



## NOTICE TO SHAREHOLDERS

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of the Company will be held on Tuesday, the 30<sup>th</sup> day of September, 2025 at 10:30 a.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, 2025 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, 2025, together with the Report of the Auditors thereon

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

#### 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 2025-26 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 2025-26, 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 and/or **Mr Varun Batra, (DIN: 02148383)** Joint Managing Director of the Company be and are hereby severally 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 appoint Secretarial Auditors of the Company

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

**“RESOLVED THAT** pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company (the “Board”) accorded at their respective meetings held on 3<sup>rd</sup> September, 2025, CS Dinesh Bhandari, (CP No. 10300), Practicing Company Secretaries, be and are hereby appointed to conduct the Secretarial Audit of the Company, for a term of 5 (five) consecutive years commencing from April 1, 2025, at such remuneration as set out in the Statement annexed hereto.

**“FURTHER RESOLVED THAT** the Board be and is hereby authorized to revise remuneration, vary, alter, enhance or widen the remuneration payable to CS Dinesh Bhandari, for the said tenure, from time to time, pursuant to the recommendation of the Audit Committee.



“FURTHER RESOLVED THAT the Board be and is hereby also authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this Resolution and to settle any question or difficulty in connection herewith and incidental hereto.”

### **6. Re-appointment of Mr. Rahul Batra (DIN: 02229234) as Chairman cum Managing Director of the Company w.e.f. 27<sup>th</sup> January, 2026 till 26<sup>th</sup> January, 2031.**

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 (‘Act’) and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment of **Mr. Rahul Batra (DIN: 02229234) as Chairman cum Managing Director of the Company** for a period of 5 (five) years with effect from **27<sup>th</sup> January, 2026 upto period ended 26<sup>th</sup> January, 2031** on the following terms and conditions as mentioned below:-

a) Remuneration : **Rs 12.50 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 as mentioned above shall be paid to Mr. Rahul Batra which will exceed the limits prescribed under Schedule V of Companies Act, 2013.”

### **7. Re-appointment of Mr. Varun Batra (DIN: 02148383) as Joint Managing Director of the Company w.e.f. 27<sup>th</sup> January, 2026 till 26<sup>th</sup> January, 2031.**

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 (‘Act’) and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment of **Mr. Varun Batra (DIN: 02148383) as Joint Managing Director of the Company** for a period of 5 (five) years with effect from **27<sup>th</sup> January, 2026 upto period ended 26<sup>th</sup> January, 2031** on the following terms and conditions as mentioned below:-

a) **Remuneration: Rs 12.50 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 as mentioned above shall be paid to Mr. Varun Batra which will exceed the limits prescribed under Schedule V of Companies Act, 2013.”

**Dated: 03.09.2025**

**Place: Panchkula**

**By Order of the Board of Directors**

**sd/-**

**Rahul Batra**

**Chairman & Managing Director**

**(DIN:02229234)**



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

BETA DRUGS LIMITED

### 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 **Wednesday, 24<sup>th</sup> September, 2025 to Tuesday, 30<sup>th</sup> September, 2025. (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:  
**MUFG 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 **20<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 Tuesday, 23<sup>rd</sup> September, 2025.
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, 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.
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 7** of the Notice set out above is annexed hereto.
14. A route map giving directions to reach the venue of the 20<sup>th</sup> Annual General Meeting is enclosed for the convenience of the members.



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

BETA DRUGS LIMITED

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

The remote e-voting period begins on Friday, **26<sup>th</sup> September, 2025 at 09:00 A.M.** and ends on Monday, **29<sup>th</sup> September, 2025 at 05:00 P.M.** During this period, Members holding shares as on Tuesday, **23<sup>rd</sup> September, 2025** i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by MUFGtime 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 Friday, **26<sup>th</sup> September, 2025 at 09:00 A.M.** and ends on Monday, **29<sup>th</sup> September, 2025** 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.

### REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

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

#### Individual Shareholders holding securities in demat mode with NSDL

#### METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

##### Shareholders who have registered for NSDL IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- Enter User ID and Password. Click on “Login”
- 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.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

##### Shareholders who have not registered for NSDL IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Proceed with updating the required fields.
- Post successful registration, user will be provided with Login ID and password.
- After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.



