



# BETA DRUGS LIMITED

BDL/PKL/SEC/2020  
7<sup>th</sup> September, 2020

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

**Script :-BETA**

Dear Sir,

**Subject:-** Notice of Annual General Meeting (AGM) 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 Annual General Meeting (AGM) of Beta Drugs Limited on Wednesday, September 30, 2020 at 12:30 P.M. through Video Conferencing ("VC") or other audio visual means ("OAVM"), to transact the special business as contained in the said Notice. The same is for your information and record.

Thanking You  
Your's 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 & Mktd 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](http://www.betadrugslimited.com)  
[www.adleylab.com](http://www.adleylab.com)

**E-Mail :-** [info@betadrugslimited.com](mailto:info@betadrugslimited.com)  
[sales@adleylab.com](mailto:sales@adleylab.com)



**NOTICE TO SHAREHOLDERS**

Notice is hereby given that the 15<sup>th</sup> Annual General Meeting of the Company will be held on Wednesday, the 30<sup>th</sup> day of September, 2020 at 12.30 p.m. through video conferencing (“VC”) / Other Audio Visual Means (“OAVM”) 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, 2020 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, 2020, together with the Report of the Auditors thereon

**2. To appoint a Director in place of Mr. Rahul Batra (DIN: 02229234), who retires by rotation and being eligible, offers himself for re appointment.**

**SPECIAL BUSINESS:**

**3. Remuneration to Cost Auditor for the Financial Year ended 31<sup>st</sup> March, 2021.**

*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 **31<sup>st</sup> March 2021**”.

“**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.”

**Dated: 31.08.2020**  
**Place: Panchkula**

**By Order of the Board of Directors**

sd/-  
**Vijay Kumar Batra**  
**Chairman & Managing Director**  
**(DIN:01083215)**



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**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). The deemed venue of the AGM shall be the registered office of the company. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. The Members can join the AGM through 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 AGM through VC/OAVM will be made available for 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 AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and vote in the meeting.
5. Corporate members intending to authorise their authorized representatives to attend the Meeting are requested to send a scanned copy (PDF/JPG Format) certified copy of its Board or Governing Body Resolution/Authorization etc. authorizing its representative to attend AGM through VC / OAVM on its behalf and to vote in the meeting. The said Resolution/ Authorization shall be sent to the company by email through its registered email address at [cs@betadrugslimited.com](mailto:cs@betadrugslimited.com).
6. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars, the Notice of AGM alongwith Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2019-20 has been uploaded on the website of the Company at [www.betadrugslimited.com](http://www.betadrugslimited.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [https://www1.nseindia.com/emerge/index\\_sme.htm](https://www1.nseindia.com/emerge/index_sme.htm)
7. The AGM 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.



8. 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 **Wednesday, 23<sup>rd</sup> September, 2020 to Wednesday, 30<sup>th</sup> September, 2020. (both days inclusive).**
9. Members intending to require any information at the meeting are requested to write to the Company at least 10 days in advance of the Annual General Meeting at **cs@betadrugslimited.com**.
10. 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.**
11. 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 the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is not required to provide remote e-voting facility to its members.
12. During the meeting held through “VC” or “OAVM” facility, where a poll on any item is required, the member shall cast their vote on the resolutions only by sending email through their email addresses which are registered with the company at **cs@betadrugslimited.com**.
13. Where less than 50 members are present in the meeting, the chairman may decide to conduct a vote by show of hands, unless a demand for poll is made by any member in accordance with section 109 of the companies Act, 2013.
14. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
15. Brief Profile of Directors seeking re-appointment at the Annual General Meeting is provided at **Annexure-1** to this Notice as prescribed under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.
16. An Explanatory Statement pursuant to Section 102 of the Act in respect of **Item nos. 3** of the Notice set out above, is annexed hereto.
17. Relevant documents referred to in the accompanying Notice will be available for inspection electronically by the members on the website of the Company at <http://www.betadrugslimited.com/investor-zone.html> website link during the time of AGM.
18. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act, will be available for inspection electronically by the members on the website of the Company at [www.beta.drugslimited.com](http://www.beta.drugslimited.com) during the AGM.



## **PROCESS AND MANNER FOR ATTENDING THE 15<sup>TH</sup> ANNUAL GENERAL MEETING THROUGH INSTAMEET:**

### **1. Instructions for attending the AGM through VC/OAVM**

i. The Members will be provided with a facility (**InstaMEET**) to attend the AGM through VC/OAVM through the Link Intime India Private Limited (“LI IPL”) and they may access the same at <https://instameet.linkintime.co.in>.

ii. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

► Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

► Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (Annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

### **► Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

a. Members who would like to express their views/ask questions with respect to the financial statements or any other matter to be placed at the Annual General Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [cs@betadrugslimited.com](mailto:cs@betadrugslimited.com) between Thursday, September 17, 2020 (9:00 a.m. IST) and Saturday, September 19, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express



their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers/questions depending on the availability of time for the Annual General Meeting. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

- b. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company/LIPL.
- c. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
- d. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
- e. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

## Annexure

### **Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET**

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



webex.com/downloads.html

Download for Windows

### Webex Meetings

Looking for real time video conferencing?

- HD video for face-to-face meetings
- Flexible audio-only conference call options
- Easy screen sharing
- Meet across any device

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### Webex Teams

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Download Teams VDI

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Step 1: Double-click the webexapp.msi file you downloaded

Step 2: The Webex Meetings setup wizard will launch. Follow the instructions to set up.

Step 3: Once installed the app will launch automatically.

To open the app double-click the Webex Meetings icon on your desktop.

