



## NOTICE TO SHAREHOLDERS

Notice is hereby given that the 17<sup>th</sup> Annual General Meeting of the Company will be held on Thursday, the 29<sup>th</sup> day of September, 2022 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 businesses:

### ORDINARY BUSINESS:

#### 1. Adoption of Financial Statements

(I) Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2022 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, 2022, 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.

### SPECIAL BUSINESS:

4. To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2022-23 pursuant to Section 148 and all other applicable provisions of Companies Act, 2013.

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

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the remuneration of **Rs.1,25,000/- (Rupees One Lac twenty five thousand Only)** with reimbursement of conveyance expenses at actual and GST as applicable payable to **M/s Charu Jindal & Co, Cost Accountants**, bearing Firm Registration Number 103508, for conducting cost audit of the Company for the financial year 2022-23, as approved by the Board of Directors of the Company, be and is hereby ratified.”

**“RESOLVED FURTHER THAT Mr. Rahul Batra, (DIN:02229234)** 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.”

5. To revise the remuneration payable to Mr. Rahul Batra (DIN No. 02229234), Managing Director of the company.

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

**“RESOLVED THAT** pursuant to the provisions of sections 196, 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), applicable clauses of Article of Association and as recommended by the Nomination and Remuneration Committee & approved by the Board of Directors, approval of the Shareholders be and is hereby accorded for the revision in the remuneration of Mr. Rahul Batra (DIN : 02229234), Chairman cum Managing Director of the company w.e.f. 1<sup>st</sup> January, 2022 upto 31<sup>st</sup> December, 2024 on the following terms and conditions as mentioned below:-

a) Remuneration : Rs 10 lacs per month +Annual Diwali Bonus as per the company policy

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."

**"RESOLVED FURTHER THAT** Board of the Directors are authorized to revise the remuneration (basic salary, allowances, perquisites, etc) from time to time by giving suitable increment / decrement after review of his performance each year, subject to the condition that total monthly remuneration not to exceed Rs. 50 lacs in any case."

**"RESOLVED FURTHER THAT** In case of absence or inadequacy of profits in any financial year, remuneration payable as above to Mr. Rahul Batra may exceed the minimum limits prescribed under Schedule V of Companies Act, 2013."

**6. To revise the remuneration payable to Mr. Varun Batra (DIN No. 02148383), Joint Managing Director of the company.**

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

**"RESOLVED THAT** pursuant to the provisions of sections 196, 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), applicable clauses of Article of Association and as recommended by the Nomination and Remuneration Committee & approved by the Board of Directors, approval of the Shareholders be and is hereby accorded for the revision in the remuneration of Mr. Varun Batra (DIN : 02148383), Joint Managing Director of the company w.e.f. 1<sup>st</sup> January, 2022 upto 31<sup>st</sup> December, 2024 on the following terms and conditions as mentioned below:-

**a) Remuneration: Rs 10 lacs per month** + Annual Diwali bonus as per the company policy

**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."

**"RESOLVED FURTHER THAT** subject to approval of shareholders, Board of the Directors are authorized to revised the remuneration (basic salary, allowances, perquisites, etc)from time to time by giving suitable increment / decrement after review of his performance each year, subject to the condition that total monthly remuneration not to exceed Rs. 50 lacs in any case."

**"RESOLVED FURTHER THAT** In case of absence or inadequacy of profits in any financial year, remuneration payable as above to Mr. Varun Batra may exceed the minimum limits prescribed under Schedule V of Companies Act, 2013."

