



BETA DRUGS LIMITED

BDL/PKL/SEC/2019

3rd June, 2019

To,
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra East
Mumbai 400051

Script :-BETA

Dear Sir,

Subject:- Notice of Extraordinary General Meeting (EGM) of Beta Drugs Limited

Pursuant to and in terms of the applicable SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed herewith a copy of Notice convening an Extraordinary General Meeting (EGM) of Beta Drugs Limited on Friday, June 28, 2019 at 12:30 P.M. at Panchkula, to transact the special business as contained in the said Notice. The same is for your information and record.

Thanking You
Yours faithfully
For Beta Drugs Ltd.


Rajni Brar
Company Secretary



CIN No.: L24230HP2005PLC028969

Admin. Office : SCO 184, Sector-5, Panchkula-134 114 Haryana (INDIA) Phone: +91-172-2585481-482-483

Export & Mkt'd Office : 1101, 11th Floor, Peninsula Park, Andheri West, Mumbai - 400053, Phone No. : +91-022-62360443

Registered Office & Works: Vill. Nandpur, Lodhimajra Road, Tehsil. : Baddi, Distt. Solan, H.P. Phone No. : 01795-236196

Website :- www.betadrugslimited.com
www.adleylab.com

E-Mail :- info@betadrugslimited.com
sales@adleylab.com



BETA DRUGS LIMITED

CIN NO.- L24230HP2005PLC028969

Registered Office: Village Nandpur, Lodhimajra Road, Tehsil Baddi, Distt Solan, H.P. 174101

E-mail- cs@betadrugslimited.com

Website: www.betadrugslimited.com

Ph. 01795-236196

NOTICE is hereby given that an **Extra-Ordinary General Meeting** of the Members of **Beta Drugs Limited('the Company')** will be held on **Friday the 28th day of June, 2019** at Corporate Office of the company situated at SCO-184, Sector-5, Panchkula-134114 at **12.30 p.m.** to transact the following special business:

ITEM NO. 1 :APPROVAL OF RELATED PARTY TRANSACTION UNDER SECTION 188 OF COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (as amended or re-enacted from time to time) read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, the consent of the Members of the Company be and is hereby accorded to acquire **9,97,850** fully paid-up equity shares of M/s. Adley Lab Limited from the shareholders of M/s. Adley Lab Limited (as part of acquisition of M/s. Adley Lab Limited) being Related parties within the meaning of Section 2(76) of the Act, as mentioned in the table below, at a price determined in accordance with Valuation Report furnished by Mr. Ritesh Prakash Adatiya, Chartered Accountant & Registered valuer, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of **Rs.2,55,64,170** upon at arm’s length basis.”

Name of shareholders	Number of shares of Adley Lab Limited	Equity Value(in Rs)	Consideration	
			Number of Shares to be allotted	Paid through normal banking channels
Mr. Vijay Kumar Batra	7,45,800	1,91,06,838	1,83,648	25,78,518
Mr.Varun Batra	75,000	19,21,444	18,480	2,58,244
Mrs.Neeraj Batra	97,000	24,85,067	23,885	3,35,417
Mr. Rahul Batra	80,000	20,49,540	19,700	2,76,540
Mrs.Heena Batra	50	1,281	0	1,281
Total	9,97,850	2,55,64,170	2,45,713	34,50,000



“RESOLVED FURTHER THAT part consideration for acquisition of shares being Related parties of M/s. Adley Lab Limited be discharged by issue of **2,45,713** equity shares to the shareholders of M/s. Adley Lab Limited on preferential basis and the remaining consideration of **Rs. 34,50,000** be discharged by way of payment through normal banking channels.”

