



NOTICE TO SHAREHOLDERS

Notice is hereby given that the **14th** Annual General Meeting of the Company will be held on **Monday**, the **30th day of September, 2019** at **12.30 p.m.** at Registered Office of the company situated at Village Nandpur, Lodhimajra Road, Baddi, Distt Solan, Himachal Pradesh-174101 to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

- (I) Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2019 and the Reports of the Board of Directors and Auditors thereon;
and
(II) Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2019, together with the Report of the Auditors thereon

- 2. To appoint a Director in place of Mr. Varun Batra (DIN: 02148383), who retires by rotation and being eligible, offers himself for re appointment.**
- 3. To appoint a Director in place of Mr Balwant Singh (DIN: 01089968), who retires by rotation and being eligible, offers himself for re appointment.**
- 4. To appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Nineteenth Annual General Meeting and to fix their remuneration:**

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

"RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) **M/s Kalra Rai & Associates, (FRN- 008859N)**, be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of Nineteenth Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the re-imbursment of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively."

"RESOLVED FURTHER THAT Mr Vijay Kumar Batra, (DIN:01083215) Chairman cum Managing Director of the Company be and is hereby authorized to file necessary forms/returns with Registrar of Companies and to take such actions as may be necessary in this regard."

SPECIAL BUSINESS:

5. To regularize Mrs Seema Chopra (DIN:08510586) as a Director of the company

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

"RESOLVED THAT Mrs. Seema Chopra (**DIN:08510586**) who was appointed as an Additional Director on 1st August, 2019 pursuant to the provisions of section 161 of the Companies Act, 2013, and who holds office upto the date of the ensuing General Meeting, be and is hereby appointed as Director of the Company."



“RESOLVED FURTHER THAT pursuant to section 160 of the Companies Act, 2013 requirements of deposit of amount shall not apply in case of appointment of a director is recommended by the Nomination & Remuneration Committee of the Company.”

- 6. To appoint Mrs Seema Chopra (DIN:08510586) as Whole-time director of the Company & approve the remuneration.**

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

“RESOLVED THAT pursuant to the provisions of sections 196 and 197 read with the schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), **Mrs Seema Chopra (DIN: 08510586)** be and is hereby appointed as a Whole-time Director of the Company w.e.f. 1st August, 2019 to hold office for a period of 5 years on the terms and condition as mentioned below :-

a) Remuneration: **Rs 45,269/-** per month w.e.f. **01.08.2019**

b) Perquisites:

The Following perquisite shall not be included in the computation of the ceiling on remuneration :

- i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either single or put together are not taxable under Income Tax Act, 1961
- ii) Gratuity payable at the rate not exceeding half a month salary for each completed year of service.
- iii) Encashment of leave at the end of tenure.

“RESOLVED FURTHER THAT Mrs. Seema Chopra (DIN: 08510586) will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by her in connection with the company’s business and such other benefits and other privileges, as any from time to time be available to other senior executives of the company.”

“RESOLVED FURTHER THAT Board of the Directors are authorized to revised the remuneration from time to time by giving suitable increment / decrement after review of her performance each year, subject to the condition that total remuneration not to exceed **Rs. 5,00,000 p.m.** in any case.”

“RESOLVED FURTHER THAT In case of absence or inadequacy of profits in any financial year, remuneration payable to **Mrs. Seema Chopra (DIN 08510586)** shall not exceed the minimum limits prescribed under Schedule V of Companies Act, 2013.”

“RESOLVED FURTHER THAT Mr. Vijay Kumar Batra (DIN: 01083215),Managing Director and/or **Mr Rahul Batra, (DIN: 02229234)** Director of the Company be and are hereby authorized severally to sign & issue letter of appointment and also file necessary forms/returns with Registrar of Companies and to take such actions as may be necessary in this regard.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts deeds matters and things as in its absolute discretion, it may consider necessary expedient or desirable and to settle any question or doubt that may arise in relation to modifications in the terms and conditions as may approved by the agreeable acceptable to **Mrs. Seema Chopra, (DIN: 08510586)** whole-time director and to modify the same as may be otherwise considered by it to be in the best interest of the company.”

