



NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting (“**EGM**”) of the shareholders (“**Members**”) of Beta Drugs Limited (“**Company**”) will be held on Wednesday the **4th February 2026** at registered office of the company situated at Village Nandpur, Lodhimajra Road, Baddi Distt Solan, H.P - 174101 at 11:30 a.m. to transact the following businesses:

SPECIAL BUSINESS

ITEM NO. 1 TO APPROVE THE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13,61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, and as approved by the Board of Directors (“**Board**”) on board meeting held on **9th January 2026**, approval of the Members be and is hereby accorded to increase in the authorized share capital of the Company from existing INR 11,00,00,000 (Indian Rupees Eleven Crore) divided into 1,10,00,000 (One Crore Ten Lakh) equity shares of INR 10 (ten) each (“**Equity Shares**”) to INR 11,40,00,000 (Indian Rupees Eleven Crores Forty lakh) divided into 1,14,00,000 (One Crore and Fourteen Lakh) Equity Shares of INR 10 (ten) each.

“**RESOLVED FURTHER THAT** the Memorandum of Association of the Company, be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under: V. The Authorised share capital of the Company is INR 11,40,00,000 (Indian Rupees Eleven Crores Forty lakh) divided into 1,14,00,000 (One Crore and Fourteen Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

“**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorised to undertake all such actions (including filing relevant forms with the authorities) to give effect to the resolution”.

ITEM NO. 2 - TO APPROVE BETA DRUGS LIMITED EMPLOYEE STOCK OPTION PLAN 2026:

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

“**RESOLVED THAT** pursuant to provisions of section 62 (1) (b) of the Companies Act, 2013 (“**Act**”) and Rules made thereunder; Regulation 6 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB & SE Regulations**”); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; any rules, guidelines and regulations issued by the Reserve Bank of India and such other laws, rules and regulations (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) as may be applicable (collectively, the “**Applicable Laws**”), the relevant provisions of the Articles of Association of the Company and further subject to such other approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the above authorities and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “**Board**” which term shall be deemed to include any duly constituted committee, including the Nomination and Remuneration Committee to exercise its powers conferred by this Resolution), consent of the Members be and is hereby granted for adoption of the ‘Beta Drugs Limited Employee

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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Stock Option Plan 2026' ('Plan' or 'ESOP 2026'), the salient features of which are furnished in the explanatory statement to the Notice."

"RESOLVED FURTHER THAT consent be and is hereby granted to the Board to create, grant, offer and issue in one or more tranches under the ESOP, 2026 at any time to or for the benefit of the employees of the Company, whether working in India or outside India, including any Managing or Whole-Time Directors of the Company, its Group Company(ies), as defined in the SEBI SBEB & SE Regulations, including holding / subsidiary or associate company (ies), such number of stock options exercisable into not more than 2,00,000 (Two lakh) equity shares of Rs 10/- each ("Equity Shares") being 1.98 % of the paid-up equity shares of the Company as on 31st March, 2025 (or such other number adjusted in terms of ESOP 2026 as per applicable law), at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board or the Nomination and Remuneration Committee, as applicable in accordance with the SEBI SBEB & SE Regulations or other provisions of law as may be prevailing at that time."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organisation of capital structure of the Company, as applicable from time to time, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure a fair and reasonable adjustment to the Stock Options granted earlier. Further, the above ceiling of 1.98 % i.e., 2,00,000 (Two lakh) equity shares Equity Shares shall be deemed to be increased to the extent of such additional equity shares issued."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and implement the ESOP 2026 and determine the detailed terms and conditions of the afore mentioned ESOP 2026 including but not limited to the quantum of the Stock Options to be granted per employee in each tranche, the exercise period, the vesting period, the vesting conditions, instances where such Stock Options shall lapse and to grant such number of Stock Options, to such employees and directors of the Company and its group companies, including its holding / subsidiary and associate company (ies), at such time and on such terms and conditions as set out in the ESOP 2026 and as the Board may in its absolute discretion think fit, subject to applicable laws."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the ESOP 2026 at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the ESOP 2026 as it may deem fit, from time to time or to suspend, withdraw or revive the ESOP 2026 from time to time in conformity with the provisions of the Act and rules made thereunder, the SEBI SBEB & SE Regulations and other applicable laws provided such variation(s), amendment(s), modification(s) or alteration(s) is not detrimental to the interest of the employees who have been granted Stock Options under the ESOP 2026."

ITEM NO. 3 – TO APPROVE EXTENDING THE BENEFITS OF BETA DRUGS LIMITED EMPLOYEE STOCK OPTION PLAN 2026 TO THE EMPLOYEES OF THE GROUP COMPANIES INCLUDING HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES OF COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) of the Companies Act, 2013 ("Act") and

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Rules made thereunder; Regulation 6 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB & SE Regulations”); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, any rules, guidelines and regulations issued by the Reserve Bank of India and such other laws, rules and regulations (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable (collectively, the “Applicable Law”), the relevant provisions of the and Articles of Association of the Company and further subject to such other approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the above authorities, and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any duly constituted committee, including the Nomination & Remuneration Committee to exercise its powers conferred by this Resolution) consent of the Members be and is hereby accorded to the Board to extend the benefits and coverage of the ESOP 2026 (referred to in the Resolution under Item No. 2 of this Notice) to such persons who are in employment of any present and future group company of the Company including holding, associate and subsidiary company(ies) of the Company who is working in India or outside India, including any whole-time director(s) (selected on the basis of criteria decided by the Board or the Nomination and Remuneration Committee, as applicable) under the ESOP 2026 in the manner mentioned in the Resolution under Item No. 2 of this Notice on such terms and conditions as may be fixed or determined by the Board or the Nomination and Remuneration Committee, as applicable in accordance with the SEBI SBEB & SE Regulations or other provisions of law as may be prevailing at that time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper to settle any questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 4 TO CONSIDER AND APPROVE THE ISSUE AND OFFER OF 2,83,668 (TWO LAKH EIGHTY-THREE THOUSAND SIX HUNDRED AND SIXTY-EIGHT) EQUITY SHARES OF THE COMPANY OF FACE VALUE OF INR 10 EACH, AT A PRICE OF INR 1712.49 (INDIAN RUPEES ONE THOUSAND SEVEN HUNDRED TWELVE AND FORTY NINE PAISA) PER EQUITY SHARE INCLUDING A PREMIUM OF INR 1702.49 (INDIAN RUPEES ONE THOUSAND SEVEN HUNDRED TWO AND FORTY-NINE PAISA) PER EQUITY SHARE TO THE PERSONS LISTED OUT BELOW