- b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### Individual Shareholders holding securities in demat mode with CDSL

#### METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

##### Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

##### Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.



## Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

### Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

**A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is 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 holding shares in **NSDL form**, shall provide ‘D’ above*

*\*\*Shareholders 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).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

### Shareholders who have registered for INSTAVOTE facility:

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click “Submit”

- d) Cast your vote electronically:

- A. After successful login, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon.
- C. E-voting page will appear.
- D. 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).



- E. 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 ("Custodian / Corporate Body/ Mutual Fund")

#### STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- Visit URL: <https://instavote.linkintime.co.in>
- Click on **"Sign Up"** under "Custodian / Corporate Body/ Mutual Fund"
- Fill up your entity details and submit the form.
- A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

#### STEP 2 – Investor Mapping

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on **"Investor Mapping"** tab under the Menu Section
- Map the Investor with the following details:
  - 'Investor ID' –
    - NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - 'Investor's Name' - Enter Investor's Name as updated with DP.
  - 'Investor PAN' - Enter your 10-digit PAN.
  - 'Power of Attorney' - Attach Board resolution or Power of Attorney.

*\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
- Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

#### STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on **"Votes Entry"** tab under the Menu section.
- Enter the **"Event No."** for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- Enter **"16-digit Demat Account No."** for which you want to cast vote.
- 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).
- 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.

OR

#### METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the "Notification for e-voting".
- Select "**View**" icon for "**Company's Name / Event number**".
- E-voting page will appear.
- Download sample vote file from "**Download Sample Vote File**" tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "**Upload Vote File**" option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### Helpdesk:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

#### 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 : 022 - 4886 7000
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 toll free no. 1800 22 55 33

#### Forgot Password:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

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



*In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

**User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click **“forgot password?”**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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”.

Team InstaVote

MUFG Intime India Private Limited

Formerly Link Intime India Private Limited



### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES MENTIONED IN THE NOTICE OF 20<sup>TH</sup> ANNUAL GENERAL MEETING.**

#### **ITEM NO.4**

The Board, on the recommendation of the Audit Committee, has approved in its meeting held on **03.09.2025**, 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 2025-26. 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**

In terms of Section 204 of the Companies Act, 2013 (as amended) (the "Act"), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended), every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a company secretary in practice. The Board of Directors of the Company (the "Board") at its meeting held on 31<sup>st</sup> August, 2024, appointed CS Dinesh Bhandari, Proprietor (CP No. 10300), Practicing Company Secretaries, to conduct the Secretarial Audit of the Company, for the financial year ended March 31, 2025 and they have submitted their report which is annexed to the Board's Report which is forming part of this Annual Report.

The amendments introduced by the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, notified on December 12, 2024, now require every listed company to appoint or re-appoint secretarial auditor, with the approval of its shareholders in its annual general meeting.

The Board at its meeting held on 3<sup>rd</sup> September, 2025, based on the recommendations of the Audit Committee, have recommended the appointment of CS Dinesh Bhandari, in terms of Section 204 of the Act and the rules made thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), to conduct the Secretarial Audit of the Company, for a term of 5 (five) consecutive years commencing from April 1, 2025 and submit their reports after the end of each financial year. CS Dinesh Bhandari have consented to the proposed appointment and have confirmed their eligibility and independence for the same. They have further confirmed that their appointment, if made, would be within the limits laid down by or under the authority of the Act. They have also confirmed that they are not disqualified for the proposed appointment under the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company Secretaries Act, 1980 (as amended) and the rules and regulations made thereunder.

The details required to be disclosed under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) are as under:

A. Proposed fees payable to the Secretarial Auditor(s): For each of the financial years 2025-26 to 2029-30, Rs. 2,20,000/- plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the Secretarial Audit. The fees for services in the nature of certifications and other professional work will be in addition to the Secretarial Audit fee as above. CS Dinesh Bhandari shall not render any services that are prohibited under the applicable law or as prescribed by ICSI from time to time.