7. Remuneration to Cost Auditor for the Financial Year ended 31st March, 2020.

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

“RESOLVED THAT pursuant to provisions of Section 148 and all other applicable provisions of the Companies Act 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any modifications or re-enactment thereof for the time being in force), the company hereby approved the remuneration of **Rs.1,00,000/- (Rupees One Lac Only)** with reimbursement of conveyance expenses at actual and GST as applicable, as approved by the Board of Directors, payable to **M/s Charu Jindal & Co, Cost Accountants**, bearing Firm Registration Number **103508**, appointed by Board of Directors to carry out audit of Company’s cost records for year ending **31st March 2020**”.

“RESOLVED FURTHER THAT Mr Vijay Kumar Batra, (DIN:01083215) Chairman cum Managing Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable for the purpose of giving effect to this resolution.”

8. Re-appointment of Shri Vijay Kumar Batra (DIN:01083215) as Chairman Cum Managing Director of the company w.e.f. 2nd February, 2020 till 1st February, 2025.

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 (‘Act’) and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment of **Shri Vijay Kumar Batra (DIN 01083215)**, as Chairman & Managing Director of the Company for a period of 5 (five) years with effect from **2nd February, 2020 upto period ended 1st February, 2025** on the following terms and conditions :

- 1) Remuneration : Rs. NIL per month
- 2) Nature of Duties and Powers

Shri. Vijay Kumar Batra (DIN-01083215), Managing Director, shall be entrusted with the special and substantial powers of the Management which he shall exercise all such powers as may be assigned, granted and entrusted to him by the Board of Directors of the Company from time to time for the proper performance, discharge and execution of his duties and responsibilities.

“RESOLVED FURTHER THAT Mr. Vijay Kumar Batra (DIN 01083215) will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the company’s business and such other benefits and other privileges, as any from time to time be available to other senior executives of the company.”

“RESOLVED FURTHER THAT Mr. Rahul Batra (DIN : 02229234), Director of the Company be and is hereby authorized to issue letter of re-appointment and also file necessary forms/returns with Registrar of Companies and to take such actions as may be necessary in this regard.”



9. Re-appointment of Mr Rahul Batra (DIN: 02229234) as Whole-time Director of the Company w.e.f. 2nd February, 2020 till 1st February, 2025.

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 ('Act') and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment of **Mr Rahul Batra (DIN 02229234)**, as Whole-time Director of the Company for a period of 5 (five) years with effect from **2nd February, 2020 upto period ended 1st February, 2025** on the terms and conditions including remuneration as mentioned below:-

a) Remuneration : Rs 3 lakhs per month

b) Perquisites :

The Following perquisite shall not be included in the computation of the ceiling on remuneration:

- i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either single or put together are not taxable under Income Tax Act, 1961.
- ii) gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
- iii) encashment of leave at the end of tenure.

“RESOLVED FURTHER THAT Mr. Rahul Batra (DIN 02229234) will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the company's business and such other benefits and other privileges, as any from time to time be available to other senior executives of the company.”

“RESOLVD FURTHER THAT Board of the Directors are authorized to revised the remuneration from time to time by giving suitable increment / decrement after review of his performance each year, subject to the condition that total remuneration not to exceed **Rs. 6,00,000 p.m.** in any case.”

“RESOLVED FURTHER THAT In case of absence or inadequacy of profits in any financial year, remuneration payable to **Mr. Rahul Batra (DIN 02229234)** shall not exceed the minimum limits prescribed under Schedule V of Companies Act, 2013.”

“RESOLVED FURTHER THAT Mr. Vijay Kumar Batra (DIN:01083215), Chairman cum Managing Director of the Company be and is hereby authorized to issue letter of re-appointment and also file necessary forms/returns with Registrar of Companies and to take such actions as may be necessary in this regard.”