What do you want to do with webexapp.msi (88.1 MB)? From: akamaicdn.webex.com

Run Save Cancel



The screenshot shows the Cisco Webex website with navigation links: Solutions, Webex Devices, Plans & Pricing, Learn, Host, Join, Sign in, and Start for Free. A central window titled "Cisco Webex Meetings - InstallShield Wizard" displays the following text:

**Welcome to the InstallShield Wizard for Cisco Webex Meetings**

The InstallShield(R) Wizard will install Cisco Webex Meetings on your computer. To continue, click Next.

WARNING: This program is protected by copyright law and international treaties.

Buttons: < Back, Next >, Cancel

**Step 1**  
Double-click the webexapp.msi file downloaded

**Step 3**  
Once installed app will launch automatically.

To open the app double-click the Webex Meetings icon on your

The screenshot shows the Cisco Webex website with navigation links: Solutions, Webex Devices, Plans & Pricing, Learn, Host, Join, Sign in, and Start for Free. A central window titled "Cisco Webex Meetings - InstallShield Wizard" displays the following text:

**License Agreement**

Please read the following license agreement carefully.

CISCO WEBEX LLC LICENSE AGREEMENT (AS APPLICABLE TO THE PARTICULAR DOWNLOAD)

IMPORTANT NOTICE--PLEASE READ PRIOR TO USING THIS SOFTWARE: This license agreement ("License Agreement") is a legal agreement between you (either an individual or an entity) and Cisco Webex LLC ("Webex") for the use of Webex software you may be required to download and install to use certain Webex services (such software, together with the underlying documentation if made available to you, the "Software"). By clicking on the button containing the "I accept" language, by installing the Software or by otherwise using the Software, you agree to be bound by the terms of this License Agreement. IF YOU DO NOT AGREE TO THE TERMS OF THIS LICENSE AGREEMENT, CLICK ON THE BUTTON

I accept the terms in the license agreement  
 I do not accept the terms in the license agreement

Buttons: < Back, Next >, Cancel

**Step 1**  
Double-click the webexapp.msi file downloaded

**Step 3**  
Once installed app will launch automatically.

The screenshot shows the Cisco Webex website with navigation links: Solutions, Webex Devices, Plans & Pricing, Learn, Host, Join, Sign in, and Start for Free. A central window titled "Cisco Webex Meetings - InstallShield Wizard" displays the following text:

**Ready to Install the Program**

The wizard is ready to begin installation.

Click Install to begin the installation.

If you want to review or change any of your installation settings, click Back. Click Cancel to exit the wizard.

Buttons: < Back, Install, Cancel

**Step 1**  
Double-click the webexapp.msi file downloaded

**Step 3**  
Once installed app will launch automatically.





or

b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <a href="#">Run a temporary application</a> . Click on <a href="#">Run a temporary application</a> , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

The screenshot displays the Cisco Webex interface for joining an event. On the left, there is a section for 'Event Information' with fields for Event status, Date and time, Duration, and Description. Below this, a disclaimer states: 'By joining this event, you are accepting the Cisco Webex [Terms of Service](#) and [Privacy Statement](#).' On the right, there is a 'Join Event Now' button. Below the button, a message reads: 'You cannot join the event now because it has not started.' The registration form contains the following fields: 'First name:', 'Last name:', 'Email address:', and 'Event password:'. A red arrow points to these fields with the text 'Mention your First name, Last name and email address'. Below the form is a 'Join Now' button, with another red arrow pointing to it. Underneath the button, there is a link: 'Join by browser **NEW!**'. At the bottom, it says 'If you are the host, [start your event](#).'



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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES MENTIONED IN THE NOTICE OF 15TH ANNUAL GENERAL MEETING DATED 30.09.2020.**

**ITEM NO.3**

The Board of Directors in its meeting held on **31<sup>st</sup> August, 2020** 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 **31<sup>st</sup> March, 2021** 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.3** of the notice for approval of remuneration payable to Cost Auditors for the financial year ending **31<sup>st</sup> March, 2021**.

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.3** of the notice.

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

**Dated: 31.08.2020**

**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**

<b>Name of Director</b>	<b>Mr Rahul Batra</b>
Director Identification Number	02229234
Date of Birth	08/10/1983
Educational Qualification	Master of Science degree in Business and Management from University Strathclyde Scotland
Experience	15 Years
Details of remuneration to be paid, if any	Rs 6,00,000 p.m.
Date of first appointment to the Board	01/08/2014
No. of Share held by Directors in the Company	34,450
Relationship with other Directors / KMPs	Son of Mr Vijay Kumar Batra & Brother of Mr Varun Batra
No. of meetings attended during the year	13
Profile	Rahul Batra, (DIN: 02229234) aged 36 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 Sales segment of the Company.
Expertise in specific Functional areas	Marketing and Sales segment
Directorship in other Companies	<ul style="list-style-type: none"> <li>• Kedge Pharmacia Pvt Ltd</li> <li>• Adley Formulations Pvt Ltd</li> <li>• Adley Lab Limited</li> <li>• B.T. Associates Pvt td</li> </ul>
Chairman/ Member of Committees of the Board of other Companies in which he is a Director	NIL
Relationship, if any, with the other members of the Board	Son of Mr Vijay Kumar Batra & Brother of Mr Varun Batra
Terms and Conditions of appointment and remuneration sought and remuneration last and justification	Re-appointment in Annual General Meeting held on 30 <sup>th</sup> September, 2019 for 5 years w.e.f. 2 <sup>nd</sup> February, 2020 upto period ended 1 <sup>st</sup> February, 2025 @ remuneration of Rs 3.00 lacs p.m. w.e.f. 1 <sup>st</sup> November, 2019 remuneration was increased from Rs 3.00 lacs p.m to Rs 6.00 lacs p.m.