



NOTICE TO SHAREHOLDERS

Notice is hereby given that the 13th Annual General Meeting of the Company will be held on Friday, the 28th day of September, 2018 at 11.30 a.m. at Hotel Holiday Inn, City Centre, Zirakpur-Panchkula-Kalka Highway, Sector 3, Panchkula, Haryana 134109 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2018 and the Reports of Directors' and 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.
3. To appoint a Director in place of Mr. Balwant Singh (DIN: 01089968), who retires by rotation and being eligible, offers herself for re appointment.

SPECIAL BUSINESS:

4. **Appointment of Mr Rohit Parti (DIN:-07889944) as an Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Rohit Parti (DIN: 07889944), who was appointed as an Additional Director of the Company with effect from 26th July, 2017 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 26th July, 2016.”

“RESOLVED FURTHER THAT Mr Vijay Kumar Batra, Chairman cum Managing Director of the Company be and is hereby authorized to file the requisite E-form with Registrar of Companies and to take all other actions as may be required in this regard.”



5. Appointment of Mr Manmohan Khanna (DIN :-07888319) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Manmohan Khanna (DIN: 07888319), who was appointed as an Additional Director of the Company with effect from 26th July, 2017 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 26th July, 2016.”

“RESOLVED FURTHER THAT Mr Vijay Kumar Batra, Chairman cum Managing Director of the Company be and is hereby authorized to file the requisite E-form with Registrar of Companies and to take all other actions as may be required in this regard.”

6. Appointment of Mr Nipun Arora (DIN :-05333399) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Nipun Arora (DIN: 05333399), who was appointed as an Additional Director of the Company with effect from 26th July, 2017 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 26th July, 2016.”

“RESOLVED FURTHER THAT Mr Vijay Kumar Batra, Chairman cum Managing Director of the Company be and is hereby authorized to file the requisite E-form with Registrar of Companies and to take all other actions as may be required in this regard.”



7. Remuneration to Cost Auditor for the Financial Year ended 31st March, 2018.

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 ratifies remuneration of Rs.75,000/-(Rupees Seventy Five Thousand Only) with reimbursement of conveyance expenses at actual and service tax/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 March 2018”.

“RESOLVED FURTHER THAT Mr Vijay Kumar Batra, 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. Remuneration to Cost Auditor for the Financial Year ended 31st March, 2019.

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 ratifies remuneration of Rs.75,000/-(Rupees Seventy Five Thousand Only) with reimbursement of conveyance expenses at actual and service tax/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 March 2019”.

“RESOLVED FURTHER THAT Mr Vijay Kumar Batra, 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.”

9. Revision in the remuneration payable to Mr Varun Batra (DIN:02148383) Whole Time Director of the company.

To consider and if thought fit to pass with or without modification, the following resolution as a 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), Whole Time Director of the company w.e.f. 1st April, 2018 upto his present tenure i.e. 1st February, 2020 on the terms and conditions including remuneration as mentioned below:-

a) Remuneration: Rs 3 lakhs per month

b) Taxable Perquisites:

(i) Rent Free Accommodation – The Company to provide rent free accommodation upto Rs 3.00 lacs p.m. The Company bearing the cost of repairs, maintenance and utilities (e.g., gas, electricity and water charges) for the said accommodation.

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. Varun Batra 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 shall not exceed the minimum limits prescribed under Schedule V of Companies Act, 2013.”

“RESOLVED FURTHER THAT Mr. Vijay Kumar Batra (DIN: 01083215), Director of the Company be and is hereby authorized to take such actions as may be necessary in this regard.”

10. Contract/Arrangement for purchase of raw material with Related Party.

To consider and if thought fit to pas with or without modifications, the following resolution as Ordinary Resolution:

“Resolved that pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or enactment thereof for the time being in force) and also



BETA DRUGS LIMITED

13TH ANNUAL REPORT

pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the consent of the shareholders of the company be and is hereby accorded to the Material Related Party Transactions as entered by the company with Adley Lab Limited, a Related Party, for an annual value not exceeding Rs. 20 crores for the financial year 2018-19, to be discharged in a manner and on such terms and conditions as may be mutually agreed upon by the Board of Directors.”

“RESOLVED FURTHER THAT Board of directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto including filing of necessary e-forms, if any, with the Registrar of Companies.”