B. Terms of appointment: For a term of 5 (five) consecutive years, to carry out Secretarial Audit of the Company for the financial years 2025-26 to 2029-30.

C. In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: Not Applicable.

The proposed remuneration is commensurable with the size of the Company and nature of its business. The proposed remuneration is determined based on the recommendations of the Audit Committee which peruses the industry benchmarks in general, profile of



the firm, scope of audit and other relevant factors. The remuneration payable to CS Dinesh Bhandari, may be enhanced by the Board, based on the recommendations of the Audit Committee, as may be mutually agreed with CS Dinesh Bhandari, after considering the above factors and change in scope of audit on account of applicable law.

D. Basis of recommendation for appointment: The Board and the Audit Committee, at their respective meetings held on 3<sup>rd</sup> September, 2025, have considered various parameters like audit experience in listed companies, market standing of the firm, clientele served, competence of the audit team, independence, technical knowledge, etc., and found CS Dinesh Bhandari suitable for this appointment and accordingly, recommend the same.

E. Credentials of the Secretarial Auditor(s) proposed to be appointed: CS Dinesh Bhandari is a Practicing Company Secretary, having professional experience spanning over 22+ years, specialising in Secretarial Audit, Due Diligence, Corporate Compliance Management etc.

CS Dinesh Bhandari holds a valid certificate issued by the Peer Review Board of ICSI.

No Director or Key Managerial Personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in the Resolution No. 5 as contained in the Notice.

Keeping in view the experience, expertise and knowledge, the Board considers that their appointment to conduct Secretarial Audit, would be rationale and of immense benefit to the Company. Accordingly, the Board recommends the Resolution No. 5 as an Ordinary Resolution, in relation to Secretarial Audit, for the approval of the Members of the Company.

### **ITEM NO. 6**

**Mr. Rahul Batra, (DIN No. 02229234)** aged 41 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

Presently Mr. Rahul Batra is holding 41,632 Equity Shares constituting 0.41 % in the Company & member of Audit Committee, Nomination & Remuneration Committee, Stakeholder Relationship Committee, Corporate Social Responsibility Committee of the company.

Presently he is withdrawing remuneration of Rs 12,50,000/-p.m. from Adley Formulations Pvt Ltd. (wholly owned subsidiary of Beta Drugs Limited) and the maximum higher limit for withdrawing remuneration is Rs 1,00,00,000 p.m. and hence the total remuneration drawn from both the companies is within the higher of the above limits.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 3<sup>rd</sup> September, 2025, subject to approval of Members at this Annual General Meeting and considering the increased activities, responsibilities and contribution of Mr Rahul Batra in development and growth of the Company, consent of the Members was sought for the re-appointment of Mr Rahul Batra as a Chairman cum Managing Director of the Company for further period of 5 years w.e.f. 27<sup>th</sup> January, 2027 to 26<sup>th</sup> January, 2032 on the terms and conditions as set out in this item of the Notice. Mr Rahul Batra satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement. Accordingly, consent of the Members is sought for passing Ordinary Resolution as set out in this item of the Notice for re-appointment of Mr Rahul Batra as Chairman cum Managing Director of the Company w.e.f. 27<sup>th</sup> January, 2027 till 26<sup>th</sup> January, 2032. Mr Rahul Batra, Chairman cum Managing Director of the Company may be considered to be concerned or interested in the said resolution it relates to his own re-appointment. Mr Varun Batra, Joint Managing Director of the company may also be considered as concerned or interested in the same, being relative of Mr. Rahul Batra.

None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution. The Board recommends the resolution set forth in Item no.6 for the approval of the members as ordinary resolution.



### ITEM NO. 7

**Mr. Varun Batra, (DIN No. 02148383)** aged 40 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. Varun Batra is holding 34,891 Equity Shares constituting 0.35 % in the Company & member of Corporate Social Responsibility Committee of the company.