“RESOLVED FURTHER THAT the approval of the Members of the Company be and are hereby accorded to execute the Share Purchase Agreement (**‘SPA’**) for the said acquisition on such terms and conditions as may be decided and approved by the Board.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

ITEM NO. 2–TO CONSIDER AND APPROVEISSUE OF 3,19,046 EQUITY SHARES ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (**‘ICDR Regulations’**), the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015 as amended from time to time (**‘Listing Regulations’**) and any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchange where the shares of the company are listed and/or any other statutory / regulatory authority and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **‘Board’** which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), and in terms of term sheet executed by the Company in relation to the acquisition of 100% of the equity shares of Adley Lab Limited



from its shareholders, subject to execution of definitive agreements for acquisition (hereinafter referred to as the 'Acquisition Transaction') and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot upto 3,19,046 equity shares having face value of Rs. 10/- (Rupees Ten Only) each at an Issue price of **Rs 90/- each (Rupees Ninety only) including premium of Rs. 80 (Rupees Eighty only)** aggregating to **Rs. 2,87,14,140 (Rupees Two crore Eighty Seven Lac Fourteen thousand one hundred forty only)** for consideration other than cash (being discharge of part of purchase consideration for the Acquisition Transaction) to such persons whose names shall be recorded by the Company in the manner set out in Section 42(3) of Companies Act, 2013 read with the respective Rules, and the value/price of each equity share of issuer company will be determined in accordance with the provisions of Chapter V of ICDR Regulations, provided that the price / value of the equity shares so issued shall not be less than the minimum price to be arrived in accordance with the provisions of Chapter V of ICDR Regulations."

"RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the **"Relevant Date"** for the purpose of determining the issue price of the equity shares shall be **Wednesday, 29th May, 2019**, being 30 (Thirty) days prior to the date of this Extra Ordinary General Meeting."

"RESOLVED FURTHER THAT the members hereby take note of the certificate from the statutory auditors of the Company certifying that the above issue of the equity shares is being made in accordance with the ICDR Regulations."

"RESOLVED FURTHER THAT the new equity shares to be issued and allotted pursuant to this resolution shall rank pari-passu with the existing equity shares of the Company in all respects."

"RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act 2013, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscribers inviting the Subscribers to subscribe to the Equity Shares."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to accept any modification(s) or to modify the terms of issue of equity shares, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the members of the Company."

"RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby authorized severally and/or jointly to take necessary steps for listing of the new



equity shares on the Stock Exchange where the securities of the Company is presently listed as per the provisions of the Listing Regulations and other applicable guidelines, rules and regulations and to do all such acts, deeds, matters and give such directions as may be necessary or desirable to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment, distribution and listing of the new equity shares and its decision shall be final and binding.”

On behalf of the Board of Directors
For BETA DRUGS LIMITED

Date : 29th May, 2019
Place : Baddi

sd/-

Vijay Kumar Batra
Chairman and Managing Director
DIN: 01083215



NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.** A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. A proxy in order to be valid, must be signed, dated, properly stamped and deposited either in person or through the post so as to reach the Company at its Registered Office at least 48 hours before the commencement of the meeting.
3. The relevant Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 in respect of the special business items is annexed hereto.
4. Attached is a Proxy Form with instructions for filling, stamping, signing and depositing the Proxy Form.
5. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
6. Members/Proxies should fill in the attendance slip for attending the meeting and carry the same to the meeting.
7. The Company, being listed on SME Exchange and in view of provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 is not required to provide remote e-voting facility to its members.
8. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Friday, 31st May, 2019**. Any person who is in receipt of this notice but is not a member as on the cut-off date i.e. **Friday, 31st May, 2019** should treat this notice for information purpose only. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of members of the Company will be entitled to vote.
9. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID numbers and members who hold shares in physical form are requested to write their folio numbers in the attendance slip for attending the meeting.



10. Members are requested to notify any change of their address to the Company's Registrars and share transfer agent: **LinkIntime India Pvt Limited. C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai-400083.**

11. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing companies to send documents to their shareholders in the electronic mode. Pursuant to Sections 101 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies are permitted to serve communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the Share Transfer Agent of the Company and register their email-id. Members holding shares in demat form are requested to register/ update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.