**7. To revise the remuneration to be payable to Mrs. Seema Chopra (DIN: 08510586), Whole-time director of the company.**

***To consider and if thought fit, to pass the following resolutions as ordinary Resolution:***

**"RESOLVED THAT** pursuant to the provisions of sections 196, 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), applicable clauses of Article of Association and as recommended by the Nomination and Remuneration Committee & approved by the Board of Directors, approval of the Shareholders be and is hereby accorded for the revision in the remuneration of



**Mrs. Seema Chopra (DIN: 08510586)** Whole Time Director of the company w.e.f. 1<sup>st</sup> April, 2022 on the terms and conditions including remuneration for the balance term upto 31<sup>st</sup> July, 2024 as mentioned below:-

a) Remuneration: Rs 72,269 per month w.e.f. 1.04.2022 + Diwali Bonus

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** 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 (basic salary, allowances, perquisites, etc) from time to time by giving suitable increment / decrement after review of her performance each year, subject to the condition that total monthly remuneration not to exceed Rs. 2,50,000 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 shall not exceed the minimum limits prescribed under Schedule V of Companies Act, 2013.”

**8. To revise the remuneration to be payable to Mr. Balwant Singh (DIN: 01089968), Whole-time director of the company.**

***To consider and if thought fit, to pass the following resolutions as Ordinary Resolution:***

**“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 remuneration payable to **Mr. Balwant Singh (DIN 01089968)**, as Whole-time Director of the Company on the terms and conditions including remuneration for the balance term upto 4<sup>th</sup> August, 2024 as mentioned below:-

**1) REMUNERATION : Rs 2,17,630/- p.m. + Diwali Bonus**

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 monthly remuneration not to exceed Rs. 5 lacs in any case.

**2) NATURE OF DUTIES & 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.”



9. **To regularize Mr. Ashutosh Shukla (DIN: 09461568) 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 Mr. Ashutosh Shukla (DIN: 09461568) who was appointed as an Additional Director on 20<sup>th</sup> January, 2022 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.”**

10. **To appoint Mr. Ashutosh Shukla (DIN: 09461568) 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), Mr. Ashutosh Shukla (DIN: 09461568) be and is hereby appointed as a Whole-time Director of the Company w.e.f. 20<sup>th</sup> January, 2022 to hold office for a period of 5 years including remuneration for the period upto 19<sup>th</sup> January, 2025 as mentioned below on the terms and condition as mentioned below:-**

- a) Remuneration: Rs 2,56,083/- per month w.e.f. 20.01.2022 plus Diwali Bonus. Further after annual increment Remuneration of Rs. Rs 3,06,083 per month w.e.f. 01.04.2022 plus Diwali Bonus
- b) Incentive shall be paid additionally not exceeding the gross salary
- c) 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. Ashutosh Shukla (DIN:09461568) 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 (basic salary, allowances, perquisites, etc)from time to time by giving suitable increment / decrement after review of her performance each year, subject to the condition that total monthly remuneration not to exceed Rs. 5 lacs in any case.”**

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

11. **To approve the re-appointment of Mr. Manmohan Khanna, (DIN: 07888319) as an independent director of the company for a second term of five consecutive years.**

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

**“RESOLVED THAT, pursuant to the provisions of sections 149, 152, and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Manmohan Khanna (DIN: 07888319), as an Independent Director of the Company for second and final term of five years commencing from 26<sup>th</sup> July, 2022 till 25<sup>th</sup> July, 2027.”**



12. **To approve the re-appointment of Mr. Rohit Parti, (DIN: 07889944) as an Independent Director of the company for a second term of five consecutive years.**

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

**“RESOLVED THAT**, pursuant to the provisions of sections 149, 152, and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to re-appoint **Mr. Rohit Parti (DIN:- 07889944)**, as an Independent Director of the Company for second and final term of five years commencing from 26<sup>th</sup> July, 2022 till 25<sup>th</sup> July, 2027.