10. Re-appointment of Mr Varun Batra (DIN:02148383) as Whole-time Director of the Company w.e.f. 2nd February, 2020 till 1st February, 2025

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 ('Act') and pursuant to the Companies (Appointment and



Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment of **Mr Varun Batra (DIN 02148383)**, as Whole-time Director of the Company for a period of 5 (five) years with effect from **2nd February, 2020 upto period ended 1st February, 2025** on the terms and conditions including remuneration as mentioned below:-

a) Remuneration: Rs 3 lakhs per month

b) Perquisites: The Following perquisite shall not be included in the computation of the ceiling on remuneration:

- i) Contribution to provident fund, superannuation fund or annuity fund to the extent these either single or put together are not taxable under Income Tax Act, 1961
- ii) Gratuity payable at the rate not exceeding half a month salary for each completed year of service.
- iii) Encashment of leave at the end of tenure.

“RESOLVED FURTHER THAT Mr. Varun Batra (DIN 02148383), will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the company’s business and such other benefits and other privileges, as any from time to time be available to other senior executives of the company.”

“RESOLVD FURTHER THAT subject to approval of shareholders, Board of the Directors are authorized to revised the remuneration from time to time by giving suitable increment / decrement after review of his performance each year, subject to the condition that total remuneration not to exceed **Rs. 10,00,000 p.m.** in any case.”

“RESOLVED FURTHER THAT In case of absence or inadequacy of profits in any financial year, remuneration payable to **Mr. Varun Batra (DIN 02148383)**, shall not exceed the minimum limits prescribed under Schedule V of Companies Act, 2013.”

“RESOLVED FURTHER THAT Mr. Vijay Kumar Batra (DIN:01083215), Chairman cum Managing Director of the Company be and is hereby authorized to issue letter of re-appointment and also file necessary forms/returns with Registrar of Companies and to take such actions as may be necessary in this regard.”

11. Re-appointment of Mr Balwant Singh (DIN:01089968) as Whole-time Director of the Company w.e.f. 5th August, 2019 till 4th August, 2024.

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 (‘Act’) and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment of **Mr Balwant Singh (DIN 01089968)**, as Whole-time Director of the Company for a period of 5 (five) years with effect from **5th August, 2019 upto period ended 4th August, 2024** on the terms and conditions including remuneration as mentioned below:-

1) **REMUNERATION : Rs 1,36,000/- p.m.**



However Board of the Directors are authorized to revised the same from time to time by giving suitable increment / decrement after review of his performance each year, subject to the condition that total remuneration not to exceed **Rs. 4,00,000 p.m.** in any case.

2) NATURE OF DUTTES & POWERS:

Mr. Balwant Singh (DIN- 01089968), Executive Director, shall look after the entire day to day operations of the Company including as occupier of the factory premises of the Company at Baddi, subject to superintendence, control and Directors of the Board of Directors and he shall exercise all such powers as may be assigned, granted and entrusted to him by the Board of Directors of the Company from time to time for the proper performance, discharge and execution of his duties and responsibilities under various applicable laws / Acts to Company.

“RESOLVED FURTHER THAT In case of absence or inadequacy of profits in any financial year, remuneration payable to **Mr. Balwant Singh (DIN 01089968)** shall not exceed the minimum limits prescribed under Schedule V of Companies Act, 2013.”

“RESOLVED FURTHER THAT Mr. Vijay Kumar Batra (DIN:01083215), Chairman cum Managing Director of the Company be and is hereby authorized to issue letter of re-appointment and also file necessary forms/returns with Registrar of Companies and to take such actions as may be necessary in this regard.”

Dated: 31.08.2019
Place: Panchkula

By Order of the Board of Directors

sd/-
Vijay Kumar Batra
Chairman & 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 ON POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAT 48 HOURS BEFORE THE TIME OF MEETING.
2. A PERSON CAN ACT AS 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 PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. Pursuant to the provisions of SEBI (LODR) Regulations, 2015 and section 91 of the Companies Act, 2013, Register of Members and Shares Transfer Books of the Company will remain closed from **Monday, 23rd September, 2019 to Monday, 30th September, 2019. (both days inclusive).**
4. Members intending to require information about accounts at the meeting are requested to write to the Company at least 10 days in advance of the Annual General Meeting.
5. Shareholders holding shares in dematerialized form should communicate the change of address, if any, to their Depository Participant and other who hold shares in physical form should communicate the change of address, to the Registrar and Share Transfer Agent of the Company at the following address:

Link Intime India Pvt Limited.

