



# BETA DRUGS LIMITED

09 January 2026

To,  
National Stock Exchange of India Limited,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block, Bandra Kurla Complex, Bandra  
(East), Mumbai – 400 051.

**Company Symbol: BETA**

**ISIN: INE351Y01019**

**Subject: Disclosures by Beta Drugs Limited (“Company”) under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (“SEBI LODR”).**

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI LODR, we wish to inform you that the board of directors of the Company (“**Board**”) at its meeting held today i.e.09 January 2026 has, *inter alia*, approved the following decisions:-

1. The alteration of the memorandum of association of the Company to increase the authorized share capital of the Company;
2. Adoption and implementation of the “Beta Drugs Limited Employee Stock Option Plan 2026” to create and grant stock options upto 2,00,000 (Two Lakhs);
3. The acquisition of 66.09% of the equity share capital in Nivian Life Sciences Private Limited (“**Target**”), by way of a purchase of equity shares from certain existing shareholders of the Target (“**Acquisition Transaction**”), and the execution of a share purchase agreement and shareholders’ agreement dated 09 January 2026 between the Company, the Target and the shareholders of the Target;
4. Approving the issue and offer of equity shares of the Company on a preferential basis to certain existing shareholders of the Target on a preferential basis through private placement, as consideration in lieu of the Acquisition Transaction; and
5. Issuing a notice for convening of an extra-ordinary general meeting (“**EGM**”) of the members of the Company on 04 February 2026 at registered office of the company situated at Village Nandpur, Lodhimajra Road, Baddi, Distt Solan, H.P. for obtaining the shareholders’ approval for the abovementioned items, as applicable and necessary.

The details regarding the aforesaid items, as required under regulation 30 and Schedule III of SEBI LODR read with SEBI circular number SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 (“**Circular**”) are enclosed as **Annexure I** below. The meeting of the Board commenced at 10:00 A.M. and concluded at 05:00 P.M. Kindly arrange to take the same on your records.

**For Beta Drugs Limited**

Beta Drugs Limited  
Rajni  
Company Secretary  
ACS - 44684

**Rajni Brar**  
**Company Secretary**

**CIN No.: L24230HP2005PLC028969**

**Admin. Office :** SCO 184, Sector-5, Panchkula-134 114 Haryana (INDIA) Phone: +91-172-2585481-482-483

**Registered Office & Works:** Vill. Nandpur, Lodhimajra Road, Tehsil. : Baddi, Distt. Solan, H.P. Phone No. : 01795-236196

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## Annexure I

### Part A

Part A encompasses the details regarding alteration of the capital clause of the Memorandum of Association required to be disclosed as per Regulation 30 and Part A of Schedule III of the Listing Regulations:

Sr No.	Particulars	Description
1.	Amendments to memorandum of association of listed entity, in brief	Pursuant to the proposed increase in the authorised share capital of the Company, subject to the approval of the shareholders of the Company, it is proposed to alter the capital clause of the Company from INR 11,00,00,000 (Indian Rupees Eleven Crore) divided into 1,10,00,000 (One Crore Ten lakh) equity shares of the Company ("Equity Shares") of INR 10 (Indian Rupees Ten) each to 11,40,00,000 (Indian Rupees Eleven Crore and Forty Lakhs) divided into 1,14,00,000 (One Crore Fourteen Lakh) Equity Shares of INR 10 (Indian Rupees Ten) each.

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## Part B

Part B encompasses the details of Beta Drugs Limited Employee Stock Option Plan 2026 (“**ESOP 2026**”) required to be disclosed as per Regulation 30 and in terms of Para B of Part A of Schedule III of the LODR Regulations