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (“**PAS Rules**”) and the Companies (Share Capital and Debentures) Rules, 2014 (“**SCDR Rules**”) (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and other relevant rules made thereunder, in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), including the applicable provisions of the SEBI ICDR Regulations, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), provisions of the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed, the provisions of the Memorandum of Association and Articles of Association of the Company, and subject to other applicable rules and regulations and the approvals, consents, permissions and/ or sanctions, as may be required from the Ministry of Corporate Affairs (“**MCA**”), SEBI, Stock Exchange(s) and any other regulatory authority and subject to such terms, conditions, alterations, corrections, changes, variations and/ or, modifications, if any, as may be prescribed by any one or more of them in granting such approvals, consents, permissions and / or sanctions, the consent of the Members be and is hereby accorded for the offer and issue of 2,83,668 (Two Lakh Eighty Three Thousand Six Hundred And Sixty Eight) fully paid-up

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equity shares of the Company (“**Equity Shares**”) of face value INR 10 (Indian Rupees Ten) each, at an issue price of INR 1712.49 (Indian Rupees One Thousand Seven Hundred Twelve and Forty Nine Paise) per Equity Share including a premium of INR 1702.49 (Indian Rupees One Thousand Seven Hundred Two and Forty Nine Paise) per Equity Share, on a preferential basis, to the persons listed out in the table below (“**Proposed Allottees**”).

“RESOLVED FURTHER THAT pursuant to Regulation 163(3) of the SEBI ICDR Regulations, and other applicable laws, rules, regulations, guidelines, and directions for the time being in force, the Members hereby authorizes the issue and offer of the Equity Shares of the Company on a preferential basis for consideration other than cash, being in lieu of the consideration payable to the Proposed Allottees in the form of equity shares held by them in Nivian Lifesciences Private Limited (the “**Target Equity Shares**”), which Target Equity Shares shall be transferred by the Proposed Allottees to the Company prior to the allotment of the Equity Shares of the Company to such Proposed Allottees”

"RESOLVED FURTHER THAT, pursuant to the share swap arrangement as set out above, the Members hereby take on record the independent valuation report issued by Mr Hitesh Jhamb in respect of the Target Equity Shares and authorizes the relevant officers of the Company to submit and file such valuation report with the stock exchange(s), as required under Regulation 163(3) of the SEBI ICDR Regulations”

The table below sets out the details of the Proposed Allottees, including (i) name of the Proposed Allottees; (ii) the number of Equity Shares of the Company proposed to be issued and allotted to each Proposed Allottee, and (ii) the corresponding consideration for such issuance, being the number and value of Target Equity Shares to be transferred by each Proposed Allottee to the Company pursuant to the Proposed Transaction:

Name of the Proposed Allottee	Number of Equity Shares being allotted	Value in INR	Consideration	
			Number of shares being transferred by each of the Proposed Allottees in the Target	Bank Payment and Value of Beta Drugs Limited Share in INR
Anjali Ajit Deval	1,25,596	21,50,82,635	4,84,616	30,72,60,907
Kayadam Ramanathan Bharat	47,181	8,07,96,679	1,82,048	11,54,23,827
Neha Bagla	34,222	5,86,05,642	1,32,048	8,37,22,346
Gurvinder Singh	23,260	3,98,32,912	89,750	5,69,04,160
Roshan Thapa	15,949	2,73,11,841	61,538	3,90,16,916
Lalitha Natrajan Sankarnarayan	7,974	1,36,55,921	30,769	1,95,08,458
Deepak Chokhani	4,386	75,10,779	16,923	1,07,29,684
Shruti Kondia	2,990	51,20,804	11,538	73,15,434
Anisha Agarwal	1,994	34,13,869	7,692	48,76,956
Santosh Pandey	1,994	34,13,869	7,692	48,76,956
Sarla Devi Dogra	1,595	27,31,273	6,154	39,01,819
Neha Dipesh Jain	1,196	20,48,233	4,615	29,26,047
Dineshkumar L Dhanuka	997	17,06,935	3,846	24,38,478
Jajodia Equity Advisors Services Limited	997	17,06,935	3,846	24,38,478
JM Global Equities Private Limited	997	17,06,935	3,846	24,38,478
Narendra Himatsingka	997	17,06,935	3,846	24,38,478

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Neha Goenka	997	17,06,935	3,846	24,38,478
Puja Goenka	997	17,06,935	3,846	24,38,478
Shewta Sethi	997	17,06,935	3,846	24,38,478
Sushma Himatsingka	997	17,06,935	3,846	24,38,478
Svastha Consulting LLP	997	17,06,935	3,846	24,38,478
Sandeep Raina	877	15,02,333	3,385	21,46,190
Charuben Yogesh Ajmera	797	13,65,636	3,077	19,50,909
Ketan Malkhan	797	13,65,636	3,077	19,50,909
Maruti Pujari	598	10,24,338	2,308	14,63,340
Simple M Prahladka	598	10,24,338	2,308	14,63,340
Kavita Kanodia	498	8,53,467	1,923	12,19,239
Suresh Kanodia	498	8,53,467	1,923	12,19,239
Atul Bapna	399	6,82,596	1,538	9,75,137
Manoj Sharma	399	6,82,596	1,538	9,75,137
Long Run Services LLP	399	6,82,596	1,538	9,75,137
Sheza Corporate Advisors LLP	299	5,12,169	1,154	7,31,670
Sweta Rathi	199	3,41,298	769	4,87,572
TOTAL	2,83,668	48,57,77,342	10,94,535	69,39,67,631

“RESOLVED FURTHER THAT the price of the Equity Shares have been determined in accordance with Chapter V of the SEBI ICDR Regulations considering the relevant date to be 02 January 2026 and such price meets the floor price requirements as set out under Regulation 164 of the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT the Equity Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within the timeline prescribed under Regulation 170 of the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT pursuant to Section 42 of the Act read with Rule 14 of the PAS Rules a draft Private Placement Offer Letter in the format prescribed in Form PAS-4, together with an application form to be issued to the Proposed Allottees, be and are hereby approved.”