Dated: 17.08.2018

Place: Baddi

Registered Office:

Village Nandpur, Lodhimajra Road

Baddi, Distt Solan H.P.

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 Friday, 21st September, 2018 to Friday, 28th September, 2018. (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 13th 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



BETA DRUGS LIMITED

13TH ANNUAL REPORT

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 10 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 13TH ANNUAL GENERAL MEETING DATED 28.09.2018.

ITEM NO. 4:

The Board of Directors of the Company in their meeting held on 26th July, 2017 have appointed Mr Rohit Parti (DIN:-07889944) as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting (“AGM”).

As an Additional Director, Mr Rohit Parti (DIN:-07889944) holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has also received a declaration from Mr Rohit Parti (DIN:-07889944) confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Mr Rohit Parti (DIN:-07889944) is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

In the opinion of the Board, Mr Rohit Parti (DIN:-07889944) fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

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 8 years of experience in Medicine.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day.

Mr Rohit Parti (DIN:-07889944) is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Mr Rohit Parti (DIN:-07889944) and his relatives, are in any way, concerned or interested in the said resolution.

The resolution as set out in item No. 4 of this Notice is accordingly commended for your approval.

ITEM NO. 5:

The Board of Directors of the Company in their meeting held on 26th July, 2017 have appointed Mr Manmohan Khanna (DIN :-07888319) as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting (“AGM”).



13TH ANNUAL REPORT

As an Additional Director, Mr Manmohan Khanna (DIN :-07888319)) holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has also received a declaration from Mr Manmohan Khanna (DIN :-07888319) confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Mr Manmohan Khanna (DIN :-07888319) is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

In the opinion of the Board, Mr Manmohan Khanna (DIN :-07888319) fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

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 Dayalbagh Education Institute. He has 38 years of experience in the field of architecture.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day.

Mr Manmohan Khanna (DIN :-07888319) is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Mr Manmohan Khanna (DIN :-07888319) and his relatives, are in any way, concerned or interested in the said resolution.

The resolution as set out in item No. 5 of this Notice is accordingly commended for your approval.

ITEM NO. 6:

The Board of Directors of the Company in their meeting held on 26th July, 2017 have appointed Mr. Nipun Arora (DIN: 05333399) as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting (“AGM”).

As an Additional Director, Mr. Nipun Arora (DIN: 05333399) holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has also received a declaration from Mr. Nipun Arora (DIN: 05333399) confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Mr. Nipun Arora (DIN: 05333399) is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

In the opinion of the Board, Mr. Nipun Arora (DIN: 05333399) fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.



Mr. Nipun Arora (DIN: 05333399) is a Chartered Accountant and a member of Institute of Chartered Accountants of India. He is also admitted as a member of Institute of Company Secretaries of India and Institute of Cost & Works Accountants of India. He has having an experience in the field of Financial Management, Accounts and Auditing, Taxation and Statutory Compliances.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day.

Mr. Nipun Arora (DIN: 05333399) is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Mr. Nipun Arora (DIN: 05333399) and his relatives, are in any way, concerned or interested in the said resolution.

The resolution as set out in item No. 6 of this Notice is accordingly commended for your approval.

ITEM NO. 7

The Board of Directors in its meeting held on 14th March, 2018 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 31stMarch 2018 at a remuneration of Rs.75,000/- (Seventy Five thousand only) with reimbursement of conveyance expenses at actual and service tax/ 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 ratified by 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 ratification of remuneration payable to Cost Auditors for the financial year ending 31st March 2018.

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 by the members.

ITEM NO. 8

The Board of Directors in its meeting held on 20th April, 2018 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 31stMarch 2019 at a remuneration of Rs.75,000/- (Seventy Five thousand only) with reimbursement of conveyance expenses at actual and service tax/ 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 ratified by shareholders of the company.



Accordingly consent of the members is sought for passing an ordinary resolution as set out at item No.8 of the notice for ratification of remuneration payable to Cost Auditors for the financial year ending 31st March 2019.

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.8 of the notice. The Directors recommend the resolution for approval by the members.