Presently he is withdrawing remuneration of Rs 12,50,000/-p.m. from Adley Formulations Pvt Ltd. (wholly owned subsidiary of Beta Drugs Limited) and the maximum higher limit for withdrawing remuneration is Rs 1,00,00,000 p.m. and hence the total remuneration drawn from both the companies is within the higher of the above limits.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 3<sup>rd</sup> September, 2025, subject to approval of Members at this Annual General Meeting and considering the increased activities, responsibilities and contribution of Mr Varun Batra in development and growth of the Company, consent of the Members was sought for the re-appointment of Mr Varun Batra as a Joint Managing Director of the Company for further period of 5 years w.e.f. 27<sup>th</sup> January, 2027 to 26<sup>th</sup> January, 2032 on the terms and conditions as set out in this item of the Notice. Mr Varun Batra satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement. Accordingly, consent of the Members is sought for passing Ordinary Resolution as set out in this item of the Notice for re-appointment of Mr Varun Batra as Joint Managing Director of the Company w.e.f. 27<sup>th</sup> January, 2027 till 26<sup>th</sup> January, 2032. Mr Varun Batra, Joint Managing Director of the Company may be considered to be concerned or interested in the said resolution it relates to his own re-appointment.

Mr Rahul Batra, Chairman cum Managing Director of the company may also be considered as concerned or interested in the same, being relative of Mr. Varun Batra.

None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution. The Board recommends the resolution set forth in Item no.6 for the approval of the members as ordinary resolution.

**Dated: 03.09.2025**

**Place: Panchkula**

**By Order of the Board of Directors**

**sd/-**

**Rahul Batra**

**Chairman & Managing Director**

**(DIN:02229234)**



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

# BETA DRUGS LIMITED

## Annexure-1

### 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	Mr Balwant Singh
Director Identification Number	02229234	02148383	01089968
Date of Birth	08/10/1983	15/06/1985	04/04/1970
Educational Qualification	Master of Science degree in Business and Management from University Strathclyde Scotland	Degree in Business Management from Toronto Canada	PGDPM-HR IR
Experience	19 years	19 years	20 Years
Details of remuneration to be paid, if any	Rs 12,50,000 p.m.	Rs 12,50,000 p.m.	Rs 2,17,630 p.m.
Date of first appointment to the Board	01/08/2014	01/08/2014	01/08/2014
No. of Share held by Directors in the Company	41,632	34,891	590
Relationship with other Directors / KMPs	Brother of Mr. Varun Batra	Brother of Mr. Rahul Batra	N.A.
No. of Board meetings attended during the year	14	14	14
Profile	Rahul Batra, (DIN: 02229234) aged 41 years is the Chairman cum Managing Director of our Company. He holds Master of Science degree in Business and Management from University Strathclyde Scotland. His Scope of work includes Marketing and Sales segment of the Company.	Varun Batra, (DIN: 02148383) aged 40 years, is the Joint 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.	Balwant Singh, (DIN: 01089968) aged 55 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 20 years of experience in the field of pharmaceuticals and his scope of work includes managing over all affairs of the Company.
Expertise in specific Functional areas	Marketing and Sales segment	Production Department and Export sales	Managing over all affairs of the Company.
Directorship in other listed/unlisted Companies	Adley Formulations Pvt Ltd (unlisted) Adley Lab Limited (unlisted) B.T. Associates Pvt td (unlisted) Beta Research Pvt Ltd.	Adley Formulations Pvt Ltd (unlisted) Adley Lab Limited (unlisted) B.T. Associates Pvt td (unlisted) Beta Research Pvt Ltd. Vintage Weaves by HB Private Limited	NIL
Chairman/ Member of Committees of the Board of other listed/unlisted Companies in which he is a Director	Member in CSR Committee of Adley Lab Limited & Adley Formulations Private Limited	Member in CSR Committee of Adley Lab Limited & Adley Formulations Private Limited	NIL
listed entities from which the person has resigned in the past three years	N.A.	N.A.	N.A.
Relationship, if any, with the other members of the Board	Brother of Mr. Varun Batra	Brother of Mr. Rahul Batra	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 12.50 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 12.50 lacs p.m.	Re-appointment for 5 years w.e.f. 5 <sup>th</sup> August, 2024 upto period ended 4 <sup>th</sup> August, 2029 @ remuneration of Rs 2,67,630 p.m.  Last remuneration Rs 2,67,630 p.m.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	NA	NA	NA