“RESOLVED FURTHER THAT the valuation report for the price of the Equity Shares as required under Section 62 of the Act, and any other applicable laws, issued by Mr Hitesh Jhamb be and is hereby approved and taken on record by the Members.”

“RESOLVED FURTHER THAT the certificate from a practicing company secretary, (required under Regulation 163(2) of the SEBI ICDR Regulations, certifying that the issue through preferential allotment has been made in compliance SEBI ICDR Regulations, has been taken on record and approved by the Members.

“RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, including the in-principle approval from National Stock Exchange of India Limited being provided in relation to the issuance of Equity Shares on preferential basis, any of the directors or key managerial personnel (including Ms. Rajni Brar, company secretary (ACS 24684)) of the Company be and are hereby severally authorized to make an offer to the Proposed Allottees through private placement offer letter in Form PAS – 4 as prescribed under the Act, and do all such things to give effect to such offer in accordance with the provisions of the Act including but not limited to (a) deciding the date of opening / closing of issue, the date of circulation and the number of days for which the offer will remain open; (b) to record the name of Proposed Allottees; and (c) to circulate the same to the Proposed Allottees along with the application form.”

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“RESOLVED FURTHER THAT pursuant to the provisions of the Act, complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity Shares.”

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“RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to appoint such professionals and/or intermediaries, if required for the said preferential allotment and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents and agreements as may be required.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the directors or key managerial personnel of the Company be and are hereby severally authorized to take all such actions and do all such acts, deeds, matters and things and execute all such documents, regulatory filings (including filing for the in- principle and trading approvals with the recognized stock exchange(s)), certificates or instruments as it may, in its absolute discretion, deem necessary, desirable or expedient for the issuance or allotment of the Equity Shares or for filing of requisite documents with the Registrar of Companies, Depositories, SEBI, Stock Exchanges and / or such other authorities for and on behalf of the Company, to decide and approve the other terms and conditions of the preferential issue of the Equity Shares to vary, modify or alter any of the terms and conditions, subject to the provisions of the Act, the SEBI ICDR Regulations and / or any other laws and regulations and to resolve and settle all questions and difficulties that may arise in this regard.”

“RESOLVED FURTHER THAT the copies of the resolution certified to be true by any one of the Directors or Key Managerial Personnel of the Company be furnished to such party as may be required and they may be requested to act thereupon.”

By Order of the Directors

Sd/-

Ms. Rajni Brar
Company Secretary

Place: Baddi
Date: 9th January, 2026

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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 THAN 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. 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.
4. Members/Proxies should bring their attendance slip duly filed in for attending the meeting.
5. The Notice of the EGM 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.
6. 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 providing the facility of remote e- voting to the shareholders, there shall be no voting by show of hands at the EGM. 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.
7. The cut-off date for remote E-Voting/ Poll Paper is 29th January, 2026.
8. Members may also note that the notice of the Extra Ordinary General Meeting 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.
9. 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 EGM 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.
10. An Explanatory Statement pursuant to Section 102 of the Act in respect of **Item nos. 1 to 4** of the Notice set out above is annexed hereto.
11. A route map giving directions to reach the venue of the Extra Ordinary General Meeting is enclosed for the convenience of the members.

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REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:-

The remote e-voting period begins on **Sunday, 1st February, 2026 at 09:00 A.M.** and ends on Tuesday, **3rd February, 2026 at 05:00 P.M.** During this period, Members holding shares as on Thursday, **29th January, 2026** 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 **Sunday 1st February, 2026 at 09:00 A.M.** and ends on Tuesday, **3rd February, 2026 at 05:00 P.M.** 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

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

Website :- www.betadrugslimited.com

E-Mail :- info@betadrugslimited.com



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.

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:

Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.

Click on New System Myeasi Tab

Login with existing my easi username and password

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.

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:

To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>

Proceed with updating the required fields.

Post registration, user will be provided username and password.

After successful login, user able to see e-voting menu.

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

Visit URL: <https://www.cdslindia.com>

Go to e-voting tab.

Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.

System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

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.

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Login to DP website

After Successful login, user shall navigate through “e-voting” option.

Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

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:

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

Shareholders who have not registered for INSTAVOTE facility:

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

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.

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.

DOB/DOI:

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

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:

Click on “Login” under ‘SHARE HOLDER’ tab.

User ID: Enter your User ID

Password: Enter your Password

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Enter Image Verification (CAPTCHA) Code
Click "Submit"

Cast your vote electronically:

After successful login, you will be able to see the "Notification for e-voting".

Select 'View' icon.

E-voting page will appear.

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.

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.

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.

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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 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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**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

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EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1 TO APPROVE THE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

The Members may note that the existing authorized share capital of the Company is INR 11,00,00,000 (Indian Rupees Eleven Crores) which is divided into 1,10,00,000 (One Crore Ten Lakh) equity shares of INR 10 (ten) each ("Equity Shares"). In this regard, and as approval by board of directors at the board meeting held on 9th January 2026, approval of the Members be and is hereby sought for the increase in the authorized share capital to INR 11,40,00,000 (Indian Rupees Eleven Crores Forty lakh) divided into 1,14,00,000 (One Crore and Fourteen Lakh) Equity Shares of INR 10 (ten) each and amend the existing Clause V of the Memorandum of Association.

Existing and new altered MOA and AOA will be available for inspection by the members of the company during thsse working hours upto the date of Extra Ordinary General Meeting and will also be placed in the meeting for the information of the members.

ITEM NO. 2 & 3 - TO APPROVE BETA DRUGS LIMITED EMPLOYEE STOCK OPTION PLAN 2026; EXTENDING THE BENEFITS OF THE ESOP 2026 TO EMPLOYEES OF GROUP COMPANIES INCLUDING HOLDING, ASSOCIATE AND SUBSIDIARY COMPANIES OF THE COMPANY

The human resource plays a vital role in growth and success of a Company. As a step towards substituting pure financial benefits with ownership and to enable employees to participate in the enhancement of shareholders' value, the Company proposes to provide stock options to the employees. Stock option shall serve as a tool of aligning interests of employees with those of shareholders and the Company and enable the Company to attain growth in an environment that increasingly demands global competitiveness. This will also help Company in attracting, motivating and retaining the best talent.