**Dated: 30.08.2022**

**Place: Panchkula**

**By Order of the Board of Directors**

sd/-

**Rahul Batra**

**Chairman & Managing Director**

**(DIN:02229234)**



## 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 COMMENCEMENT 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 **Thursday, 22<sup>nd</sup> September, 2022 to Thursday, 29<sup>th</sup> September, 2022. (both days inclusive).**
4. Members intending to require information about accounts at the meeting are requested to write to the Company atleast 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 **17<sup>th</sup> 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. In terms of provisions of Section 107 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 since the Company is voluntary providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot / polling paper. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.
9. The cut-off date for remote E-Voting/ Poll Paper is Friday, 23<sup>rd</sup> September, 2022.
10. 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, Lohimajra 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.
11. All the statutory registers under Companies Act, 2013 will remain open for inspection by the members during the AGM.
12. CS Dinesh Bhandari, **FCS 5887** Practicing Company Secretary appointed as a scrutinizer to scrutinize the remote E-voting and voting through Ballot Form during the AGM to be carried out in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
13. An Explanatory Statement pursuant to Section 102 of the Act in respect of **Item nos. 4 to 12** of the Notice set out above, is annexed hereto.
14. A route map giving directions to reach the venue of the 17<sup>th</sup> Annual General Meeting is enclosed for the convenience of the members.

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**REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:**

The remote e-voting period begins on **Monday, 26<sup>th</sup> September, 2022 at 09:00 A.M.** and ends on **Wednesday, 28<sup>th</sup> September, 2022 at 05:00 P.M.** During this period, Members holding shares as on **Friday, 23<sup>rd</sup> September, 2022** i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by Linkintime for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commences 26<sup>th</sup> September, 2022 to 28<sup>th</sup> September, 2022 or Voting through poll paper during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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**Login method for Individual shareholders holding securities in DEMAT mode is given below:**

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
  1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
  2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
  3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
  4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form is given below:**

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
  - A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
  - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.



C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
  - Click "confirm" (Your password is now generated).
3. Click on 'Login' under '**SHARE HOLDER**' tab.
  4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.

**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No +Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".





## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES MENTIONED IN THE NOTICE OF 17TH ANNUAL GENERAL MEETING.

### ITEM NO.4

The Board, on the recommendation of the Audit Committee, has approved in its meeting held on 20<sup>th</sup> July, 2022, the appointment of **M/s Charu Jindal & Co, Cost Accountants** bearing Firm Registration Number **103508**, at a remuneration of **Rs.1,25,000/- (Rupees One Lac twenty five thousand only)** with reimbursement of conveyance expenses at actual and GST as applicable to conduct the Cost Audit of the Company for the financial year 2022-23. In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditor Rules), 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution for your approval.

### ITEM NO. 5 & 6

**Mr. Rahul Batra (DIN No. 02229234), Managing Director & Mr. Varun Batra (DIN No. 02148383), Joint Managing Director** hold office w.e.f. 27.01.2021 upto 26.01.2026. During the Financial year 2021-22 Mr. Rahul Batra & Mr. Varun Batra were paid remuneration of Rs 6 lacs p.m. upto 31<sup>st</sup> December, 2021 & Rs. 10 lacs p.m. w.e.f. 1<sup>st</sup> January, 2022 in accordance with the approval received from the shareholders of the company. Approval of members of the company is proposed to be taken to delegate power to the Board of Directors of the company to revise the remuneration payable to Mr. Rahul Batra, Managing Director & Mr. Varun Batra, Joint Managing Director (basic salary, allowances, perquisites, etc) from time to time by giving suitable increment / decrement after review of their performances each year, subject to the condition that total monthly remuneration not to exceed Rs. 50 lacs respectively in any case.

As per Section 197 read with Schedule V of Companies Act, 2013, the approval of shareholders is proposed to be obtained for a payment of managerial remuneration as mentioned above (which may exceed the higher maximum limits prescribed even in case of absence or inadequate profits in any year) for a period of 3 years from 30.08.2022 upto 29.08.2025 by way of special resolution.

