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.



Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 1 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

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

ITEM NO.2: TO PROVIDE LOAN AND GIVE GUARANTEE OR PROVIDE SECURITY IN CONNECTION WITH A LOAN TO M/S. NAYA PHARMA PRIVATE LIMITED UNDER SECTION 185 OF THE COMPANIES ACT, 2013.

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner.

However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that a special resolution is passed by the company in general meeting and the loans are utilized by the borrowing Company for its principal business activities.

In order to support for the business requirements of the entities in which directors of the Company is interested or deemed to be interested, the Board of Directors in its meeting held on March 01, 2025, has, subject to the approval of shareholders of the Company, Board approved and recommended for seeking the shareholders approval for the followings:

a. To make investment in M/s. Naya Pharma Private Limited up to Rs. 30.00 crores.



b. To Provide loan(s) and/ or give any guarantee(s) or to provide security in connection with any Financial Assistance/Loan taken/to be taken by M/s. Naya Pharma Private Limited from time to time in one or more tranches up to Rs. 90.00 crores.

Further M/s. Naya Pharma Private Limited will utilize the afore said funds for its main business activities.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 2 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

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

ITEM NO.3: TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS I.E., TO MAKE INVESTMENT IN, PROVIDE LOAN TO AND GIVE GUARANTEE OR PROVIDE SECURITY IN CONNECTION WITH A LOAN AVAILED BY M/S. NAYA PHARMA PRIVATE LIMITED.

Your company proposes to enter into transaction with the entity / persons i.e., M/s. Naya Pharma Private Limited, 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 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 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/CFD-POD-2/P/CIR/2025/18 DATED 14.02.2025.

a. Summary of the information provided by the management of the listed entity to the audit committee

S. No.	Particulars of the Information	Information provided by the management	Comments of the Audit Committee
	etails of the related party and transa	ctions with the related party	
	Basic details of the related party	N/ N DI D' (I'') 1	
1.	Name of the related party	M/s. Naya Pharma Private Limited	
2.	Country of incorporation of the related party	India	
3.	Nature of business of the related	Manufacturing of Active	
	party	Pharmaceutical Ingredients,	
		intermediates, key starting materials.	
4 (2)		<u> </u>	
	Relationship and ownership of the I		
4.	Relationship between the listed entity/subsidiary and the related party.	Mrs. K. Vanaja and Mrs. Snigdha Mothukuri are the promoters of the both Jeevan Scientific Technology Limited and M/s. Naya Pharma Private Limited. As on date M/s. Naya Pharma Private Limited has three directors, namely Mr. K. Krishna Kishore, Mrs. Snigdha Mothukuri and Mrs. K. Vanaja, out of whom the first two are directors of Jeevan Scientific Technology Limited.	
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity whether direct or indirect, in the related party.	Mrs. K. Vanaja and Mrs. Snigdha Mothukuri are the promoters of the both Jeevan Scientific Technology Limited and M/s. Naya Pharma Private Limited.	



6.	Shareholding of the related party, whether direct or indirect, in the listed entity	Mrs. K. Vanaja and Mrs. Snigdha Mothukuri are the promoters of the both Jeevan Scientific Technology Limited and M/s. Naya Pharma Private Limited.	
A(3).	Financial performance of the relate	d party	
7.	Standalone turnover of the related party for each of the last three financial years:	For FY 2021-22 - Nil For FY 2022-23 - Nil	
	,	For FY 2023-24 - Nil	
8.	Standalone net worth of the related party for each of the last three	For FY 2021-22 - Rs. 4,19,700/-	
	financial years:	For FY 2022-23 - Rs. 3,84,270/-	
		For FY 2023-24 - Rs. 2,40,22,760/-	
9.	Standalone net profits / (loss) of the related party for each of the last	For FY 2021-22 - (Rs. 42,700/-)	
	three financial years:	For FY 2022-23 - (Rs. 35,410/-)	
		For FY 2023-24 - (Rs. 5,03,960/-)	
A(4).	Details of previous transactions with	h the related party	
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.	There was no transaction undertaken by the listed entity with the related party (M/s. Naya Pharma Private Limited) during the last three financial years.	
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	NIL	
12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Not Applicable	
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its	Not Applicable	