The Board of Directors ("Board") of the Company at its meeting held on 09th January, 2026, based upon the recommendation of the Nomination and Remuneration Committee ("NRC Committee") approved adoption of the 'Beta Drugs Limited Employee Stock Option Plan 2026' ('Plan' or 'ESOP 2026') for the benefit of the eligible employees of the Company, and its group Company(ies) including Subsidiary Company(ies), Associate Company(ies) and Holding Company (as defined under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations").

The Nomination and Remuneration Committee will administer and superintend the ESOP 2026 in accordance with the SEBI SBEB & SE Regulations. Approval of the Members is being sought for grant of employee stock options ("Options") ("Stock Options") to the eligible employees as may be determined by the Nomination and Remuneration Committee.

In accordance with the SEBI SBEB & SE Regulations, approval of Members by way of special resolution is required for adoption of the ESOP 2026, extending the benefits of the ESOP 2026 to eligible employees of the group company(ies) including subsidiary company(ies), associate company(ies) and holding company. Accordingly, separate resolutions are being passed for the above.

The relevant disclosures, as required, under Section 67 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and under the SBEB & SE Regulations and other applicable laws are as follows:

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No	Particular	Detail
(a).	Brief description of the scheme	The Scheme shall be called as 'Beta Drugs Limited Employee Stock Option Plan 2026' and shall extend its benefits to the present and/or future permanent employees of the Company and its group Company(ies) including Subsidiary Company(ies), Associate Company(ies) and Holding Company (as defined under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"). The Company aims to provide competitive remuneration opportunities to its employees, including through annual incentive plans and long-term incentive plans. The Company believes that the presence of a long-term incentive plan and the resulting employee ownership can facilitate a performance driven culture and contribute to the success of the Company.
(b).	The total number of Options, SARs, shares or benefits, as the case may be, to be offered and granted	The aggregate number of Stock Options proposed to be granted under the ESOP 2026 shall not be exercisable into more than 2,00,000 (Two lakh) equity shares equivalent to 1.98% of the overall ceiling of paid-up Equity Shares as on 31st March, 2025 to be issued under the ESOP 2026 (which number shall be adjusted in lieu of adjustments/ re organisation of capital structure of the Company from time to time). Upon exercise, each Stock Option entitles the relevant grantee to one Equity Share (i.e. one Option will entitle the grantee to one Equity Share). In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, split or consolidation and others, a fair and reasonable adjustment needs to be made to the Stock Options granted. Accordingly, if any additional Equity Shares are issued by the Company to the grantees for making such fair and reasonable adjustment, the 2,00,000 (Two lakh) equity shares. Equity Shares shall be deemed to be increased to the extent of such additional Equity Shares issued. Stock Options not vested due to non-fulfilment of the vesting conditions, vested Stock Options which the grantees expressly refuse to exercise, Stock Options (vested and not exercised and unvested) which have been surrendered and any Stock Options granted but not vested or exercised within the stipulated time due to any reasons, shall lapse and these Stock Options or the underlying Equity Shares will be available for grant under the present ESOP 2026 or under a new scheme, subject to compliance with applicable laws.
(c).	Identification of classes of employees entitled to participate and be beneficiaries in the scheme.	<p>(i) An employee as designated by the company, who is exclusively working in India or outside India; or</p> <p>(ii) A director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or</p> <p>(iii) An employee as defined in sub-clauses (i) or (ii) above, of a group company including subsidiary company or its associate company, in India or outside India, or of a holding company of the Company, but does not include —</p> <p>1. an employee who is a promoter or belongs to the promoter group;</p>

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		2. a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% (ten percent) of the outstanding equity shares of the Company.
(d).	Requirements of vesting and period of vesting	<p>Vesting of Stock Options shall be subject to, amongst other things:</p> <ul style="list-style-type: none"> • The Options granted shall vest for a period not less than 1 (one) year, except in case of death or permanent incapacity of the grantee, in which case the Stock Options, as the case may be, shall vest immediately, and • In case the employment of the Participant with the Company is terminated due to the Participant's Retirement on attaining the superannuation age or onwards all the Unvested Options shall continue to vest as per the vesting schedule. , all the Vested Options shall be permitted to be exercised within 3 months from the date of retirement or before the expiry of the Exercise Period as per the Plan, whichever is earlier unless the Nomination and Remuneration Committee decides otherwise. Any Vested Options not exercised within this aforesaid period shall lapse and stand forfeited at the end of the aforesaid period and the contract shall stand automatically terminated in respect of such options, without any obligations whatsoever on the Company (including the Board or the Nomination and Remuneration Committee) and no rights in that regard will accrue to the Participant after such date. <p>Vesting Period for Stock Options: the Stock Options granted shall have time-based Vesting condition which shall be prescribed in the Letter of Grant. The Options granted shall vest for a period not less than 1 (one) year. Further, the Vesting shall happen over 5 years with 15% of Options granted shall vest each anniversary year for the first four years after Grant Date and remaining 40% in the fifth year from the Grant Date as prescribed in the Letter of Grant, subject to the minimum vesting period of one year from the date of grant of Stock Options (except in case of death and permanent incapacity).</p>
(e).	The maximum period (subject to regulation 18(1) and 24(1) of these regulations, as the case may be) within which the options / SARs / benefits shall be vested	All the options/shares will get vested within maximum period of 5 years from the date of first grant of option or such other period as may be decided by the Nomination and Remuneration Committee from time to time.
(f).	Exercise Price, SAR price, purchase price or pricing formula	Subject to SEBI Regulations, the Nomination and Remuneration Committee, in its absolute discretion, shall determine the Exercise Price of the Options granted under the Plan, as it may deem appropriate in conformity with the applicable accounting policies, if any, provided that the Exercise Price shall not be less than the face value of the Shares and not higher than the prevailing Market Price (on Stock Exchange with highest volume) of the Shares of the Company as on the Grant Date.
(g).	Exercise period/offer period and process of	The exercise period shall not be more than a period of 3 Months from the date of vesting of Stock Options or such other period as may be