12. Members may also note that this notice will be available on the Company's website: www.betadrugslimited.com. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours, up to the date of the Meeting. Additionally, will also be made available at the Meeting.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 :

The Company proposes to acquire the shares of Adley Lab Limited, a Company incorporated under the Companies Act, 1956, from its existing shareholders (including some shares to be acquired from related parties) for consideration of **Rs. 4,50,40,000 (Rupees Four Crore Fifty Lac Forty Thousand only)** for business expansion. Adley Lab Limited (CIN: 24231CH1992PLC012190) is a public limited company incorporated on 10/04/1992, engaged in the business of Oncology and Active Pharmaceuticals Ingredients. It had a turnover of **Rs. 4.06 crore and Rs. 7.94 crore** in the financial years, 2017-18 and 2018-19 respectively and has business presence in India. Adley Lab Limited, a promoter owned company is manufacturing & supplying of API to Beta Drugs Limited & Adley Formulations Pvt Ltd. (a wholly owned subsidiary of Beta Drugs Limited) which will help Beta Drugs to accelerate its share as India's leading manufacturer of Oncology drugs.

The Board of Directors in its meeting held on **29th May, 2019**, proposed to execute Share Purchase Agreement with shareholders of M/s Adley Lab Limited subject to the approval of Members of the Company. The Valuation report issued by Mr. Ritesh Prakash Adatiya, Chartered Accountant & Registered valuer dated 28.05.2019 was placed before the board taken on record for the purpose of the proposed transaction.

As approved by the Board of the Company and subject to execution of the definitive agreements and receipt of requisite approvals, and in order to discharge part of the Purchase Consideration for the Acquisition Transaction, the Company is proposing to issue and allot **3,19,046** equity shares and discharge part of the Purchase Consideration through normal banking channels upto an amount of **Rs. 1,63,25,860**.

As part of the transaction mentioned above, the Board has approved acquisition of **9,97,850** equity shares of Adley Lab Limited at "arm's length" basis from Mr. Vijay Kumar Batra, Mr. Varun Batra, Mr. Rahul Batra, Mr. Neeraj Batra and Mrs Heena Batra being related parties of the Company within the meaning of Section 2(76) of the Companies Act, 2013. The other related information as envisaged under the Companies (Meetings of Board and its Powers) Rules, 2014 are furnished hereunder:

1.	Name of the Related Party	1. Mr. Vijay Kumar Batra, Chairman and Managing Director of the Company 2. Mr. Varun Batra, Wholetime Director of the Company 3. Mr. Neeraj Batra, Director of the Company 4. Mr. Rahul Batra, Wholetime Director of the Company 5. Mrs. Heena Batra, wife of Mr Rahul Batra,
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		Wholetime Director of the Company
2.	Name of Director or Key Managerial Personnel who is related, if any	<ol style="list-style-type: none"> 1. Mr. Vijay Kumar Batra, Chairman and Managing Director of the Company 2. Mr.Varun Batra, Wholetime Director of the Company 3. Mr.Neeraj Batra, Director of the Company 4. Mr. Rahul Batra, Wholetime Director of the Company
3.	Nature of relationship	<ol style="list-style-type: none"> 1. Mr. Vijay Kumar Batra is Chairman and Managing Director of the Company 2. Mr.Varun Batra is Wholetime Director of the Company 3. Mr.Neeraj Batra is Director of the Company 4. Mr. Rahul Batra is Wholetime Director of the Company 5. Mrs.Heena Batra is wife of Mr Rahul Batra,Wholetime Director of the Company
4.	Consideration	The total value of the consideration payable for the said transaction is Rs. 4,50,40,000(Rupees Four Crore Fifty Lac Forty thousand only) which will be discharged partly by issue and allotment of 3,19,046 equity shares on preferential basis and partly through normal banking channels upto an amount of Rs. 1,63,25,860 (out of which related parties will be allotted 2,45,713 equity shares and be paid Rs. 34,50,000 through normal banking channels).
5.	Nature, material terms and particulars of contract of arrangement	Acquisition of 9,97,850 shares fully paid up equity shares having face value of Rs. 10/- each of M/s.Adley Lab Limited from the related parties as mentioned in point No. 1 above. The proposed transaction would be at all times be on arm's length basis.
6.	Any other information relevant or important for the Members to take decision on the proposed resolution	Nil

The Board recommends the resolution as set out in the Item No. 1 of accompanying notice for the approval of members of the Company as **Ordinary Resolution**.



