

MINUTES OF 18TH ANNUAL GENERAL MEETING OF BETA DRUGS LIMITED HELD ON SATURDAY, THE 30TH DAY OF SEPTEMBER, 2023 AT 12.30 P.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT VILLAGE NANDPUR, LODHIMAJRA ROAD, BADDI, DISTT SOLAN, H.P. 174101

DIRECTORS/MEMBERS PRESENT

1. Mr. Rahul Batra, Managing Director and Member holding 39650 Equity Shares
2. Mr. Varun Batra, Joint Managing Director and Member holding 33230 Equity Shares
3. Mr. Balwant Singh, Whole-time Director and Member holding 590 Equity Shares
4. Mrs. Seema Chopra, Whole-time Director
5. Mr. Ashutosh Shukla, Whole-time Director
6. Mr. Manmohan Khanna, Independent Director & Chairman of Audit Committee
7. Mr. Rohit Parti, Independent Director

Total 16 members were present in person in the meeting.

ATTENDANCE:

COMPANY SECRETARY & COMPLIANCE OFFICER

Mrs. Rajni Brar

STATUTORY AUDITOR

M/s Kalra Rai & Associates (FRN: 008859N)

(thru C.A. Mr. Lajpat Rai KALRA M.NO. 087438)

SECRETARIAL AUDITOR

Mr. Dinesh Bhandari (Membership No. 5887)

(C.P. No. 10300)

Mr. Rahul Batra was elected unanimously as Chairman of the Meeting by the Shareholders.

As per Section 103 of the Companies Act, 2013, the requisite quorum for convening the Annual General Meeting was present in the meeting at the commencement and throughout the meeting.

The meeting commenced at 12:30 P.M. & concluded at 01.48 P.M

Mrs. Rajni Brar, Company Secretary and Compliance Officer of the Company, welcomed the members present and introduce all the dignitaries present at the AGM. Mr. Rahul Batra (DIN: 02229234) Chairman cum Managing Director of the company, occupied the chair and conducted the proceedings of the General Meeting. The Chairman welcomed all the members present at the 18th AGM and delivered speech about the Company operations and performance including financial position of the Company and its future. Further the chairman informed that statutory registers and other relevant documents mentioned in the Notice were available for inspection.

The Chairman after with the consent of the Members present, the Notice convening 18th Annual General Meeting, having been circulated to all the Members, was taken as read. He further informed the Members that the Auditors' report does not contain any qualifications/modified opinion or adverse remarks.

9

After reading of Statutory Auditor Report for period ended 31.3.2023, Secretarial Audit Report for period ended 31.3.2023 along with management comments were read in the meeting. The Chairman then handed over the proceedings to Mrs. Rajni Brar, Company Secretary of the Company to proceed on his behalf and to appraise members about legal provisions regarding voting through e-voting procedure and voting by ballot paper during the meeting.

Mrs. Rajni Brar, Company Secretary stated that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management & Administration) Rules, 2014, the Company had provided electronic voting facility to the members to vote between 27th September, 2023 to 29th September, 2023 in proportion to their shareholding as on cutoff date of 22nd September, 2023. She further informed the members that the scrutinizer for electronic voting Sh. Dinesh Bhandari, a Practicing Company Secretary was appointed for carrying out the e-voting in a fair and transparent manner. Mrs. Rajni Brar, CS further informed the members that in view of the General Circular No, 20/2014 dated June 17, 2014 issued by the Ministry of Corporate Affairs, voting by show of hands is not allowed in case of e-voting. Therefore it was obligatory to provide similar voting facility to the members present in person at the AGM to vote in proportion to the shares held by them. She stated that the Poll will be conducted for voting on all the resolutions of ordinary and special businesses as set out in Item no 1 to 5 of Notice of AGM. She also clarified that the poll will be taken in the end after consideration of all the items of the notice by members. She also clarified that as per provisions of the Rule 20 of the Companies (Management and Administration) Rules, 2014, any member who have already casted his / her vote through e-voting prior to the meeting, will be entitled to attend the meeting only but will not be entitled to cast vote again through ballot and only those members who had not participated in e-voting, will be entitled to cast their vote through ballot. She also informed the members that CS. Dinesh Bhandari has been appointed as Scrutiniser for handling voting (electronic as well as physical voting) for ensuing annual general meeting by the Board of Directors.

'Thereafter, the Chairman proceeded with the Agenda Items as per the Notice convening the 18th AGM of the Company. Thereafter, the following business items were put for shareholder's approval:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

(I) Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2023 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, 2023, together with the Report of the Auditors thereon

Proposed by Chairman

“RESOLVED THAT the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2023 together with the Director's and Auditor's Report thereon, as circulated to the Members be and are hereby approved and adopted.”

Seconded by Mr. Balwant Singh as an ordinary resolution

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.

Proposed by Mr. Balwant Singh

“RESOLVED THAT Mr. Rahul Batra (DIN: 02229234), who retire by rotation but being eligible has offered himself to be re-appointed as a Director of the Company be and is hereby appointed as a Managing Director of the Company, liable to retire by rotation.”

Seconded by Mr Jai Bhagwan as an ordinary resolution

3. To appoint a Director in place of Mr. Ashutosh Shukla (DIN: 09461568), who retires by rotation and being eligible, offers himself for re-appointment.

Proposed by Chairman

“RESOLVED THAT Mr. Ashutosh Shukla (DIN: 09461568), who retire by rotation but being eligible has offered himself to be re-appointed as a Director of the Company be and is hereby appointed as a Whole time Director of the Company, liable to retire by rotation.”

Seconded by Mr Jai Bhagwan as an ordinary resolution

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 2023-24 pursuant to Section 148 and all other applicable provisions of Companies Act, 2013.

Proposed by Chairman

“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 2023-24, 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.”

Seconded by Mr Balwant Singh as an ordinary resolution

5. To alter the incidental object of the Memorandum of Association of the Company

Proposed by Chairman

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee), the consent of the members of the Company be and is hereby accorded to alter the incidental object of the Memorandum of Association of the company by way of addition after clause no. **3 (b) (17)**, copy of which is placed before the meeting as follow:-

17. To borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Seconded by Mr Balwant Singh as an ordinary resolution


The company provided remote e-voting facility to its shareholders, therefore some of the shareholders have voted thru remote e-voting and the shareholders present in the meeting voted through poll paper. The Chairman authorized Mr. Dinesh Bhandari, Practising Company Secretary to act as scrutinizer for voting through polling paper as well as electronic voting and give his consolidated report. Further, Company Secretary informed the members that the voting results will be placed on the website of the Company, www.betadrugslimited.com and also on the websites of National Stock Exchange of India Ltd (NSE).

Vote of Thanks:

After completing all the business of the meeting, the Chairman declared the meeting as concluded at 1:48 p.m. and thanked the Shareholders for attending the meeting.

Date: 04.10.2023

Place : Panchkula


(Chairman)