Mr. Rahul Batra, (DIN No. 02229234) aged 38 years holds Master of Science degree in Business and Management from University Strathclyde Scotland. He is presently directors in following companies:

1. Adley Formulations Private Limited
2. Adley Lab Limited
3. BT Associates Pvt Limited
4. Beta Research Private Limited

**Mr. Varun Batra, (DIN No. 02148383)** aged 37 years holds Degree in Business Management from Toronto Canada. He is presently directors in following companies:

1. Adley Formulations Private Limited
2. Adley Lab Limited
3. BT Associates Pvt Limited
4. Beta Research Private Limited

Presently Mr. Rahul Batra is holding 37,250 Equity Shares constituting 0.38% in the Company & member of Audit Committee, Nomination & Remuneration Committee, Stakeholder Relationship Committee, Corporate Social Responsibility Committee of the company.

Mr. Varun Batra is holding 33,230 Equity Shares constituting 0.34% in the Company & he is member of Corporate Social Responsibility Committee of the company.

Presently both are also withdrawing remuneration of Rs 10,00,000/-p.m. each from Adley Formulations Pvt Ltd. (wholly owned subsidiary of Beta Drugs Limited)



In case of absence or inadequacy of profits during any financial year, remuneration to be paid to Mr. Rahul Batra, Managing Director (DIN: 02229234) and Mr. Varun Batra, Joint Managing Director (DIN: 02148383) will exceed the limit prescribed under Schedule V of Companies Act, 2013 therefore approval of shareholders is sought in advance by way of special resolution for making payment of remuneration in excess of the above limit.

Statement of information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 is given in Annexure 1 & the details required under regulation 36 of SEBI(LODR) regulations is given in Annexure 2.

Mr. Varun Batra and Mr. Rahul Batra himself, is concerned or interested in the passing of resolution set out at item No. 5 & 6 of the notice. None of the other Directors of the Company or their relatives or key managerial personnel are interested financially or otherwise in the passing of said resolution.

## ITEM NO. 7

**Mrs. Seema Chopra (DIN: 08510586)**, aged 47 years, is Whole-time Director of the company. She holds a degree in Post Graduation and working with Adley Group from last 25 years and her scope of work includes Marketing & Purchase segment.

She is presently directors in NIL companies.

She is presently holding Nil Equity Shares in the Company.

She 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 13<sup>th</sup> May, 2022 and subject to the approval of Members at this Annual General Meeting and considering the increased activities, responsibilities and contribution of Mrs. Seema Chopra in development and growth of the Company, consent of the Members was sought to increase the remuneration of Mrs. Seema Chopra from Rs. 57,269 p.m. to Rs 72,269 p.m. plus Diwali bonus upto her present tenure i.e. 31<sup>st</sup> July, 2024 pursuant to provisions of Section 196, 197 & 203 read with Schedule V of Companies Act, 2013 and other applicable provisions of Companies Act, 2013, if any.

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.

Statement of information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 is given in Annexure 1 & the details required under regulation 36 of SEBI(LODR) regulations is given in Annexure 2.

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 7** for the approval of the members as an **ordinary resolution**.

## ITEM NO. 8

**Mr. Balwant Singh (DIN: 01089968)**, aged 52 years, is Whole-time Director of the company. He holds a degree in PGDPM-HR IR from DAV College of Management, Chandigarh. He holds 23 years of experience in the field of pharmaceuticals and his scope of work includes managing over all affairs of the Company.

He is presently directors 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 13<sup>th</sup> May, 2022 and subject to the 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 to increase the remuneration of **Mr. Balwant Singh** from **Rs. 1,77,630 p.m. to Rs 2,17,630 p.m. plus Diwali bonus** upto his present tenure i.e. 4<sup>th</sup> August, 2024 pursuant to provisions of Section 196, 197 & 203 read with Schedule V of Companies Act, 2013 and other applicable provisions of Companies Act, 2013, if any.



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.

Statement of information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 is given in Annexure 1 & the details required under regulation 36 of SEBI(LODR) regulations is given in Annexure 2.

None of the Directors and Key Managerial Personnel of the Company and their relatives except **Mr. Balwant Singh** is concerned or interested, financial or otherwise, in the resolution. The Board recommends the resolution set forth in **Item 8** for the approval of the members as an **ordinary resolution**.