Except Mr. Vijay Kumar Batra, Chairman and Managing Director of the Company, Mr. Varun Batra, Wholetime Director of the Company, Mr. Neeraj Batra, Director of the Company, Mr. Rahul Batra, Wholetime Director of the Company, none of the Directors and Key Managerial Personnel including their relatives are interested or concerned in passing of the aforesaid resolution except to the extent of their shareholding in the Company, if any.

Item No. 2:

The Board at its meeting held on **29th May, 2019**, has considered the proposal of business expansion through acquisition of the shares from the shareholders of Adley Lab Limited pursuant to the Acquisition Transaction for the Purchase Consideration, and has approved the execution of a termsheet in this regard, subject to (i) execution of the definitive agreements; (ii) receipt of approval of shareholders of the Company by Special Resolution; (iii) receipt of approval of applicable regulatory authorities.

In order to discharge part of the Purchase Consideration for the Acquisition Transaction, the Company is proposing to issue and allot **3,19,046** equity shares in such manner and on such terms of conditions as prescribed under SEBI (ICDR) Regulations, 2018 and in compliance with Section 42 and 62 and other applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder.

Consent of the Shareholders is sought for issuing the Equity Shares as stated in the resolution on a preferential basis.

In terms of the provisions of Companies Act, 2013 and Regulation 163 of ICDR Regulations, other relevant disclosures / details are given below :-

a. Objects of the Preferential Issue :

The object of the Preferential Issue is to issue and allot the equity shares of the Company to the allottees mentioned at point f. below to discharge the part of the Purchase Consideration for acquisition of Adley Lab Limited (CIN : U24231CH1992PLC012190).

b. Number of shares and Pricing of Preferential issue:

The Board intends to offer, issue and allot upto **3,19,046** equity shares having face value of **Rs. 10/-** each to the proposed allottees through this preferential issue to the proposed allottees as part of the Purchase Consideration payable for the Acquisition Transaction.

The price of the Allotment Shares to be issued based on the minimum price determined as on the Relevant Date and considered in terms of the SEBI (ICDR) Regulations is fixed at **Rs 90/-** (including premium of **Rs.80**) per equity share.



c. Proposal / Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer :

Apart from the following Promoters, Directors and Key Managerial Personnel of the Company intend to subscribe the offer, no other promoters or members of the promoter & promoter group or Directors or Key Management Personnel are subscribing to the offer :

1. Mr. Vijay Kumar Batra, Promoter and Managing Director;
2. Mr. Rahul Batra, Promoter and Whole-time Director;
3. Mr. Varun Batra, Promoter and Whole-time Director;
4. Mr. Neeraj Batra, Promoter and Director;

d. Shareholding Pattern of the Company before and after the Preferential Issue :

The table mentioned below shows the expected shareholding pattern of the Company consequent to issue of equity shares :

Sr. No.	Category of Investors	Pre issue*		Post Issue	
		No. of Shares held	%	No. of Shares held	%
A	Promoters' Holdings :				
1	Indian :				
	Individual / Hindu Undivided Family	60,07,210	64.63	62,52,923	65.04
	Bodies Corporate	0.00	0.00	0	0
	Sub-Total – Indian Promoters				
2	Foreign Promoters				
	Sub-Total (A)	60,07,210	64.63	62,52,923	65.04
B	Non-Promoters' Holdings :				
1	Institutional Investors	0.00	0.00	0	0
2	Non-Institutions :				
	Individuals shareholders holding nominal share capital up to Rs. 2 lakhs	12,31,240	13.26	12,31,240	12.81
	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	4,84,000	5.21	5,57,333	5.80
	Non-resident Indians	33,600	0.34	33,600	0.35
	Clearing Members	32,650	0.36	32,650	0.34
	Others	15,06,044	16.20	15,06,044	15.66
	Sub-Total (B)	32,87,534	35.37	33,60,867	34.96
	GRAND TOTAL (A+B)	92,94,744	100.00	96,13,790	100.00

* Shareholding as on May 24, 2019



e. Proposed time frame within which the preferential issue shall be completed :

The preferential allotment of equity shares shall be completed, within a period of 15 days from the date of passing of the Special Resolution contained in this Notice.