A(5),	subsidiary during the last three financial years. Amount of the proposed transaction	ns (All types of transactions taken together	·)
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Rs.120.00 /- crores a. To invest an amount up to Rs.30 crores (equivalent to 60% of the paid-up equity capital from time to time) and / or b. To provide a loan and / or corporate guarantee or provide security to an extent of Rs. 90 crores in connection with any Loan taken / to be taken / availed / to be availed by M/s. Naya Pharma Private Limited for an aggregate value of up to Rs.120.00 Crores (Rupees One Hundred Twenty Crores Only) in different tranches from time to time.	
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes	
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Consolidated Turnover of the Company (JSTL) as per audited financials for the year ended 31.03.2024 is Rs. 40.33 crores and the proposed transaction value i.e., Rs. 120.00 Crores, constitutes 297.54% of the above said turnover.	
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where	Not Applicable	



	the listed entity is not a party to the		
	transaction)		
18.	Value of the proposed transactions	Nil	
	as a percentage of the related party's		
	annual standalone turnover for the		
	immediately preceding financial		
	year.		
B. De	etails for specific transactions		
B(1).	Basic details of the proposed transa	ction	
2.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of	Investment and / or providing loan and/or corporate guarantee or any	
	goods/services, giving loan,	security in connection with any Loan taken / to be taken / availed / to be	
	borrowing etc.)	availed by M/s. Naya Pharma Private	
		Limited for an aggregate value up to Rs.120.00 Crores (Rupees One	
		Hundred Twenty Crores Only).	
3.	Details of the proposed transaction	 a. To invest an amount up to Rs. 30 crores (equivalent to 60% of the paid-up equity capital from time to time) and / or b. To provide a loan and / or corporate guarantee or provide security to an extent of Rs. 90 crores in connection with any Loan taken / to be taken / availed / to be availed by M/s. Naya Pharma Private Limited for an aggregate value of up to Rs.120.00 Crores (Rupees One Hundred Twenty Crores Only) in different tranches from time to time. 	
4.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	5 years from the date of this Extra Ordinary General Meeting (in one or more tranches).	
5.	Indicative date / timeline for undertaking the transaction	Within 5 years from the date of passing of the resolution in the general body meeting.	



6.	Whether omnibus approval is being sought?	No	
7.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract.	Investment and /or providing loan and/or corporate guarantee or any security in connection with any Loan taken / to be taken / availed / to be availed by M/s. Naya Pharma Private Limited for an aggregate value up to Rs.120.00 Crores (Rupees One	
	If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Hundred Twenty Crores Only) in different trenches from time to time.	
8.	Whether the RPTs proposed to be entered into are: i. not prejudicial to the interest of public shareholders, and ii. going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Certificate from the CEO or CFO or any other KMP of the listed entity and also from all promoter directors of the listed entity will be placed at the meeting	
9.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	M/s. Naya Pharma Private Limited is having land admeasuring to 6 acres and is expected to develop State of Art, Research and Development Lab for manufacturing of Active Pharmaceutical Ingredients. M/s. Naya Pharma Private Limited is expected to generate revenues gradually which would be consolidated with the Listed Company as it becomes subsidiary of the Listed Company on making investment in turn would benefit all the stakeholders associated with Company.	
10.	Details of the promoter(s)/director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Mrs. K. Vanaja and Mrs. Snigdha Mothukuri are the promoters of the both Jeevan Scientific Technology Limited and M/s. Naya Pharma Private Limited.	
	The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or	Mrs. K. Vanaja holding 99.20% equity shares and Mrs. Snigdha Mothukuri	