#### **ITEM NO.9 & 10**

The Board of directors of the Company in their meeting held on **20<sup>th</sup> January, 2022** and Nomination & Remuneration Committee in their meeting held on **20<sup>th</sup> January, 2022** has recommended and appointed **Mr. Ashutosh Shukla (DIN: 09461568)** as Additional as well as Whole-time Director of the Company and **Mr. Ashutosh Shukla** 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 **Mr. Ashutosh Shukla (DIN: 09461568)** 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.”

**Mr. Ashutosh Shukla (DIN: 09461568)** is having 20 years of pharma experience and working with Beta Drugs Limited from last 3 years. He did his Executive MBA from Symbiosis Institute of Business Management.

Further Board of Directors has decided to promote and appoint him as Whole-time Director of the company for a period of 5 years w.e.f. **20<sup>th</sup> January, 2022** at a Remuneration of **Rs 2,56,083/- p.m.**

Further keeping in view his contribution made for growth of turnover and profitability of the Company and as recommended by Nomination & Remuneration committee, the Board of Directors in their meeting held on **13<sup>th</sup> May, 2022** has approved the increase in remuneration from Rs 2,56,083/- p.m. to Rs 3,06,083/- p.m. w.e.f. 1<sup>st</sup> April, 2022 plus Diwali bonus upto 19<sup>th</sup> January, 2025 pursuant to provisions of Section 196, 197 & 203 read with Schedule V of Companies Act, 2013 and other applicable provisions of Companies Act, 2013, if any.

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

Statement of information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 is given in Annexure 1 & the details required under regulation 36 of SEBI(LODR) regulations is given in Annexure 2.

None of the Directors and Key Managerial Personnel of the Company and their relatives except **Mr. Ashutosh Shukla** is concerned or interested, financial or otherwise, in the resolution. The Board recommends the resolution set forth in **Item no. 9 & 10** for the approval of the members as an **ordinary resolution**.

#### **ITEM NO. 11:**

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such re-appointment in the Boards' Report. **Mr. Manmohan Khanna (DIN: 07888319)**, was appointed as an Independent Director of the Company with the approval of shareholders at the Annual General Meeting ('AGM') of the Company held on 28<sup>th</sup> September, 2018, for a tenure of 5 years w.e.f. 26<sup>th</sup> July, 2017 till 25<sup>th</sup> July, 2022. Based on his skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee at its meeting held on 20<sup>th</sup> July, 2022, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of **Mr. Manmohan Khanna** as an Independent Director for a second and final term of five years w.e.f 26<sup>th</sup> July, 2022 till 25<sup>th</sup> July, 2027. The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying his intention to propose the candidature of **Mr. Manmohan Khanna (DIN: 07888319)** as an Independent Director, to be re-appointed under the provisions of Section 149(10) of the Act. The Company has received requisite consent/declarations for appointment of **Mr. Manmohan Khanna** as an Independent Director as required under the Act and rules made thereunder. In the opinion of the Board and based on the Board's



evaluation, **Mr. Manmohan Khanna** fulfils the conditions specified in the SEBI Listing Regulations, the Act and the Rules framed thereunder for his re-appointment as an Independent Director from the Company and he is independent of the Management. A copy of the draft letter for the re-appointment of **Mr. Manmohan Khanna** as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays up to the date of ensuing AGM. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of **Mr. Manmohan Khanna** as an Independent Director, the Board recommends the resolution set forth in Item No. 11 relating to the re-appointment of **Mr. Manmohan Khanna** as an Independent Director of the Company, who shall be not liable to retire by rotation, by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except **Mr. Manmohan Khanna (DIN: 07888319)**, is concerned or interested, financial or otherwise, in the resolution. The Board recommends the resolution set forth in **Item no. 11** for the approval of the members as *a special resolution*.