Provided that where the allotment on preferential basis is pending on account of pendency of any approval or permission of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last such approvals or within such further period as may be prescribed or allowed by SEBI, Stock Exchange or any other regulatory authorities.

f. Names of the proposed allottees and pre and post shareholding held by proposed allottee(s) :

Name of Allottee	Total Equity Shares proposed to be allotted	Pre-issue Shareholding		Post-issue Shareholding	
		No. of shares held	% of holding	No. of shares held	% of holding
Vijay Kumar Batra	1,83,648	59,73,580	64.27	61,57,228	64.05
Varun Batra	18,480	14,750	0.16	33230	0.34
Rahul Batra	19,700	14,750	0.16	34450	0.36
NeerajBatra	23,885	2,950	0.03	26835	0.28
Tarun Bajaj	32,808	0	0	32808	0.34
Aman Bajaj	40,525	0	0	40525	0.42

g. Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees :

The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottees is given in the following table:-



Name and PAN of the Allottee(s)	Category of Allottee(s)	Natural Persons who are ultimate beneficial owners
Vijay Kumar Batra PAN No.:AEJPB0879B	Promoter	Vijay Kumar Batra PAN No.:AEJPB0879B
Varun Batra PAN No.:AMWPB3998E	Promoter	Varun Batra PAN No.:AMWPB3998E
Rahul Batra PAN No.:AGEPB4295J	Promoter	Rahul Batra PAN No.:AGEPB4295J
NeerajBatra PAN No.:AEJPB0878A	Promoter	NeerajBatra PAN No.:AEJPB0878A
Tarun Bajaj PAN No. AIPPB5779E	Public	Tarun Bajaj PAN No. AIPPB5779E
Aman Bajaj PAN No. :AEUPB4522N	Public	Aman Bajaj PAN No. :AEUPB4522N

h. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in management or control of the Company pursuant to the aforesaid issue of equity shares. However, voting rights exercised by the existing shareholders of the Company will change in accordance with the change in the Shareholding Pattern pursuant to the aforesaid issue of equity shares.

i. Lock-in period :

The equity shares shall be locked-in for such period as may be specified under Regulation 167 of ICDR Regulations.

The entire pre-preferential shareholding of the proposed allottees, if any shall be locked-in from the relevant date upto a period of six months from the date of trading approval as specified under Regulation 167(6) of ICDR Regulations.

j. Auditor's Certificate

A copy of the Certificate from the Company's statutory auditor certifying that the issue is being made in accordance with the requirements of the ICDR Regulations. This Certificate will be placed before the Extra-Ordinary General Meeting of the Company. This Certificate is also open for inspection by members of the Company at the registered office of the Company on all working days except Saturdays, Sundays and Public Holidays, between 11:00 a.m. and 1:00 p.m. up to the date of the Meeting.



k. Basis of Price

The SEBI minimum price shall be in accordance with the Regulation 164 of ICDR Regulations which is higher of the followings:

- (a) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty-six weeks preceding the relevant date; or
- (b) average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the two weeks preceding the relevant date.

l. Justification for the allotment proposed to be made for consideration other than cash together with valuation report:

It is proposed by the Board of Directors that the part of the Purchase Consideration shall be discharged by issuing the Allotment Shares to the shareholders of Adley Lab Limited in addition to cash consideration.