Sr. No	Particulars	Remarks
1.	Brief details of options granted	<p>The ESOP 2026 contemplates grant of employee stock options (“<b>Options</b>”) to the eligible employees of the Company and/ or subsidiary company (ies) of the Company.</p> <p>The performance appraisal and selection process of eligible employees and grants to be made shall be governed by mandatory performance criteria, which shall consist of a combination of both corporate and individual performance metrics at the time of Grant and individual performance metrics at the time of vesting.</p>
2.	Whether the scheme is in terms of SEBI (SBEB) Regulations, 2021 (if applicable)	Yes, the ESOP Scheme is in terms of SEBI (SBEB) Regulations, 2021.
3.	Total number of shares covered by these options	The total number of shares covered under these Options shall not be more than 2,00,000.
4.	Pricing formula	The Exercise Price of the Vested Options shall be as determined by the Nomination and Remuneration Committee and provided in the Letter of Grant in pursuance of this Plan.
5.	Options vested	Not applicable at this stage
6.	Time within which option may be exercised	The Vested options can be exercised (either in full or in tranches) by way of an Exercise Application and upon payment of the Exercise Price. The Exercise Period is <b>3 months</b> from the date of Vesting for the particular Option. In case, the Participant fail to Exercise the Option(s) within the Exercise Period, the Option(s) will be forfeited.
7.	Options Exercised	Not applicable at this stage
8.	Money realized by exercise of options	
9.	Options lapsed	The Nomination & Remuneration Committee may vary the terms of ESOP 2026 subject to the terms thereof and applicable laws.
10.	Variation of terms of options	

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11.	Brief details of significant terms	As mentioned in the <b>Beta Drugs Limited Employee Stock Option Plan 2026, which includes:</b> <ol style="list-style-type: none"><li>1. The Nomination &amp; Remuneration Committee shall administer the ESOP 2026.</li><li>2. The Options granted shall vest after a period of not less than 1 (one) year (except where Vesting is triggered on applicability of death of a Participant or on Permanent Disability / Incapacity of Participant)</li><li>3. The maximum vesting period is 5 years from the date of grant, subject to the terms of the ESOP 2026.</li></ol>
12.	Total number of shares arising as a result of exercise of options	1 (One) equity share of face value of Re. 10/- each, for each single Option exercised under the ESOP Scheme from time to time.
13.	Subsequent changes/cancellation/exercise of such Options	Not applicable at this stage
14.	Diluted earnings per share pursuant to issue of equity shares on exercise of Options	

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## Part C

Part C encloses the details required to be disclosed in relation to the Acquisition Transaction and the underlying agreements, pursuant to Regulation 30 of the SEBI LODR, read with: (a) Clause 1 of Para A of Part A of Schedule III of the SEBI LODR and Clause 1.1 of Para A of Annexure I of the SEBI circular, in respect of the Acquisition Transaction; and (b) Clause 5 of Para B of Part A of Schedule III of the SEBI LODR and Clause 5 of Para B of Annexure I of the SEBI circular, in respect of the underlying agreements relating to the Acquisition Transaction. Table 1 below sets out the details of the Acquisition Transaction, and Table 2 sets out the details of the underlying agreements, namely the shareholders' agreement and the share purchase agreement executed by the Company, the Target and the relevant shareholders of the Target, pursuant to the Acquisition Transaction.

Table 1

Sr. No.	Particulars	Details
1	Name of the target entity, details in brief such as size, turnover etc.	<p><u>Name of the Target Entity:</u> <b>Nivian Life Sciences Private Limited.</b></p> <p><u>Size of Target Entity:</u></p> <p>(a) <i>Authorised Share Capital:</i> INR 2,00,00,000 (Indian Rupees Two Crore) divided into 20,00,000 (Twenty Lakh) equity shares of INR 10/- (Indian Rupees Ten) each.</p> <p>(b) <i>Paid Up Share Capital:</i> INR 1,65,60,740 (Indian Rupees One Crore Sixty-Five Lakh Sixty Thousand Seven Hundred and Forty) divided into 1,65,674 (One Lakh Sixty-Five Thousand Six Hundred and Seventy Four) equity shares of INR 10/- (Indian Rupees Ten) each.</p> <p><u>Turnover of the Target Entity:</u></p> <p>The Company has achieved a turnover &amp; EBIDTA for FY25 is as follows:</p> <ul style="list-style-type: none"><li>• Turnover: of INR 29.12 crores (Audited)</li><li>• EBIDTA: INR 4.22 crores (Audited)</li></ul>
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired?  If yes, nature of interest and details thereof and whether the same is done at "arm's length".	No, the acquisition would not fall within related party transaction(s) and the promoter/ promoter group/ group companies do not have any interest in the entity being acquired.
3	Industry to which the entity being acquired belongs	Pharmaceutical marketing and sales in the In-Vitro Fertilisation ("IVF") therapy.