ITEM NO. 9

Mr.Varun Batra (DIN:02148383) was appointed as Whole Time Director of the company, for a period of 5 years w.e.f. 2nd February,2015 at Remuneration of Rs 3,00,000/- p.m. however board of the Directors was authorized by the shareholders in their meeting held on 27th February, 2015 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. 6,00,000 p.m. in any case. However Mr Varun Batra was withdrawing only Rs 2,00,000 p.m. as a remuneration from the company. Keeping in view his contribution made for growth of turnover and profitability of the Company, as recommended by Nomination & Remuneration committee, the Board of Directors in their meeting held on 20th April, 2018 has approved the increase in remuneration from Rs 2,00,000/- p.m. to Rs 3,00,000/- p.m. w.e.f. 1st April, 2018 upto his present tenure i.e. 1st February, 2020 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.

Now, the Nomination and Remuneration Committee and Board of Directors in their meeting held on 17.08.2018 has approved to provide the Rent Free Accommodation to Mr Varun Batra (DIN: 02148383). The approval of shareholders is sought for the same.

There is no other change in terms and conditions except Rent Free Accommodation.

He is presently directors in following companies:

1.	ADLEY RESORTS PRIVATE LIMITED
2.	BT ASSOCIATES PRIVATE LIMITED

He is presently holding **14,750** Equity Shares constituting **0.17 %** in the Company.

Chairman or members of Committees: Nil

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. Since the company is having inadequate profits, the above proposal requires approval of shareholders of the company. Hence the proposal is before the shareholders for approval through **special resolution**.



Statement required pursuant to the provisions of Schedule V of the Companies Act, 2013 is given below:-

1. GENERAL INFORMATION:**(1) Nature of industry:**

The company is in the business of manufacturing of Oncology Medicines.

(2) 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

Not Applicable

(4) Financial performance based on given indicators

The company's total revenue during the fiscal year 2017-18 was Rs 50.8 crore as compared with Rs 41.68 crore during the fiscal year 2016-17. Its net profit was Rs 6.76 crore during the fiscal year 2017-18 as compared with net profit of Rs 4.26 crore during the fiscal year 2016-17.

(5) Foreign investments or collaborations, if any.

Nil

II. INFORMATION ABOUT MR. VARUN BATRA:**(1) Background details**

Mr Varun Batra, aged 33 years, is the Whole time Director of our Company. He holds Degree in Business Management from Toronto, Canada. After completing his studies, he joined family business and takes care of production for the branded/generic formulation of anticancer drugs and is responsible for expanding Beta's presence in India and International markets.

(2) Past remuneration

Rs 3,00,000 p.m. w.e.f. 01st April, 2018

(3) Recognition or awards

Nil

(4) Job profile and his suitability

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. His scope of work includes managing the production department and is responsible for export of oncology products.

(5) Remuneration proposed

Taxable Perquisites:

- (1) Rent Free Accommodation – The Company to provide rent free accommodation upto Rs 3.00 lacs p.m. The Company bearing the cost of repairs, maintenance and utilities (e.g., gas, electricity and water charges) for the said accommodation.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and 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 .

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

- Mr Vijay Kumar Batra, Chairman cum Managing Director of the company is his Father
- Mrs Neeraj Batra, Whole Time Director of the company is his Mother
- Mr Rahul Batra, Whole Time Director of the company is his Brother

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

The company is in the midst of commissioning the new block of plant which will increase capacity and will have positive impact on profitability. Beta is also focused on expanding its footprint in India and international markets. The company also intends to launch new drugs/molecules in the coming quarters.

(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.



Mr. Vijay Kumar Batra, Rahul Batra, Neeraj Batra and Mr. Varun Batra himself, is concerned or interested in the passing of resolution set out at item No.9 of the notice. None of Key Managerial Personnel are interested financially or otherwise in the passing of said resolution.

ITEM NO. 10

The company in its ordinary course of business and/or on arm's length basis sources material from Adley Lab Limited. The company has noted that Adley Lab Limited is a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013. As per the provisions of section 188 of Companies Act, 2013, for every related party transaction approval of Board is required and if the transaction is over and above the threshold limits provided under the Companies (Meetings of Board and its Powers) Rules, 2014, the approval of members by way of Ordinary resolution would be required.