The value of the shares of M/s. Adley Lab Limited (CIN : U24231CH1992PLC012190) is done by Mr Ritesh Prakash Adatiya, Chartered Accountant & Registered valuer and price / value of the equity shares of the Issuer Company determined in terms of Regulation 164 of ICDR Regulations.

m. Undertaking from the Company :

The Company hereby undertakes that :

- a) It will re-compute the price of the equity shares in terms of the provisions of ICDR Regulations, where it is required to do so.
- b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottees.

n. Relevant Date :

The Relevant Date on the basis of which the price of the issue of Equity Shares shall be calculated is **May29, 2019** i.e. *30 days prior to the date of this Extra-ordinary General Meeting.*



o. Other Relevant Disclosures :

- a) Pursuant to Regulation 170(4) of the ICDR Regulations, the allotment shall be made only in dematerialised form;
- b) During the Financial Year 2019-20, the Company had offered, issued and allotted **6,45,244 (Six Lakh Forty Five Thousand Two Hundred and Forty Four Only)** Equity Shares to Suryavanshi Commontrade Private Limited at a price of **Rs. 91 per** equity share vide *Special Resolution* passed by the Members of the Company on **April 22, 2019**.
- c) The Company and none of its promoters or directors is a wilful defaulter or a fugitive economic offender.
- d) The allotment of the Equity Shares is subject to the proposed allottees have not sold / transfer any equity shares of the Company during the six (6) months preceding relevant date.

The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company. The Board of Directors of the Company recommends passing the resolution as set out at Item No. 2 as a *Special Resolution*.

Except Mr. Vijay Kumar Batra, Chairman and Managing Director of the Company, Mr. Varun Batra, Wholetime Director of the Company, Mr. Neeraj Batra, Director of the Company, Mr. Rahul Batra, Wholetime Director of the Company, none of the Directors and Key Managerial Personnel including their relatives are interested or concerned in passing of the aforesaid resolution except to the extent of their shareholding in the Company, if any.

On behalf of the Board of Directors
For BETA DRUGS LIMITED

Date : 29th May, 2019
Place : Baddi

sd/-
Vijay Kumar Batra
Chairman and Managing Director
DIN: 01083215



BETA DRUGS LIMITED

CIN: L24230HP2005PLC028969

Registered office: Village Nandpur, Baddi, Distt. SOLAN-174101, Himachal Pardesh.

Tel No. 01795-236196, Email: cs@betadrugslimited.com, Website: www.betadrugslimited.com

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional slip on request

DP ID No. : _____

Client ID No. : _____

Ledger Folio No. : _____

NAME AND ADDRESS OF THE SHAREHOLDER:

No. of shares held _____

I hereby record my presence at the **EXTRA ORDINARY GENERAL MEETING** of the Company held on **Friday, the 28th day of June, 2019 at 12.30 p.m.** at Corporate Office of the company situated at **SCO-184, Sector 5, Panchkula, Haryana 134114.**

• I certify that I am member/proxy of the company. _____ Signature of the shareholder or proxy

Note: You are requested to sign and handover this slip at the entrance of the meeting venue.



BETA DRUGS LIMITED

CIN: L24230HP2005PLC028969

Registered office: Village Nandpur, Baddi, Distt. SOLAN-174101, Himachal Pardesh.

Tel No. 01795-236196, Email: cs@betadrugslimited.com, Website: www.betadrugslimited.com

Form No. MGT-11

Proxy form

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member			
Registered Office			
E-mail Id			
Folio No. / Client Id		DP - Id	

I/ We, being the member(s) of _____ shares of the above named Company, hereby appoints :-

1.	Name		Signature	
	Address			
	E-mail Id			
Or failing him				
2.	Name		Signature	
	Address			
	E-mail Id			
Or failing him				
3.	Name		Signature	
	Address			
	E-mail Id			

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extra-Ordinary General Meeting** of the Company, to be held on **Friday the 28th day of June, 2019** at 12:30 p.m. at the SCO-184, Sector - 5, Panchkula-134114 and at any adjournment thereof in respect of such resolutions as are indicated below:



Sr No.	Resolutions	Optional	
		For (✓)	Against (X)
SPECIAL BUSINESS			
1.	Approval Of Related Party Transaction Under Section 188 Of Companies Act, 2013		
2.	To Consider And Approve Issue Of 3,19,046 Equity Shares On Preferential Basis		

Affix Revenue
Stamp not less
than Rs 1/-

Signed this _____ day of _____ 2019

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. A proxy need not be a member of the company.



VENUE MAP