	director(s) or KMP in the related party is more than 2%. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	holding 0.80% equity shares in M/s. Naya Pharma Private Limited.	
11.	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. a. Name of the director / KMP/ partner b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity.	Mrs. K. Vanaja (holding 99.20% shares) and Mrs. Snigdha Mothukuri (holding 0.80%) are the promoters of M/s. Naya Pharma Private Limited. As on date M/s. Naya Pharma Private Limited has three directors, namely Mr. K. Krishna Kishore, Mrs. Snigdha Mothukuri and Mrs. K. Vanaja. As on date Mr. K. Krishna Kishore holding 12.22% equity shares, Mrs. Snigdha Mothukuri holding 0.50 equity shares and Mrs. K. Vanaja Holding 9.94% equity shares in M/s. Jeevan Scientific Technology Limited.	
12.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
13.	Other information relevant for decision making.	As a result of investment, the investee Company becomes subsidiary of the Listed Company.	
	tional details for proposed transacti nces given by the listed entity	ions relating to any loans, inter-corpora	ate deposits or
14.	Source of funds in connection with the proposed transaction.	Internal Accruals	
15.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:	No indebtedness is incurred at present.	



	a. Nature of indebtedness		
	b. Total cost of borrowing		
	c. Tenure		
	d. Other details		
16.	Material covenants of the proposed transaction	10 % of interest is payable on the loans to M/s. Naya Pharma Private Limited.	
17.	Interest rate charged on loans / intercorporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years: To any party (other than related party): To related party.	Nil 7%	
18.	Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its	9.95%	
19.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position	9.95%	
20.	Proposed interest rate to be charged by listed entity from the related party	10%	
21.	Maturity / due date	Maturity / due date will depend upon the revenue generation by M/s. Naya Pharma Private Limited.	



22.	Repayment schedule & terms	Repayment schedule & terms will depend upon the revenue generation by M/s. Naya Pharma Private Limited.	
23.	Whether secured or unsecured?	Unsecured	
24.	If secured, the nature of security & security coverage ratio	Not Applicable	
25.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	M/s. Naya Pharma Private Limited will utilize the funds towards its principal business activities including setting up State of Art, Research and Development Lab for manufacturing of Active Pharmaceutical Ingredients.	
26.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating))	Nil	
27.	Amount of total borrowings (long-term and short-term) of the related party over the last three financial years	For FY 2021-22 - Rs. 45,66,251/- For FY 2022-23 - Rs. 2,35,67,451/- For FY 2023-24 - Rs. 24,537/-	
28.	Interest rate paid on the borrowings by the related party from any party in the last three financial years.	Nil	
29.	Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or <i>any other person</i> .	There was no default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity	
Addi	tional details for proposed transaction	ons relating to any investment made by t	he listed entity
30.	Source of funds in connection with the proposed transaction.	Internal Accruals	
31.	Purpose for which funds shall be utilized by the investee company.	M/s. Naya Pharma Private Limited will utilize the funds towards its principal business activities including setting up State of Art, Research and Development	



		Y -1. C	
		Lab for manufacturing of Active Pharmaceutical Ingredients.	
32.	Where any financial indebtedness is incurred to make investment, specify the following:	No indebtedness is incurred at present.	
	a. Nature of indebtedness		
	b. Total cost of borrowing		
	c. Tenure		
	d. Other details		
33.	Material covenants of the proposed transaction	Transaction is to invest up to Rs. 30.00 Crores (equivalent to 60% of the paidup equity capital from time to time) in the Equity of M/s. Naya Pharma Private Limited.	
34.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating))	Nil	
35.	Expected annualized returns	Returns will expect from the FY 2029-30.	
36.	Returns on past investments in the related party over the last three financial years	Nil	
37.	Details of asset-liability mismatch position, if any, post investment	No	
38.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable	
Additional details for proposed transactions relating to any guarantee (excluding performance			

Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity



39.	Rationale for giving guarantee, surety, indemnity or comfort letter	The lenders may insist for corporate guarantee for extending loans to M/s. Naya Pharma Private Limited.	
40.	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Nil	
41.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Value of Loans / guarantees together not exceeding Rs. 90.00 crores.	
42.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Nil	
43.	Details of solvency status and going concern status of the related party during the last three financial years:	Net worth of the related party during the last three financial years is as follows: For FY 2021-22 - Rs. 4,19,700/- For FY 2022-23 - Rs. 3,84,270/- For FY 2023-24 - Rs. 2,40,22,760/-	
44.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.	Nil	



- b. The redaction of commercial secrets etc.: Not Applicable
- c. Justification for the proposed transaction

M/s. Naya Pharma Private Limited is having land admeasuring to 6 acres and is expected to develop State of Art, Research and Development Lab for manufacturing of Active Pharmaceutical Ingredients. M/s. Naya Pharma Private Limited is expected to generate revenues gradually which would be consolidated with the Listed Company as it becomes subsidiary of the Listed Company on making investment in turn would benefit all the stakeholders associated with Company.

d. Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders

Audit Committee has reviewed the relevant disclosures on Material Related Party Transaction and observed that the promoter(s) will not benefit from the RPT at the expense of public shareholders.

e. Disclose the fact that the Audit Committee had reviewed the certificate provided by the CEO or CFO or any other KMP as well as the certificate provided by the promoter directors of the Listed Entity.

Certificates as prescribed were placed before the Audit Committee and the Committee had considered and reviewed the same.

- f. Copy of the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT: Not Applicable
- g. In case of sale, purchase, or supply of goods or services or the sale, lease, or disposal of assets of a subsidiary, unit, division or undertaking of the listed entity, the review terms and conditions of bids etc.: Not Applicable
- **h.** Comments of the Board/ Audit Committee of the listed entity, if any: Audit Committee and Board approved the same.
- i. Any other information that may be relevant: Nil

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 as set forth at item no. 3 of this Notice for approval.

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

By Order of the Board For Jeevan Scientific Technology Limited

Sd/-

Place: Hyderabad Krishna Sainadh Kodati

Date: 01.03.2025 Company Secretary & Compliance Officer



Notes:

- 1. 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, Circular No. 03/2022 dated 05.05.2022 and Circular No. 09/2024 dated 19.09.2024 (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/ HO/ /CMD2/ CIR/ P/ 2021/ 11 dated January 15, 2021 and Circular SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2022/ 62 dated May 13, 2022 and Circular no. SEBI/ HO/ CFD/ PoD-2/P/ CIR/ 2023/ 4 dated January 5, 2023, 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 Ordinary / 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 Mrs. Aakanksha Sachin Dubey, 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 24.03.2025 at 09.00 A.M and ends on 26.03.2025 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) of 20.03.2025 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 evoting 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:

Type of shareholders	Login Method
Individual Shareholders	1) Users who have opted for CDSL Easi / Easiest facility, can
holding securities in Demat mode with CDSL	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.
	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.
	3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	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.

Individual Shareholders holding securities in demat mode with **NSDL**

- If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser following URL: by typing the https://eservices.nsdl.com either on a Personal Computer or 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.
- 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
- 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	
Individual Shareholders	You can also login using the login credentials of your demat	
(holding securities in demat	account through your Depository Participant registered with	
	NSDL/CDSL for e-Voting facility. After Successful login,	
mode) login through their	you will be able to see e-Voting option. Once you click on e-	
Depository Participants	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	
	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	Members facing any technical issue in login can contact
securities in Demat mode with	CDSL helpdesk by sending a request at
CDSL	helpdesk.evoting@cdslindia.comor contact at 022-
	23058738 and 22-23058542-43.
Individual Shareholders holding	Members facing any technical issue in login can contact
securities in Demat mode with	NSDL helpdesk by sending a request at
NSDL	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)
	• 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.

- (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; <u>shareholders@jeevanscientific.com</u> (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 atleast 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.

By Order of the Board For Jeevan Scientific Technology Limited

Sd/-

Place: Hyderabad Date: 01.03.2025

Krishna Sainadh Kodati Company Secretary & Compliance Officer