The company envisage that the transaction (s) entered into with Adley Lab Limited would exceed the stipulated threshold of 10% of the annual turnover of the company as per the last Audited financial statements of the company during a financial year of the company. The company therefore requires approval of the shareholders through ordinary resolution for entering into a contracts/ arrangements / transactions with Adley Lab Limited upto a maximum amount of Rs 20.00 crores per annum from the Financial Year 2018-19 onwards.

All the proposed transactions put up for approval are in the ordinary course of business and at arm's length. As a good Corporate Governance Practice, company voluntary seek approval for the following contracts/ arrangements / transactions being material in nature by an ordinary resolution:-

Sr No.	Name of the Related Party	Relationship	Maximum value of Transactions per annum	Nature and Material Terms/ Particulars of the contract or arrangement
1.	Adley Lab Limited	Common Directors & Member	Rs 20.00 crore per annum	Purchase of Raw Material

The other related information as envisaged under Companies (Meetings of Board and its Power) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished hereunder:

Name of the Related Party	Adley Lab Limited
Name of the Director or Key Managerial personnel who is related, if any	Mr Vijay Kumar Batra, Mr Rahul Batra, Mr Varun Batra & Mrs Neeraj Batra
Nature of Relationship	Shareholders are common (Holding more than 50% shares)
The nature, material terms, monetary value and particulars of the contract or arrangement	Purchase of Raw Material Rs 20.00 crores per annum
Any other information relevant or important for the members to take a decision on the proposed resolution	None



BETA DRUGS LIMITED

13TH ANNUAL REPORT

The above contract/ arrangement/ transactions were approved by the Audit Committee at its meeting held on 17th August, 2018 and recommended by the Board of Directors at its meeting held on 17th August, 2018 to the unrelated shareholders of the company for their approval.

Mr Vijay Kumar Batra, Mr Rahul Batra, Mr Varun Batra & Mrs Neeraj Batra are interested in the said resolution as the shareholders are common (Holding more than 50% shares). None of the other directors and Key Managerial Personnel of the company and their relatives is concerned or interested.

The Board recommends this resolution set out in Item No. 10 of this notice for approval of the members.

Dated: 17.08.2018

Place: Baddi

Registered Office:

**Village Nandpur, Lodhimajra Road
Baddi, Distt Solan H.P.**

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. Rohit Parti	Mr. Manmohan Khanna	Mr. Nipun Arora
Director Identification Number	07889944	07888319	DIN: 05333399
Date of Birth	24/11/1975	05/10/1953	19/05/1984
Educational Qualification	Bachelor's degree in Medicine and Surgery, Bachelor's Degree in the field of Cardiology	Bachelor's Degree of Architecture	CA, CS, CWA
Experience	8 Years	38 years	10 years
Details of remuneration to be paid, if any	N.A.	N.A.	N.A.
Date of first appointment to the Board	26.7.2017	26.7.2017	26.7.2017
No. of Share held by Directors in the Company	Nil	Nil	Nil
Relationship with other Directors / KMPs	N.A.	N.A.	N.A.
No. of meetings attended during the year	2	2	2
Profile	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	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 Dayalbagh Education	Mr. Nipun Arora (DIN: 05333399) is a Chartered Accountant and a member of Institute of Chartered Accountants of India. He is also admitted as a member of Institute of Company Secretaries of India and Institute of Cost & Works Accountants of India. He has having an experience in the field



13TH ANNUAL REPORT

BETA DRUGS LIMITED

	1961 having 8 years of experience in Medicine.	Institute. He has 38 years of experience in the field of architecture	of Financial Management, Accounts and Auditing, Taxation and Statutory Compliances.
Expertise in specific Functional areas	Medicine	architecture	Financial Management, Accounts and Auditing, Taxation and Statutory Compliances
Directorship in other Companies	Nil	Nil	1. Acumen Capital Pvt. Ltd.
Chairman/ Member of Committees of the Board of other Companies in which he is a Director	N.A.	N.A.	N.A.
Relationship, if any, with the other members of the Board	N.A.	N.A.	N.A.
Terms and Conditions of appointment and remuneration sought and remuneration last and justification	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. The details of sitting fees paid during the year have been provided in the Directors Report forming part of the Annual Report. Keeping in view their expertise and knowledge, it will be in the interest of the Company that these Directors are appointed as Independent Directors.		