C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai-400083.
6. Members/Proxies should bring their attendance slip duly filed in for attending the meeting.
7. The Notice of the **14th AGM** along with the attendance slip and proxy form are being sent by electronic mode to all the members whose email addresses are registered with Company/ Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
8. 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.
9. Members may also note that the notice of the Annual General Meeting and the Annual Report will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Village Nandpur, Lodhimajra Road, Baddi, Distt Solan, H.P. 174101, for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post free of cost.
10. An Explanatory Statement pursuant to Section 102 of the Act in respect of **Item nos. 4 to 11** of the Notice set out above, is annexed hereto.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES MENTIONED IN THE NOTICE OF 14TH ANNUAL GENERAL MEETING TO BE HELD ON 30.09.2019.**ITEM NO. 4:**

In terms of Section 139 of the Companies Act, 2013 (“the Act”), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the present Statutory Auditors of the Company **M/s Kalra Rai & Associates, Chartered Accountants (FRN- 008859N)**, will hold office until the conclusion of the ensuing Annual General Meeting and will seek re-appointment for one more term. Therefore the Company has decided to re-appoint **M/s Kalra Rai & Associates, Chartered Accountants** for a period of **five years** to hold office from the conclusion of this Annual General Meeting till the conclusion of the **Nineteenth Annual General Meeting**. The Board of Directors at its meeting held on **31st August, 2019**, after considering the recommendations of the Audit Committee, had recommended the re-appointment of **M/s. Kalra Rai & Associates, Chartered Accountants, (FRN- 008859N)**, as the Statutory Auditors of the Company for approval of the members. The proposed Auditors shall hold office from the conclusion of this Annual General Meeting till the conclusion of **Nineteenth Annual General Meeting** of the Company. **M/s. Kalra Rai & Associates, Chartered Accountants**, have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder. Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for re-appointment of the Statutory Auditors and fixing their remuneration by means of an **ordinary resolution**. Accordingly, approval of the members is sought for re-appointment of **M/s. Kalra Rai & Associates, Chartered Accountants** as the Statutory Auditors of the Company and to fix their remuneration.

ITEM NO.5 & 6

The Board of directors of the Company in their meeting held on **1st August, 2019** and Nomination & Remuneration Committee in their meeting held on **1st August, 2019** has recommended and appointed **Mrs Seema Chopra (DIN:08510586)** as Additional as well as Whole-time Director of the Company and Mrs. Seema Chopra holds office of the Director till the conclusion of next Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of **Mrs Seema Chopra(DIN:08510586)** as Director of the Company. Further pursuant to section 160 of the Companies Act, 2013 requirements of deposit of amount shall not apply in case of appointment of a director is recommended by the Nomination & Remuneration committee of the Company.”

Mrs Seema Chopra is a post graduate and working with the adley group from last 20 years as marketing executive.

Further Board of Directors has decided to promote and appoint her as Whole-time Director of the company for a period of 5 years w.e.f. **1st August, 2019** at Remuneration of **Rs 45, 269/- p.m. w.e.f. 1st August, 2019**.

She is presently director in NIL companies & holding Nil Equity Shares constituting in the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives except **Mrs. Seema Chopra** is concerned or interested, financial or otherwise, in the resolution. The Board recommends the resolution set forth in **Item no.5 & 6** for the approval of the members as **ordinary resolution**.

ITEM NO. 7

The Board of Directors in its meeting held on **1st May, 2019** had approved the appointment of **M/s Charu Jindal & Co, Cost Accountants** bearing Firm Registration Number **103508**, as Cost Auditors of the Company to conduct audit of cost records for the year ending **31st March, 2020** at a remuneration of **Rs.1,00,000/- (Rupees One Lac only)** with reimbursement of conveyance expenses at actual and GST as applicable.

In accordance with provisions of Section 148 of the Companies Act 2013 and Companies (Audit and Auditors) Rules, 2014, remuneration payable to cost auditors has to be approved by the shareholders of the company. Accordingly consent of the members is sought for passing an **ordinary resolution** as set out at **item No.7** of the notice for approval of remuneration payable to Cost Auditors for the financial year ending **31st March, 2020**.