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	exercise/acceptance of offer	determined by the Nomination and Remuneration Committee, subject to applicable law. The Stock Options will be exercisable by the employees through a written application to the Company accompanied by payment of the exercise price in such manner and on execution of such documents, as may be prescribed by the Nomination and Remuneration Committee from time to time. The Stock Options will lapse if not exercised within the specified exercise period.
(h).	The appraisal process for determining the eligibility of employees for the scheme	Eligibility and quantum of options granted shall be determined by the Nomination and Remuneration Committee based on factors including: Individual performance, Role and responsibility, Criticality of position, Length of service, Future potential, Key performance indicators (KPIs) which are role specific
(i).	The maximum number of options, SARs, shares, as the case may be, to be offered and issued per employee and in aggregate	The maximum quantum of benefits that may be provided to any eligible employee under the Beta Drugs Limited Employee Stock Option Plan 2026 shall be such number of options as may be determined by the Nomination and Remuneration Committee from time to time, subject to the condition that no employee shall be granted options equal to or exceeding one percent (1%) of the issued equity share capital of the Company in any financial year, unless prior approval of the shareholders is obtained by way of a separate special resolution, in accordance with the provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
(j).	The maximum quantum of benefits to be provided per employee under a scheme.	Apart from grant of Stock Options as stated above in item (i), no monetary benefits are contemplated under the Scheme 2026.
(k).	Whether the scheme(s) is to be implemented and administered directly by the company or through a trust	The ESOP 2026 will be implemented and administered directly by the Company
(l).	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both.	The ESOP 2026 will only involve fresh issue of equity shares. Fresh Issue of equity shares will be undertaken in compliance with the SEBI SBEB & SE Regulations and other applicable laws.
(m).	The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.	Not Applicable.
(n).	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);	Not Applicable.
(o).	A statement to the effect that the company shall conform to	The Company shall follow the accounting policies specified in Regulation 15 of the SEBI SBEB & SE Regulations. In addition, the Company shall

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	the accounting policies specified in Regulation 15 of the SEBI SBEB & SE Regulations.	disclose such details as required under the Applicable Laws.
(p).	The method which the company shall use to value its options	To calculate the employee compensation cost, the Company shall use the Fair Value Method for valuation of the Stock Options granted or such valuation method as may be prescribed from time to time in accordance with Applicable Laws.
(q).	the following statement, if applicable: 'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report';	Not applicable
(r).	Period of Lock-In.	Nil
(s).	Terms & conditions for buyback, if any, of specified securities covered under these regulations.	Not applicable
(t).	Transferability of Stock Options	The Stock Options granted to an employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner.
(u).	The particulars of the trustee in whose favour such shares are to be registered	Not Applicable
(v).	The particulars of name, address of the trust, trustees, occupation and nationality of trustees and their relationship with the promoters, directors and key managerial personnel s	Not Applicable.
(w).	Any interest of the key managerial personnel, directors	The Promoters and Promoter Group are not interested in the ESOP 2026. Directors and Key Managerial Personnel may be deemed to be interested

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	or promoters in the Scheme or Trust and effect thereof	to the extent of Stock Options as may be offered to them under the ESOP 2026.
(x)	The detailed particulars of benefits which will accrue to the employees from the implementation of the Scheme 2026	<ul style="list-style-type: none"> a) Retention of Employees b) Attraction of new talent c) Enhanced performance of Employees d) Wealth creation for Employees e) Rewarding performance of Employees f) Incentivizing Employees g) Commonality of interest of Employees working exclusively with the Company or its identified subsidiaries or associates; h) Encourage Employees to align their individual performance with the Company's objectives
(y)	Details about who would exercise and how the voting rights in respect of the shares to be acquired under the ESOP, 2026 would be exercised	Once the shares are transferred to the Employees upon their Exercise, then the Employees will be treated as the shareholder of the company and shall exercise the right to vote in respect of such shares

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that none of its Directors or Key Managerial Personnel (as defined under the Act) and their immediate relatives is concerned or interested, financially or otherwise, except to the extent that the stock options may be granted to them pursuant to the ESOP 2026.

The Board accordingly recommends the resolutions set out at item no. 2 and 3 of this Notice for your approval.

ITEM NO. 4 TO CONSIDER AND APPROVE THE ISSUE AND OFFER OF 2,83,668 (TWO LAKH EIGHTY-THREE THOUSAND SIX HUNDRED AND SIXTY-EIGHT) EQUITY SHARES OF THE COMPANY OF FACE VALUE OF INR 10 EACH, AT A PRICE OF INR 1712.49 (INDIAN RUPEES ONE THOUSAND SEVEN HUNDRED TWELVE AND FORTY-NINE PAISA)) PER EQUITY SHARE INCLUDING A PREMIUM OF INR 1702.49 (INDIAN RUPEES ONE THOUSAND SEVEN HUNDRED TWO AND FORTY-NINE PAISA)) PER EQUITY SHARE TO THE PERSONS LISTED OUT ABOVE

The Company proposes to acquire 66.09% of the equity share capital of Nivian Lifesciences Private Limited for a total consideration of INR 69,39,67,631 (Indian Rupees Sixty Nine Crore Thirty Nine Lakh Sixty Seven Thousand Six Hundred and Thirty One), (“**Proposed Transaction**”) subject to necessary adjustments (“**Consideration**”) as set out in the share purchase agreement executed between the Company, the selling shareholders of the Target and the Target proposed to be executed by the Company in connection with the Proposed Transaction.

In furtherance of the Proposed Transaction, the Company shall make payment of a portion of the Consideration amounting to INR 48,57,77,342 (Indian Rupees Forty-Eight Crore Fifty-Seven Lakh Seventy-Seven Thousand Three Hundred and Forty-Two) by issuing equity shares of the Company (“**Equity Shares**”) to certain shareholders of the Target who are transferring their equity shares in the Target to the Company (the “**Proposed Allottees**”). Accordingly, pursuant to the aforesaid share swap arrangement, the Company shall offer and issue 2,83,668 (Two Lakh Eighty Three Thousand Six Hundred And Sixty Eight) fully paid-up equity shares of the Company (“**Equity Shares**”) of face value INR 10 (Indian Rupees Ten) each, at an issue price of INR 1712.49 (Indian Rupees One Thousand Seven Hundred Twelve and Forty Nine Paisa) per Equity Share including a premium of INR 1702.49 (Indian Rupees One Thousand Seven Hundred Two and Forty Nine Paisa) per Equity Share, on a preferential basis, in a single tranche, to the Proposed Allottees.