**ITEM NO. 12:**

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such re-appointment in the Boards' Report. **Mr. Rohit Parti (DIN:-07889944)** was appointed as an Independent Director of the Company with the approval of shareholders at the Annual General Meeting ('AGM') of the Company held on 28<sup>th</sup> September, 2018, for a tenure of 5 years w.e.f. 26<sup>th</sup> July, 2017 till 25<sup>th</sup> July, 2022. Based on his skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee at its meeting held on 20<sup>th</sup> July, 2022, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of **Mr. Rohit Parti** as an Independent Director for a second and final term of five years w.e.f 26<sup>th</sup> July, 2022 till 25<sup>th</sup> July, 2027. The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying his intention to propose the candidature of **Mr. Rohit Parti (DIN:-07889944)** as an Independent Director, to be re-appointed under the provisions of Section 149(10) of the Act. The Company has received requisite consent/declarations for appointment of **Mr. Rohit Parti** as an Independent Director as required under the Act and rules made thereunder. In the opinion of the Board and based on the Board's evaluation, **Mr. Rohit Parti** fulfils the conditions specified in the SEBI Listing Regulations, the Act and the Rules framed thereunder for his re-appointment as an Independent Director from the Company and he is independent of the Management. A copy of the draft letter for the re-appointment of **Mr. Rohit Parti** as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sundays up to the date of ensuing AGM. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of **Mr. Rohit Parti** as an Independent Director, the Board recommends the resolution set forth in Item No. 12 relating to the re-appointment of **Mr. Rohit Parti** as an Independent Director of the Company, who shall be not liable to retire by rotation, by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except **Mr. Rohit Parti (DIN: 07889944)**, is concerned or interested, financial or otherwise, in the resolution. The Board recommends the resolution set forth in **Item no. 12** for the approval of the members as *a special resolution*.

**Dated: 30.08.2022****Place: Panchkula****By Order of the Board of Directors**

sd/-

**Rahul Batra****Chairman & Managing Director****(DIN: 02229234)**



Statement of information pursuant to Section II of Part II of Schedule V of the Companies Act, 2013

I. General Information

1.	Nature of Industry	The company is in the business of manufacturing of Oncology Medicines.
2.	Date or expected date of commencement of commercial production	2005
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4.	Financial performance based on given indicators	The company's total revenue during the fiscal year 2021-22 was Rs 125.70 crore as compared with Rs 80.06 crore during the fiscal year 2020-21. Its net profit was Rs 14.24 crore during the fiscal year 2021-22 as compared with net profit of Rs 6.97 during the fiscal year 2020-21
5.	Foreign investments or collaborations, if any.	Company is having subsidiary company with 60% shareholding in Uzbekistan manufacturing oncology products.

II. Information about Directors:

Sr No.		Name of Directors				
		Rahul Batra	Varun Batra	Seema Chopra	Balwant Singh	Ashutosh Shukla
1.	Background details	As per Annexure-2	As per Annexure-2	As per Annexure-2	As per Annexure-2	As per Annexure-2
2.	Past remuneration	Rs 6 lacs p.m. till 31.12.2021 & Rs 10 lacs p.m. w.e.f 1.1.2022	Rs 6 lacs p.m. till 31.12.2021 & Rs 10 lacs p.m. w.e.f 1.1.2022	Rs 57,269 p.m.	Rs 1,77,630 p.m.	Rs 2,56,083 p.m.
3.	Recognition or Awards	NIL	NIL	NIL	NIL	NIL
4.	Job profile and his suitability	As per Annexure-2	As per Annexure-2	As per Annexure-2	As per Annexure-2	As per Annexure-2
5.	Remuneration proposed	Rs. 10 lac p.m.	Rs. 10 lac p.m.	Rs 72,269 p.m.	Rs 2,17,630 p.m.	Rs 3,06,083 p.m.
6.	Comparative Remuneration profile with respect to Industry, size of the Company, profile of the position and the person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration package is competitive and is at par with the packages offered in the industry of this size.	The remuneration package is competitive and is at par with the packages offered in the industry of this size.	The remuneration package is competitive and is at par with the packages offered in the industry of this size.	The remuneration package is competitive and is at par with the packages offered in the industry of this size.	The remuneration package is competitive and is at par with the packages offered in the industry of this size.
7.	Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial Personnel, if any	As per Annexure-2	As per Annexure-2	As per Annexure-2	As per Annexure-2	As per Annexure-2