None of the Directors/ Key Managerial Personnel of the company/ their relatives are in, anyway concerned or interested, financially or otherwise, in the resolution set out at **item No.7** of the notice.

The Directors recommend the resolution for approval of the members as **ordinary resolution**.

ITEM NO. 8

Shri Vijay Kumar Batra (DIN: 01083215), aged 65 years, is promoters and main contributor to the growth and development of "**Beta Drugs Limited**" ("the Company"), having net worth of **Rs 40.59 crores** with a turnover of **Rs 58.05 crores** (financial year **2018-19**). Over a decade's performance, the Company continues to be the most profitable Company in the pharmaceutical industry, with a net profit of **Rs 7.71 crores**. He is a perfect executionist of the mission and vision of the Company. **Shri Vijay Kumar Batra**, who is well versed in understanding Pharmaceutical markets, is equally excellent in ensuring growth by improving productivity, cost control, large size operations & consistently improving quality. There has been considerable synergy in his leading in segments of business and his effective contribution has fostered the growth of the Company's business. **Shri Vijay Kumar Batra** is overseeing the day-to-day functioning of the Company at all levels.

He is presently director in following companies :

1. Adley Lab Limited
2. Adley Formulations Pvt Limited

He is presently holding **61,83,628** Equity Shares constituting **64.32 %** in the Company.

Presently he is member of Audit Committee, Nomination & Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee of the company. He is neither Chairman nor member of committee in any other company.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on **1st August, 2019**, subject to approval of Members at this Annual General Meeting and considering the increased activities, responsibilities and contribution of **Shri Vijay Kumar Batra** in development and growth of the Company, consent of the Members was sought for the re-appointment of **Shri Vijay Kumar Batra** as a **Chairman cum Managing Director** of the Company for further period of 5 years w.e.f. **2nd February, 2020 to 1st February, 2025**, on the terms and conditions as set out in this item of the Notice. Shri Vijay Kumar Batra satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement. Accordingly, consent of the Members is sought for passing **Ordinary Resolution** as set out in this item of the Notice for re-appointment of Shri Vijay Kumar Batra as Chairman & Managing Director of the Company **w.e.f. 2nd February, 2020 till 1st February, 2025**.

Shri Vijay Kumar Batra, Chairman & Managing Director of the Company may be considered to be concerned or interested in the said resolution it relates to his own re-appointment. Mr Rahul Batra, Whole-time Director and Mr. Varun Batra, Whole-time Director of the company may also be considered as concerned or interested in the same, being relative of Shri Vijay Kumar Batra. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution. The Board recommends the resolution set forth in **Item no.8** for the approval of the members as **ordinary resolution**.



ITEM NO. 9

Mr Rahul Batra (DIN: 02229234), aged 35 years, is Whole-time Director of the company. He holds Master of Science degree in Business and Management from University Strathclyde Scotland. His Scope of work includes Marketing and Sales segment of the Company.

He is presently director in following companies :

1. Kedge Pharmacia Pvt Ltd
2. Adley Formulations Pvt Ltd
3. Adley Lab Limited
4. B.T. Associates Pvt td

He is presently holding **34,450** Equity Shares constituting **0.16 %** in the Company.

Presently he is member of Corporate Social Responsibility Committee of the company. He is neither Chairman nor member of committee in any other company.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on **1st August, 2019**, subject to approval of Members at this Annual General Meeting and considering the increased activities, responsibilities and contribution of Mr Rahul Batra in development and growth of the Company, consent of the Members was sought for the re-appointment of Mr Rahul Batra as a Whole-time Director of the Company for further period of 5 years w.e.f. 2nd February, 2020 to 1st February, 2025, on the terms and conditions as set out in this item of the Notice. Mr Rahul Batra satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement. Accordingly, consent of the Members is sought for passing **Ordinary Resolution** as set out in this item of the Notice for re-appointment of Mr Rahul Batra as Whole-time Director of the Company w.e.f. 2nd February, 2020 till 1st February, 2025. Mr Rahul Batra, Whole-time Director of the Company may be considered to be concerned or interested in the said resolution it relates to his own re-appointment. Sh.Vijay Kumar Batra, Chairman cum Managing Director and Mr Varun Batra, Whole-time Director of the company may also be considered as concerned or interested in the same, being relative of Mr. Rahul Batra. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution. The Board recommends the resolution set forth in **Item no.9** for the approval of the members as **ordinary resolution**.