CIN No.: L24230HP2005PLC028969

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In light of the aforementioned, the Members may note that as per Regulation 163(3) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), the Equity Shares of the Company may be issued and offered to persons on a preferential basis for consideration other than cash, by way of share swap arrangement, provided that such consideration is supported by a valuation report issued by an independent registered valuer, which is required to be submitted to the stock exchange(s) on which the equity shares of the Company are listed. Accordingly, the Members may take note and record the valuation reported issued Mr. Hitesh Jhamb, who is a recognized registered valuer as per the SEBI ICDR Regulations, which sets out the valuation of the equity shares of the Target which would be a consideration in lieu of which the Equity Shares of the Company will be issued to the Proposed Allottees.

Additionally, the Members may note that in terms of Regulation 161(a) of SEBI ICDR Regulations the relevant date (with respect to issuance of securities) may be the date which is thirty days prior to the meeting of the shareholders being held to consider the proposed preferential issue. In this regard, the Members to note that the price of the Equity Share has been determined in accordance with Chapter V of the SEBI ICDR Regulations, and meets the floor price requirements, considering the relevant date to be 02 January 2026 (i.e. the day preceding 30 (thirty) days prior to the date of shareholders’ meeting in which preferential allotment is being considered).

The draft offer letter for the preferential allotment, the valuation report, private placement offer letter in Form PAS-4 along with an application, and the certificate from a practicing company secretary (required under Regulation 163(2) of the SEBI ICDR Regulations certifying that the issue through preferential allotment has been made in compliance SEBI ICDR Regulations, is to be tabled at the meeting of the Members.

The details in relation to the Company’s proposed preferential allotment of Equity Shares to the Proposed Allottees, as required in terms of the SEBI ICDR Regulations and the Act read with the PAS Rules and Companies (Share Capital and Debentures) Rules, 2014, are as follows:

1. Object of the preferential issue of equity shares:

The object of the Preferential Issue is to issue and allot the equity shares of the Company to the proposed allottees to discharge the part of the Purchase Consideration for acquisition of 66.09% stake in the **Target** (CIN: U21001MH2024PTC421643).

2. Maximum number of specified securities to be issued:

The Company proposes to offer, issue and allot, by way of a preferential issue, to the Proposed Allottees up to 2,83,668 (Two Lakh Eighty Three Thousand Six Hundred And Sixty Eight) fully paid-up equity shares of the Company (“**Equity Shares**”) of face value INR 10 (Indian Rupees Ten) each, at an issue price of INR 1712.49 (Indian Rupees One Thousand Seven Hundred Twelve and Forty Nine Paisa) per Equity Share including a premium of INR 1702.49 (Indian Rupees One Thousand Seven Hundred Two and Forty Nine Paisa) per Equity Share on preferential basis, in a single tranche (“**Equity Shares**”),

3. Intention of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the proposed preferential issue:

None of the promoters, directors or key managerial personnel of the Company intend to subscribe to any shares pursuant to this preferential issue of equity shares.

4. Basis on which the price has been arrived at and justification for the price:

The equity shares of the Company are listed on the National Stock Exchange of India Limited (“**NSE**”)

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and the equity shares are frequently traded as per the meaning ascribed under the SEBI ICDR Regulations. For the purpose of computation of the price per Equity Share, trading on the NSE (the Stock Exchange which had the highest trading volume in respect of the equity shares) has been considered.

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price at which the equity shares shall be allotted is INR 1712.49 (Indian Rupees One Thousand Seven Hundred Twelve and Forty-Nine Paise), being higher of the following:

- 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date which was INR 1712.49 (Indian Rupees One Thousand Seven Hundred Twelve and Forty-Nine Paise); or
- 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date which was INR 1560.85 (Indian Rupees One Thousand Five Hundred Sixty and Eighty-Five Paise)

A valuation report from Mr. Hitesh Jhamb has been obtained in accordance with the requirements of the Act and the SEBI ICDR Regulations.

5. Relevant Date:

The Relevant Date for determining the price of equity shares for the purpose of the preferential issue in accordance with the SEBI ICDR Regulations, would be 02 January 2026, i.e. the date 30 days prior to the date of the Extraordinary General Meeting i.e. 04 February 2026.

6. Shareholding Pattern of the Company before and after the preferential issue of equity shares:

The shareholding pattern of the Company giving the position as on the latest available beneficial position statement dated 03.01.2026 being the latest practicable date prior to the approval of Board and issuance of notice to the Members of the Company and after assuming the proposed preferential issue of Equity Shares is provided hereunder:

Sr. No.	Category	Pre-issue		Post-issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	65,51,392	64.90%	65,51,392	63.12%
	Bodies corporate	-		-	
	Sub-total	65,51,392	64.90%	65,51,392	63.12%
2	Foreign Promoters	-		-	
	Sub-total (A)	6,55,51,392	64.90%	6,55,51,392	63.12%
B	Non-Promoters' holding				
1	Institutional investors	3,05,931	3.03%	3,05,931	2.95%
2	Non-institution				
	Private corporate bodies	8,87,658	8.79%	8,91,347	8.59%
	Directors and relatives	0	0	0	0
	Indian public	21,97,666	21.77%	24,78,642	23.88%
	Other (including NRIs)	1,51,906	1.51 %	1,51,906	1.46%
	Sub-total (B)	35,43,161	35.10%	38,27,826	36.88%

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GRAND TOTAL (A+B)	1,00,94,553	100%	1,03,78,221	100%
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The above shareholding pattern and percentage are based on capital as on 3rd January, 2026 without taking into consideration any potential dilutions by way of allotment of shares upon any other corporate action in between. The shareholding percentages have been calculated on the basis of post preferential issue on fully diluted basis.

7. Proposed time within which the preferential issue shall be completed:

The Equity Shares shall be allotted within the timeline prescribed under Regulation 170 of the SEBI ICDR Regulations.

8. Class or classes of persons to whom the allotment is to be made:

The proposed allotment is to the individuals and the Body Corporates who are the selling shareholders in the Target.