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4	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	<ol style="list-style-type: none"> <li>IVF is one of the fastest growing therapies of Indian Pharmaceutical Market.</li> <li>The acquisition provides the Company the ideal platform to enter the high growth segment of IVF products</li> <li>The founder and the management of the Target bring rich experience in IVF industry and will continue to remain invested and will drive the operations of Target even after the Acquisition Transaction.</li> <li>The Company will provide distribution and manufacturing support to the Target to improve its margins and working capital profile</li> <li>There are multiple distribution synergies as IVF and oncology segment have similar distribution model and the Target can capitalize on Beta's experience in this domain.</li> </ol>
5	Brief details of any governmental or regulatory approvals required for the acquisition;	<p>Appropriate approvals will be taken by the Target from the shareholders in the general meeting as required under the Companies Act, 2013.</p> <p>Additionally, the Company will take necessary approvals from the NSE Limited as prescribed under Securities and Exchange Board of India regulations, for the issuance of equity shares to certain existing shareholders of the Target, which are being issued as consideration (i.e. a swap share arrangement) in lieu of the Acquisition Transaction</p>
6	Indicative time period for completion of the acquisition.	Within 3 months from the date on which the Company, Target, and other relevant parties involved in the Acquisition Transaction execute the definitive documents, or such other mutually extendable timelines in the manner set out in the definitive documents.
7	Nature of consideration - whether cash consideration or share swap and details of the same	The consideration contemplated as part of the Acquisition Transaction will be payable by the Company as: (a) cash consideration; and (ii) issue of equity shares of the Company to certain selling shareholders of the Target, as part of the swap share arrangement.
8	Cost of acquisition or the price at which the shares are acquired	The total consideration for 66.09% of the equity share capital of the Target i.e. 10,94,535 (Ten Lakh Ninety Four Thousand Five Hundred and Thirty Five) equity shares of the Target ("Target Equity Share"), is INR 69,39,67,631 (Indian Rupees Sixty Nine Crores Thirty Nine Lakhs Sixty Seven Thousand Six Hundred and Thirty One) ("Total Consideration"), at per share price of INR 634.03 (Indian Rupees Six Hundred and Thirty Four Rupees and Three Paise) per equity share of the Target ("Target Equity Share"), including premium of INR 624.03 (Indian Rupees Six Hundred and Twenty Four Rupees and Three Paise). The Total Consideration is subject to certain adjustments as set out in the definitive documents executed between the Company, Target, and the selling shareholders of the Target.