ITEM NO. 10

Mr Varun Batra (DIN: 02148383), aged 34 years, is Whole-time Director of the company. He holds Degree in Business Management from Toronto Canada .His Scope of work includes monitoring Production Department and Export sales of the Company.

He is presently director in following companies :

1. B.T. Associates Pvt td
2. Adley Formulations Pvt Ltd
3. Adley Lab Limited

He is presently holding **33,230** Equity Shares constituting **0.16 %** in the Company.

He is neither Chairman nor member of committee in the company and in any other company.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on **1st August, 2019**, subject to approval of Members at this Annual General Meeting and considering the increased activities, responsibilities and contribution of Mr Varun Batra in development and growth of the Company, consent of the Members was sought for the re-appointment of **Mr Varun Batra** as a **Whole-time Director**



of the Company for further period of 5 years w.e.f. **2nd February, 2020 to 1st February, 2025**, on the terms and conditions as set out in this item of the Notice. Mr Varun Batra satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement. Accordingly, consent of the Members is sought for passing **Ordinary Resolution** as set out in this item of the Notice for re-appointment of Mr Varun Batra as Whole-time Director of the Company w.e.f. 2nd February, 2020 till 1st February, 2025. Mr Varun Batra, Whole-time Director of the Company may be considered to be concerned or interested in the said resolution it relates to his own re-appointment. Sh. Vijay Kumar Batra, Chairman cum Managing Director and Mr. Rahul Batra, Whole-time Director of the company may also be considered as concerned or interested in the same, being relative of Mr. Varun Batra. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution. The Board recommends the resolution set forth in **Item no.10** for the approval of the members as **ordinary resolution**.

ITEM NO. 11

Mr Balwant Singh (DIN: 01089968), aged 49 years, is Whole-time Director of the company. He holds a degree in PGDPM-HR IR from DAV College of Management, Chandigarh. He holds 15 years of experience in the field of pharmaceuticals and his scope of work includes managing over all affairs of the Company.

He is presently director in NIL companies

He is presently holding **590** Equity Shares constituting **0.01 %** in the Company.

He is neither Chairman nor member of committee in the company and in any other company.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on **1st August, 2019**, subject to approval of Members at this Annual General Meeting and considering the increased activities, responsibilities and contribution of Mr Balwant Singh in development and growth of the Company, consent of the Members was sought for the re-appointment of **Mr Balwant Singh** as a Whole-time Director of the Company for further period of 5 years **w.e.f. 5th August, 2019 to 4th August, 2024**, on the terms and conditions as set out in this item of the Notice. Mr Balwant Singh satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement. Accordingly, consent of the Members is sought for passing **Ordinary Resolution** as set out in this item of the Notice for re-appointment of Mr Balwant Singh as Whole-time Director of the Company **w.e.f. 5th August, 2019 to 4th August, 2024**. Mr Balwant Singh, Whole-time Director of the Company may be considered to be concerned or interested in the said resolution it relates to his own re-appointment. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution. The Board recommends the resolution set forth in **Item no.11** for the approval of the members as **Ordinary resolution**.

Dated: 31.08.2019

Place: Panchkula

By Order of the Board of Directors

sd/-

Vijay Kumar Batra
Chairman & Managing Director
(DIN: 01083215)



DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING UNDER REGULATION 36 OF SEBI(LODR) REGULATIONS

Name of Director	Mr. Vijay Kumar Batra	Mr Rahul Batra	Mr.Varun Batra	Mr Balwant Singh	Mrs. Seema Chopra
Director Identification Number	01083215	02229234	02148383	01089968	08510586
Date of Birth	07/07/1954	08/10/1983	15/06/1985	04/04/1970	03/07/1975
Educational Qualification	Graduation	Master of Science degree in Business and Management from University Strathclyde Scotland	Degree in Business Management from Toronto Canada	PGDPM-HR IR	Post Graduation
Experience	30 Years	14 Years	14 years	20 Years	20 years
Details of remuneration to be paid, if any	NIL	Rs 3,00,000 p.m.	Rs 3,00,000 p.m.	Rs 1,36,000 p.m.	Rs 45269/- p.m.
Date of first appointment to the Board	11/07/2014	01/08/2014	01/08/2014	01/08/2014	01.08.2019
No. of Share held by Directors in the Company	61,83,628	34,450	33,230	590	Nil
Relationship with other Directors / KMPs	Father of Mr Rahul Batra & Mr Varun Batra	Son of Mr Vijay Kumar Batra & Brother of Mr Varun Batra	Son of Mr Vijay Kumar Batra & Brother of Mr Rahul Batra	N.A.	N.A.
No. of meetings attended during the year	10	10	10	11	0
Profile	Vijay Kumar Batra, (DIN: 01083215) aged 65 years, is the Managing Director of our Company. He has 30 years of experience in Pharmaceutical Industry. He is the guiding force behind all the corporate decisions and is responsible for the entire business operation of the	Rahul Batra, (DIN: 02229234) aged 35 years is the Whole time Director of our Company. He holds Master of Science degree in Business and Management from University Strathclyde Scotland. His Scope of work includes Marketing and	Varun Batra, (DIN: 02148383) aged 34 years, is the Whole time Director of our Company. He holds Degree in Business Management from Toronto Canada .His Scope of work includes monitoring Production Department and Export sales of the Company.	Balwant Singh,(DIN: 01089968) aged 49 years is the Whole time Director of our Company. He holds a degree in PGDPM-HR IR from DAV College of Management, Chandigarh. He holds 15 years of	Mrs. Seema Chopra (DIN: 0008510586) is a Post Graduate and working with Adley Group from last 23years. She has having an experience in the field of Marketing & Purchase.

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BETA DRUGS LIMITED

	Company.	Sales segment of the Company.		experience in the field of pharmaceuticals and his scope of work includes managing over all affairs of the Company.	
Expertise in specific Functional areas	Entire business operation of the Company.	Marketing and Sales segment	Production Department and Export sales	Managing over all affairs of the Company.	Marketing & Purchase.
Directorship in other Companies	<ul style="list-style-type: none"> • Adley Formulations Pvt Ltd • Adley Lab Limited 	<ul style="list-style-type: none"> • Kedge Pharmacia Pvt Ltd • Adley Formulations Pvt Ltd • Adley Lab Limited • B.T. Associates Pvt td 	<ul style="list-style-type: none"> • B.T. Associates Pvt td • Adley Formulations Pvt Ltd • Adley Lab Limited 	NIL	NIL
Chairman/ Member of Committees of the Board of other Companies in which he is a Director	NIL	NIL	NIL	NIL	NIL
Relationship, if any, with the other members of the Board	Father of Mr Rahul Batra & Mr Varun Batra	Son of Mr Vijay Kumar Batra & Brother of Mr Varun Batra	Son of Mr Vijay Kumar Batra & Brother of Mr Rahul Batra	N.A.	N.A.
Terms and Conditions of appointment and remuneration sought and remuneration last and justification	Re-appointment for 5 years w.e.f. 2 nd February, 2020 upto period ended 1 st February, 2025 @ remuneration of NIL Last remuneration Rs NIL	Re-appointment for 5 years w.e.f. 2 nd February, 2020 upto period ended 1 st February, 2025 @ remuneration of Rs 3.00 lacs p.m. Last remuneration Rs 3.00 lacs p.m.	Re-appointment for 5 years w.e.f. 2 nd February, 2020 upto period ended 1 st February, 2025 @ remuneration of Rs 3.00 lacs p.m. Last remuneration Rs 3.00 lacs p.m.	Re-appointment for 5 years w.e.f. 25 th August, 2019 upto period ended 24 th August, 2024 @ remuneration of Rs 1,36,000 p.m. Last remuneration Rs 1,36,000 p.m.	Appointment for period of 5 years w.e.f. 1 st August, 2019 upto period ended 31 st July 2024 @remuneration of Rs 45,269/- p.m.