9. The proposed time within which the allotment will be completed.

The Equity Shares shall be allotted within the timeline prescribed under Regulation 170 of the SEBI ICDR Regulations

10. The name of the proposed allottees and the percentage of post preferential offer capital that may be held by them

Sr. No.	Name of the Proposed Allottee	Number of Equity Shares being allotted	Percentage of Post Preferential Offer Capital which will be held
1.	Anjali Ajit Deval	1,25,596	1.2102 %
2.	Kayadam Ramanathan Bharat	47,181	0.4546 %
3.	Neha Bagla	34,222	0.3297 %
4.	Gurvinder Singh	23,260	0.2241 %
5.	Roshan Thapa	15,949	0.1537 %
6.	Lalitha Natrajan Sankarnarayan	7,974	0.0768 %
7.	Deepak J Chokhani	4,386	0.0423 %
8.	Shruti Kanodia	2,990	0.0288 %
9.	Anisha Agarwal	1,994	0.0192 %
10.	Santosh Pandey	1,994	0.0192 %
11.	Sarla Devi Dogra	1,595	0.0154 %
12.	Neha Dipesh Jain	1,196	0.0115 %
13.	Dineshkumar L Dhanuka	997	0.0096 %
14.	Jajodia Equity Advisors Services Ltd	997	0.0096 %
15.	J M Global Equities Pvt Ltd	997	0.0096 %
16.	Narendra Himatsingka	997	0.0096 %
17.	Neha Goenka	997	0.0096 %
18.	Puja Goenka	997	0.0096 %

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19.	Shweta Sethi	997	0.0096 %
20.	Sushma Himatsingka	997	0.0096 %
21.	Svastha Consulting LLP	997	0.0096 %
22.	Sandeep Raina	877	0.0085 %
23.	Charuben Yogesh Ajmera	797	0.0077 %
24.	Ketan Malkhan	797	0.0077 %
25.	Maruti Pujari	598	0.0058 %
26.	Simple M Prahladka	598	0.0058 %
27.	Kavita Kanodia	498	0.0048 %
28.	Suresh Kanodia	498	0.0048 %
29.	Atul Bapna	399	0.0038 %
30.	Manoj Sharma	399	0.0038 %
31.	Long Run Services LLP	399	0.0038 %
32.	Sheza Corporate Advisors LLP	299	0.0029 %
33.	Sweta Rathi	199	0.0019 %

11. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

[The individuals mentioned in the table above who are the proposed allottees will be the ultimate beneficial owners of the shares proposed to be allotted.]

In case of Bodies corporate the UBO are as detailed below:-

Sr No.	Name of the Proposed Allottees	Details of Ultimate Beneficial Owners
1.	Jajodia Equity Advisors Services Limited	Vinay Jajodia
2.	JM Global Equities Private Limited	Manish Mansatta
3.	Svastha Consulting LLP	Ashish Kehair
4.	Long Run Services LLP	Vidya Singhi
5.	Sheza Corporate Advisors LLP	Md Shahnawaz

12. Change in control, if any, in the Company that would occur consequent to the preferential offer:

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in relation to the shareholding pattern.

13. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Nil

14. Justification for allotment proposed to be made for consideration other than cash and the valuation report of the registered valuer:

It is proposed by the Board of Directors that the part of the Purchase Consideration shall be discharged by issuing the Allotment Shares to the shareholders of the Target in addition to cash consideration.

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The value of the shares of the Target is done by Mr Hitesh Jhamb, Company Secretary & Registered valuer and price / value of the equity shares of the Issuer Company determined in terms of Regulation 164 of ICDR Regulations.

15. Lock-in Period:

The Equity Shares to be allotted on a preferential basis to the Proposed Allottee, shall be subject to lock-in for such period(s), as may be applicable to the Proposed Allottee, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.

16. Re-computation of Issue Price:

Since the Company's equity shares are frequently traded and have been listed on a recognized Stock Exchange for more than 90 trading days prior to the Relevant Date, there is no need for the Company to re-compute the price of equity shares to be issued on preferential basis.

However as per regulation 163 (1) (g) & (h) if it is required to re-compute the price of the specified securities in terms of the provision of these regulations, same will be re-computed and if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

17. Name and address of valuer who performed the valuation

Mr. Hitesh Jhamb, CS, RV (SFA), LLB
Address: 270 A, First Floor , Patparganj, Mayur Vihar-I, New Delhi- 110091

18. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects

No contribution is being made by the promoters or directors in relation to the proposed preferential issue.

19. Principle terms of assets charged as securities

Not applicable

20. Material terms of raising securities

As stated above.

21. Other Disclosures:

- a. A copy of the certificate issued by Mr Sandeep Rishi , Practicing Company Secretary (Registration No. FCS 4362 PCS 2445), certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations, as applicable, shall be made available on the website of the Company www.betadrugslimited.com to facilitate online inspection by the Members.
- b. Neither the Company nor its directors or promoter have been declared as willful defaulter as defined under the SEBI ICDR Regulations. None of its directors or promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c. The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the SEBI ICDR Regulations.

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- d. The Proposed Allottee has not sold equity shares of the Company in the 90 trading days preceding the Relevant Date.
- e. the Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange where the equity shares of the Company are listed and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any circular or notification issued by SEBI thereunder.

In accordance with the provisions of Sections 42, 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said equity shares to the Proposed Allottee is being sought by way of a special resolution as set out in item no. 4 of the Notice.

Issue of the said equity shares would be well within the Authorised Share Capital of the Company.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 4 in the accompanying notice for approval by the members.

By Order of the Directors

Sd/-

Ms. Rajni Brar
Company Secretary

Place: Baddi

Date: 9th January 2026

Registered Office:

Beta Drugs Limited

Village Nandpur, Lodhimajra Road Baddi Distt Solan H.P.174101 **Phone: 01795 236196**

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CIN: L24230HP2005PLC028969

Registered office: Village Nandpur, Baddi, Distt. SOLAN-174101, Himachal Pardesh. Tel No. 01795-236196, Email: cs@betadrugslimited.com, Website: www.betadrugslimited.com

ATTENDANCE SLIP

(Please fill attendance slip and hand it over at the entrance of the meeting hall) Joint Shareholders may obtain additional slip on request

DP ID No. : _____

Client ID No. : _____

Ledger Folio No. : _____

NAME AND ADDRESS OF THE SHAREHOLDER: _____

No. of shares held _____

I hereby record my presence at the **EXTRA ORDINARY GENERAL MEETING** of the Company held on Wednesday, the 4th day of, **February 2026 at 11.30 a.m.** at Registered Office of the company situated at **Village Nandpur, Lodhimajra Road, Baddi, Distt Solan, H.P. 174101.**

• I certify that I am member/proxy of the company.