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		<p>Details of the cash consideration and the swap share component have been mentioned below:</p> <p>(a) <u>By cash:</u></p> <p>The total cash consideration in lieu of purchase of 3,28,360 Target Equity Share is 20,81,90,289 (Rupees Twenty Crores Eighty One Lakhs Ninety Thousand Two Hundred Eighty Nine).</p> <p>(b) <u>By Swap:</u></p> <p>The total swap share consideration in lieu of purchase of 10,94,535 (Ten Lakh Ninety Four Thousand Five Hundred and Thirty Five) Target Equity Shares is INR 48,57,77,342 (Indian Rupees Forty Eight Crores Fifty Seven Lakhs Seventy Seven Thousand Three Hundred and Forty Two). Accordingly, the Company will issue 2,83,668 equity shares of the Company to certain selling shareholders of the Target, at an issue price of INR 1,712.49 (Indian Rupees One Thousand Seven Hundred and Twelve and Forty Nine Paise) each, including premium of INR 1,702.49 (Indian Rupees One Thousand Seven Hundred and Two and Forty Nine Paise) each.</p> <p>The Company has appointed Mr Hitesh Jhamb, a registered valuer, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, who has provided the Company with a valuation report dated 08.01.2026 determining the value of equity shares of the company to be INR 1,712.49 (Indian Rupees One Thousand Seven Hundred and Twelve and Forty-Nine Paise).</p>
9	Percentage of shareholding/ control acquired and / or number of shares acquired	66.09% equity share capital of the Target.
10	Brief background about the entity acquired in terms of products/ line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>(a) <u>Background of Company in terms of products and line of business:</u></p> <p>Nivian Lifesciences Private Limited, headquartered in Mumbai, is one of the fastest growing IVF pharmaceutical products company. Founded by Mr. Nilesh Auti, the company specializes in development and marketing of IVF formulation products. The company has 90 strong account managers covering ~3,000 IVF specialists Pan-India. The product portfolio of the company comprises 31 products covering Blood Thinners, Hormones, GnRH, HMG/HCG etc. Distribution and sales across 15 states and UTs catered to through a network of 11 contract manufacturers for</p>

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		<p>sourcing high quality IVF formulations</p> <p>(b) <u>Date of incorporation:</u> March 18, 2024</p> <p>(c) <u>Turnover &amp; EBIDTA of last 3 Financial Years:</u>  <b>Financial Year: 2024-25</b>          Turnover: INR 29.12 Crore          EBIDTA: INR 4.22 Crore</p> <p><b>Financial Year: 2023-24</b>          Turnover: N.A.          EBIDTA: N.A.</p> <p><b>Financial Year: 2022-23</b>          Turnover: N.A.          EBIDTA: N.A.</p> <p>(d) <u>Country of Incorporation:</u> India</p>
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Table 2

Sr No.	Particulars	Details
<b>Share Purchase Agreement</b>		
1.	Name(s) of parties with whom the agreement is executed;	The share purchase agreement agreement dated 09 January 2026 is executed by the Company with the following parties (“SPA”):  1. Nivian Life Sciences Private Limited (“ <b>Target         2. Nilesh Auti (“<b>Promoter         3. the Subscribers (as defined in Part D below);</b></b>
2.	Purpose of entering into the agreement	The SPA sets out the terms basis which the Company is acquiring the equity shares of the Subscribers held in the Target, by means of a cash consideration and a swap share arrangement.
3.	Size of agreement	The value of the transaction underlying the SPA is INR 69,39,67,631 (Indian Rupees Sixty Nine Crores Thirty Nine Lakhs Sixty Seven Thousand Six Hundred and Thirty One).
4.	Shareholding, if any, in the entity with whom the agreement is executed	The Company does not hold any shares in the Target as on the date of execution of the SPA.
5.	Significant terms of the agreement (in brief)	The Subscribers as sellers under the SPA and the Purchaser have provided representation and warranties to the Company in relation to the shares and the underlying business being acquired by the Company (by virtue of acquisition of shares) and the Company has a right of indemnity against such breach of warranties.

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6.	Whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship.	No. The parties to the SHA are not related to the promoter/promoter group/group entities in any manner.
7.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	No. The transaction does not fall within the meaning of related party transactions.
8.	In case of issuance of shares to the parties, details of issue price, class of shares issued	The SPA contemplates an issuance of shares by the Company to the Subscribers as part of the share swap arrangement. Please refer to Table 1 of Part C and Part D of this Annexure 1 for more information on the same.
9.	In case of loan agreements, details of lender/borrower, nature of the loan, total amount of loan granted/taken, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders / by the borrowers for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis.	N.A.
10.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	N.A.
11.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	N.A.