III. Other Information

1.	Reasons of loss or inadequate profits	The Profits are considered inadequate because the remuneration exceeds the ceiling prescribed for managerial Remuneration under Section I of Part II of Schedule V to the Companies Act, 2013.
2.	Steps taken or proposed to be taken for improvement	Beta is focused on getting plant approvals and has many inspection/audits lined up for this year. It is continuing to file new product registrations across the ROW countries and is poised to enter regulated markets soon. Beta Drugs strong product pipeline of twenty-three products which are going off-patent in next five years includes NIBs, NDDS & PARP inhibitors which will continue to support top line and margin expansion. The company is also expanding its API capabilities by developing new products. It plans to file CEP by Oct 2022. This backward integration helps the company to continuously expand its margins. The company has further got an allotment of 12 acres of land on 95 years lease in a special area allocated for API & intermediates, where there is a single-window. This will help the company to take care of its future API capacity expansion.
3.	Expected increase in productivity and profits in measurable terms	Both revenues and net profit during the current fiscal is expected to increase as compared with the same period a year ago.



# 17<sup>TH</sup> ANNUAL REPORT

# BETA DRUGS LIMITED

## Annexure-2

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

#### REGULATIONS:-

Name of Director	Mr. Rahul Batra	Mr. Varun Batra	Mrs. Seema Chopra	Mr. Balwant Singh	Mr. Ashutosh Shukla	Mr. Rohit Parti	Mr. Manmohan Khanna
Director Identification Number	02229234	02148383	08510586	01089968	09461568	07889944	07888319
Date of Birth	08/10/1983	15/06/1985	03/07/1975	04/04/1970	07/09/1977	24/11/1975	05/10/1953
Educational Qualification	Master of Science degree in Business and Management from University Strathclyde Scotland	Degree in Business Management from Toronto Canada	Post graduation in Mass Communication & Hindi	PGDPM-HR IR	Executive MBA from Symbiosis Institute of Business Management.	Bachelor's degree in Medicine and Surgery, Bachelor's Degree in the field of Cardiology	Bachelor's Degree of Architecture
Experience	17 Years	16 years	25 Years	23 Years	20 year	14 Years	39 years
Details of remuneration to be paid, if any	Rs 10,00,000 p.m.	Rs 10,00,000 p.m.	Rs 72,269 p.m.	Rs 2,17,630 p.m.	Rs. 3,06,083/-	N.A.	N.A.
Date of first appointment to the Board	01/08/2014	01/08/2014	01/08/2019	01/08/2014	20/01/2022	26.07.2017	26.07.2017
No. of Share held by Directors in the Company	37,250	33,230	NIL	590	Nil	Nil	Nil
Relationship with other Directors / KMPs	Brother of Mr. Varun Batra	Brother of Mr. Rahul Batra	N.A.	N.A.	N.A.	N.A.	N.A.
No. of meetings attended during the year	8	8	8	8	1	8	8
Profile	Rahul Batra, (DIN: 02229234) aged 38 years is the Chairman cum Managing Director of the Company. He contributes extensively towards the growth of the company and helps the company achieve its targets and long term objectives toward the achievement of the common objectives of the organization.	Varun Batra, (DIN: 02148383) aged 37 years, is the Joint Managing Director of the Company. He contributes extensively the growth of the company and helps the company achieve its targets and long term objectives toward the achievement of the common objectives of the organization.	Seema Chopra, (DIN: 08510586) aged 47 years is the Whole time Director of our Company. She is post graduate and look after the marketing and purchase segment of the company.	Balwant Singh, (DIN: 01089968) aged 52 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 18 years of experience in the field of pharmaceuticals and his scope of work includes managing over all affairs of the Company.	Ashutosh Shukla (DIN: 09461568) aged 44 years is the Whole time Director of our Company. He holds a degree in Executive MBA from Symbiosis Institute of Business Management. He is having 20+ years of pharma experience and working with Beta Drugs Limited from last 3 years. He has played key role in establishing new business units in company like Torrent pharma and Celon labs. He is a strategic thinker, strong team player and a business leader with a successful track record.	Mr. Rohit Parti (DIN:-07889944) holds Bachelor's degree in Medicine and Surgery from Punjab University and Bachelor's Degree in the field of Cardiology from Baba Farid University of Health and Science. He is a Medical Practitioner under Punjab Medical Registration Act II of 1961 having 14 years of experience in Medicine.	Mr. Manmohan Khanna (DIN:-07888319) holds Bachelor's Degree of Architecture from Punjab University. He is Chairman of Indian Institute of Architects, Chandigarh-Punjab Chapter. He is also regional coordinator (Chandigarh-Punjab) of Alumni Placement Assistance Cell for Dayal bagh Education Institute. He has 39 years of experience in the field of architecture
Expertise in specific Functional areas	Marketing/ Sales segment & Finance	Production Department and Export sales	Marketing and Purchase segment	Managing over all affairs of the Company.	Marketing	Medicine	architecture
Directorship in other listed/unlisted Companies	Adley Formulations Pvt Ltd (unlisted) Adley Lab Limited (unlisted)	Adley Formulations Pvt Ltd (unlisted) Adley Lab Limited (unlisted)	NIL	NIL	NIL	NIL	NIL