Signature of the shareholder or proxy

Note: You are requested to sign and handover this slip at the entrance of the meeting venue.

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Form No. MGT-11 Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): _____

Registered address: _____

E-mail Id: _____

Folio No/ Client Id-DP ID: _____

I/ We being the member (s) of shares of the above named company, hereby appoint

1. Name: [•]

Address: [•]

E-mail Id: [•]

Signature: [•], or failing him;

2. Name: [•]

Address: [•]

E-mail Id: [•]

Signature: [•].

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at **Extra ordinary General Meeting** of the Company held on Wednesday, the **4th day of February, 2026** at **11.30 a.m.** at **Village Nandpur, Lodhimajra Road, Baddi, Distt Solan, H.P. 174101** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr No.	Resolutions	Optional	
SPECIAL BUSINESS		For (✓)	Against (X)
1.	To approve the increase in authorised share capital of the company and consequent alteration in the capital clause of the memorandum of association of the company.		
2.	To approve Beta Drugs Limited Employee Stock Option Plan 2026:		
3.	To approve extending the benefits of Beta Drugs Limited Employee Stock Option Plan 2026 to the employees of the group companies including holding, subsidiary and associate companies of company.		
4.	To consider and approve the issue and offer of 2,83,668 (Two Lakh Eighty Three Thousand Six Hundred and Sixty Eight) Equity Shares of the Company of face value of INR 10 (Indian Rupees Ten) each, at a price of INR 1712.49 (Indian Rupees One Thousand Seven Hundred Twelve and Forty Nine Paisa) per Equity Share including a premium of INR 1702.49 (Indian Rupees One Thousand Seven Hundred Two and Forty Nine Paisa) per Equity Share to the persons listed out above.		

Signed this _____ day of _____ 2026

Signature of Shareholder: _____

Affix Revenue Stamp not less than INR 1/-

Signature of Proxy holder(s): _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. A proxy need not be a member of the company.

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**BALLOT FORM FOR EXTRA ORINARY GENERAL MEETING HELD AT REGISTERED OFFICE ON
WEDNESDAY, 4TH FEBRUARY, 2026 AT 11:30 A.M.**

Name of the member(s):	
Registered Address:	
Folio No	
No. of Shares	
*DP ID	
* Client ID	

* Applicable to holders holding shares in demat/electronic form

I/We hereby exercise my/our vote in respect to the Ordinary/Special Resolution to be passed through Postal Ballot for the Business stated in the Postal Ballot Notice by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the right mark (✓) at the appropriate box below:

Item No.	Item	Nature of Resolution	Assent (FOR) (✓)	Dissent (AGAINST) (X)
1.	To approve the increase in authorised share capital of the company and consequent alteration in the capital clause of the memorandum of association of the company.	Ordinary		
2.	To approve Beta Drugs Limited Employee Stock Option Plan 2026:	Special		
3.	To approve extending the benefits of Beta Drugs Limited Employee Stock Option Plan 2026 to the employees of the group companies including holding, subsidiary and associate companies of company.	Special		
4.	To consider and approve the issue and offer of 2,83,668 (Two Lakh Eighty Three Thousand Six Hundred and Sixty Eight) Equity Shares of the Company of face value of INR 10 (Indian Rupees Ten) each, at a price of INR 1712.49 (Indian Rupees One Thousand Seven Hundred Twelve and Forty Nine Paisa) per Equity Share including a premium of INR 1702.49 (Indian Rupees One Thousand Seven Hundred Two and Forty Nine Paisa) per Equity Share to the persons listed out above.	Special		

Place: Baddi

Date:

Signature of Member

CIN No.: L24230HP2005PLC028969

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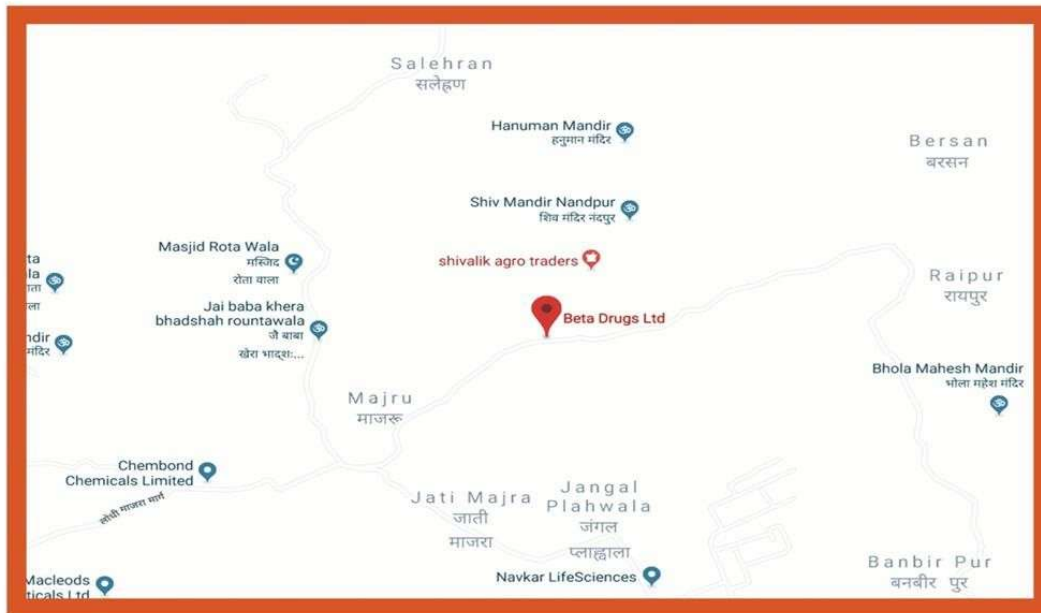
Website :- www.betadrugslimited.com

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EGM VENUE MAP



BETA DRUGS LIMITED

Registered Office:
Village Nandpur, Lodhimajra Road
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