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## Shareholders Agreement

<b>1</b>	Name(s) of parties with whom the agreement is executed;	The shareholders' agreement dated 09 January 2026 is executed by the Company with the following parties ("SHA"):  1. Nivian Life Sciences Private Limited; 2. Nilesh Auti; 3. Ronak Manish Jain 4. Dattatraya Gopal Ranjane
<b>2</b>	Purpose of entering into the agreement	The SHA is being executed to set out the terms governing the management and other matters in relation to the Target.
<b>3</b>	Size of agreement	The SHA pertains to the management and affairs of the Target, and thereby no particular value can be ascribed to the SHA.
<b>4</b>	Shareholding, if any, in the entity with whom the agreement is executed	The Company does not hold any shares in the Target as on the date of execution of the SHA.
<b>5</b>	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	The Company has the right to appoint majority directors on the Board of the Target and the constitute a quorum for such board meetings pursuant to which they have operational control over the Target. Further, they have a right to restrict the Promoter and other shareholders of the Target to transfer their shares to a third party.
<b>6</b>	Whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship.	No. The parties to the SHA are not related to the promoter/promoter group/group entities in any manner.
<b>7</b>	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	No. The transaction does not fall within the meaning of related party transactions.
<b>8</b>	In case of issuance of shares to the parties, details of issue price, class of shares issued	The SHA does not contain provisions in relation to issuance of shares.
<b>9</b>	In case of loan agreements, details of lender/borrower, nature of the loan, total amount of loan granted/taken, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders / by the borrowers for such loan or in case outstanding loans lent to a party or	N.A.

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	borrowed from a party become material on a cumulative basis	
<b>10</b>	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	N.A.
<b>11</b>	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	N.A.

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## Part D

Part D encloses the details pertaining to the issuance of equity shares of the Company to the selling shareholders of the Target pursuant to a swap share arrangement, as required under Regulation 30 of SEBI LODR read with Clause 2 of Para A of Part A of Schedule III of the SEBI LODR and Para 2.1 of Annexure I of the Circular.

Sr. No.	Particulars	Details
1.	Type of security proposed to be issued	Equity Shares
2.	Type of issuance	Preferential allotment through private placement route
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	2,83,668 (Two Lakh Eight Three Thousand Six Hundred and Sixty Eight) equity shares of the Company are being issued for an amount of INR 48,57,77,342 (Indian Rupees Forty Eight Crore Fifty Seven Lakh Seventy Seven Thousand Three Hundred and Forty Two) at a price of INR 1712.49 (One Thousand Seven Hundred and Twelve point Four Nine) per equity share, including a premium of INR 1702.49 (One Thousand Seven Hundred and Two point Four Nine) per equity share.
4.	Additional details in relation to the preferential issue such as name of the investors, issue price, etc.	<u>Name of the subscribers ("Subscribers"):</u> (a) Anjali Ajit Deval; (b) Kayadam Ramanathan Bharat; (c) Neha Bagla; (d) Gurvinder Singh; (e) Roshan Thapa; (f) Lalitha Natrajan Sanarnarayan; (g) Deepak J Chokhani; (h) Shruti Kanodia (i) Anisha Agarwal (j) Santosh Pandey (k) Sarla Devi Dogra (l) Neha Dipesh Jain (m) Dineshkumar L Dhanuka (n) Jajodia Equity Advisors Services Ltd (o) J M Global Equities Pvt Ltd (p) Narendra Himatsingka (q) Neha Goenka (r) Puja Goenka (s) Shweta Sethi (t) Sushma Himatsingka (u) Svastha Consulting LLP (v) Sandeep Raina (w) Charuben Yogesh Ajmera (x) Ketan Malkhan (y) Maruti Pujari (z) Simple M Prahladka (aa) Kavita Kanodia

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	<p>(bb) Suresh Kanodia (cc) Atul Bapna (dd) Manoj Sharma (ee) Long Run Services LLP (ff) Sheza Corporate Advisors LLP (gg) Sweta Rathi</p> <p><u>Post Allotment of Securities:</u></p> <p>(a) <i>Outcome of subscription:</i> Receipt of the proceeds of the investment amount in the form of the value of the equity shares of the Target that are swapped for the Company's equity shares. (b) <i>Issue price:</i> INR 1712.49 (Indian Rupees One Thousand Seven Hundred and Twelve point Four Nine) (c) <i>Number of Investors:</i> 33</p>
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