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# BETA DRUGS LIMITED

	B.T. Associates Pvt td (unlisted) Beta Research Pvt Ltd.	B.T. Associates Pvt td (unlisted) Beta Research Pvt Ltd.					
Chairman/ Member of Committees of the Board of other listed/unlisted Companies in which he is a Director	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Relationship, if any, with the other members of the Board	Brother of Mr. Varun Batra	Brother of Mr. Rahul Batra	N.A.	N.A.	N.A.	N.A.	N.A.
Terms and Conditions of appointment and remuneration sought and remuneration last and justification	Promoted & appointed as Chairman cum Managing Director w.e.f. 27.01.2021 upto 26.01.2026 @ remuneration of Rs 6.00 lacs p.m. Last remuneration Rs 10.00 lacs p.m.	Promoted & appointed as Joint Managing Director w.e.f. 27.01.2021 upto 26.01.2026 @ remuneration of Rs 6.00 lacs p.m. Last remuneration Rs 10.00 lacs p.m.	Appointment in AGM held on 30 <sup>th</sup> September, 2019 for 5 years w.e.f. 1 <sup>st</sup> August, 2019 upto period ended 31 <sup>st</sup> July, 2024 @ remuneration of Rs 45,269/- p.m. Last remuneration Rs 72,269/- p.m.	Re-appointment for 5 years w.e.f. 25 <sup>th</sup> August, 2019 upto 24 <sup>th</sup> August, 2024 @ remuneration of Rs 1,36,000 p.m. Last remuneration Rs 2,17,630 p.m.	Appointed by Board of Directors in their meeting held on 20 <sup>th</sup> January, 2022 @ remuneration of Rs. 2,56,083/-p.m. subject to the approval of Shareholders in their ensuing meeting. Last remuneration Rs 3,06,083 p.m.	No remuneration is proposed to be paid except sitting fees for attending the meetings of the Board and / or committees, if any within the limits prescribed by the Companies Act, 2013.	
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	NA	NA	NA	NA	NA	The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination and Remuneration Policy. Further, the Board has a defined list of core skills/expertise/ competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Khanna and Mr. Parti and concluded that Mr. Khanna and Mr. Parti possess the relevant skill and capabilities to discharge the role of Independent Directors.	