



# BETA DRUGS LIMITED

BDL/PKL/SEC/2024  
19<sup>th</sup> October, 2024

To,  
National Stock Exchange of India Limited  
Exchange Plaza  
Bandra Kurla Complex  
Bandra East  
Mumbai 400051

**Script :-BETA**

Dear Sir,

**Subject:-** Notice of Extraordinary General Meeting (EGM) of Beta Drugs Limited

Pursuant to and in terms of the applicable SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed herewith a copy of Notice convening an Extraordinary General Meeting (EGM) of Beta Drugs Limited held on Tuesday, 12<sup>th</sup> November, 2024 at 10:30 A.M. at registered office of the company situated at Village Nandpur, Lodhimajra Road, Baddi Distt Solan, H.P - 174101, to transact the special business as contained in the said Notice. The same is for your information and record.

Thanking You

Your's faithfully

For Beta Drugs Ltd.

Rajni

Brar

Rajni Brar

Company Secretary

Digitally signed  
by Rajni Brar  
Date: 2024.10.19  
17:51:16 +05'30'

**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

**Website :-** [www.betadrugslimited.com](http://www.betadrugslimited.com)

**E-Mail :-** [info@betadrugslimited.com](mailto:info@betadrugslimited.com)



# BETA DRUGS LIMITED

## 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 **12<sup>th</sup> November 2024**, at registered office of the company situated at Village Nandpur, Lodhimajra Road, Baddi Distt Solan, H.P - 174101 at 10:30 a.m. to transact the following businesses:

### **SPECIAL BUSINESS**

#### **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 19<sup>th</sup> October 2024, approval of the Members be and is hereby accorded to increase in the authorized share capital of the Company from existing INR 10,00,00,000 (Indian Rupees Ten Crore) divided into 1,00,00,000 (One Crore) equity shares of INR 10 (ten) each (“**Equity Shares**”) to INR 10,50,00,000 (Indian Rupees Ten Crores Fifty lakh) divided into 1,05,00,000 (One Crore and Five 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 Authorized share capital of the Company is Rs 10,50,00,000 (Rupees Ten Crore Fifty lakh) divided into 1,05,00,000 (One Crore and Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

“**RESOLVED FURTHER THAT** the Board hereby authorizes Ms. Rajni Brar, company secretary ACS 24684, to undertake all such actions (including filing relevant forms with the authorities) to give effect to the resolution”

#### **2. ISSUANCE OF EQUITY SHARES AND COMPULSORY CONVERTIBLE DEBENTURES OF THE COMPANY ON PREFERENTIAL BASIS**

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), 71 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), read with the Companies (Prospectus and

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Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (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 (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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 and which may be agreed by the Members, and taking into consideration the resolution passed by the board of directors of the Company on 19 October 2024 approving the issuance of the CCDs and the Equity Shares to the Proposed Allottees (*as defined below*), the consent of the Members be and is hereby accorded to offer and issue:

- (a) 100 (One Hundred) fully paid-up equity shares of the Company (“**Equity Share**”) of face value of INR 10 (Indian Rupees Ten) each, at a price of INR 1,653.40 (Indian Rupees One Thousand Six Hundred and Fifty-Three and Forty Paise) per Equity Share including a premium of INR 1,643.40 (Indian Rupees One Thousand Six Hundred and Forty Three and Forty Paise) per Equity Share, on preferential basis, in a single tranche; and
- (b) 7,07,651 (Seven Lakh Seven Thousand Six Hundred and Fifty One) fully paid up unsecured compulsory convertible debentures of the Company (“**CCDs**”) of face value of INR 1,653.40 (Indian Rupees One Thousand Six Hundred and Fifty Three and Forty Paise) each, carrying a monthly coupon rate of 0.65% (Zero point Six Five), in a single tranche, at a conversion price of INR 1,653.40 (Indian Rupees One Thousand Six Hundred and Fifty Three and Forty Paise) per Equity Share, such that the total number of Equity Shares to be issued pursuant to conversion of all CCDs shall not exceed 7,07,651 (Seven Lakh Seven Thousand Six Hundred and Fifty One) Equity Shares (subject to any adjustments contemplated in the terms of the CCDs set out in **Annexure 1** (*Terms of CCDs*));

for a total consideration of INR 117,01,95,503.40 (Indian Rupees One Hundred and Seventeen Crores One Lakh Ninety Five Thousand Five Hundred and Three and Forty Paise), as approved by the board of directors of the Company at the board meeting held on 19 October 2024, to the following ‘Proposed Allottee’ as detailed herein below on such terms and conditions as set out herein and under the share subscription agreement proposed to be executed between the Proposed Allottees, the Company, and certain promoters of the Company, and on such other terms and conditions, as the Members may in their absolute discretion agree with Proposed Allottee:

Name of the proposed allottee	Number of Equity Shares offered	Subscription Amount payable against Equity Shares (INR)	No. of CCDs offered	Subscription Amount payable against CCDs (INR)	Total Subscription Amount (INR)
Healthquad Fund II (a scheme under Healthquad Trust II)	70	1,15,738.00	4,53,623	75,00,20,268.20	75,01,36,006.20
Inti Capital VCC - Inti Capital I	30	49,602.00	2,11,691	35,00,09,899.40	35,00,59,501.40
Generational Capital Breakout Fund 1	0	0.00	42,337	6,99,99,995.80	6,99,99,995.80
<b>Total</b>	<b>100</b>	<b>1,65,340.00</b>	<b>7,07,651</b>	<b>117,00,30,163.40</b>	<b>117,01,95,503.40</b>

(referred to as “**the Proposed Allottee**”)

**RESOLVED FURTHER THAT** the price of CCDs and the Equity Shares have been determined in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 considering the relevant date to be 11 October 2024, and such price meets the floor price requirements as set out under Regulation 164 of the SEBI ICDR Regulations,

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Equity Shares and CCDs to be offered, and issued to the Proposed Allottee in the Preferential Issue in terms of this resolution shall be subject to applicable laws and shall be made on the following terms and conditions: (1) the Proposed Allottee shall be required to bring in the entire consideration for the Equity Shares and CCDs to be allotted to the Proposed Allottee, on or before the date of allotment of the Equity Shares and CCDs; (2) the consideration for allotment of the Equity Shares and CCDs shall be paid to the Company from the bank account of the Proposed Allottee; (3) the Equity Shares and CCDs allotted to the Proposed Allottee shall be subject to the Memorandum and Articles of Association of the Company and shall be made fully paid up at the time of allotment; ; (4) the Equity Shares and CCDs shall be subject to lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.

**RESOLVED FURTHER THAT** the Equity Shares and CCDs 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** the monies received by the Company from the Proposed Allottee for subscription of the Equity Shares and CCDs pursuant to this preferential issue shall be kept by the Company in a separate account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** pursuant to section 42 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, draft Private Placement Offer Letter in Form PAS-4 together with an application form to be issued to the Proposed Allottees, be and are hereby approved by the Members.

**RESOLVED FURTHER THAT** the valuation report for the price of the Equity Shares and the CCDs as required under Section 62 of the Companies Act, 2013 and any other applicable laws, issued by Mr. Hitesh Jhamb, Registered Valuer (Registration No. IBBI/RV/11/2019/12355 ), be and hereby taken on record and approved by the Members.

**RESOLVED FURTHER THAT** the certificate from a practicing company secretary (required under Regulation 163(2) of the SEBI ICD Regulations) certifying that the issue through preferential allotment has been made in compliance SEBI ICDR Regulations, issued by Sandeep Kumar Rishi , Practicing Company Secretary (Registration No. FCS 4362 PCS 2445 ), 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 and CCDs 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 Allottee 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 Allottee and (c) to circulate the same to the Proposed Allottee along with the application form.

**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 and CCDs.

**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 is hereby 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 CCDs, 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 and CCDs, 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.

**3. APPROVAL OF SPECIAL RIGHTS PROPOSED TO BE GRANTED TO HEALTHQUAD FUND II (A FUND UNDER HEALTHQUAD TRUST II) AND Inti Capital VCC - Inti Capital I .**

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 applicable provisions of the Companies Act, 2013, if any, read with the rules made thereunder, Regulation 31B of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR**”) and other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time (in each case, including any statutory modification(s) or reenactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the rights proposed to be granted to Healthquad Fund II (a fund under Healthquad Trust II) (“**Investor 1**”) and Inti Capital VCC - Inti Capital I (“**Investor 2**”) under the shareholders’ agreement between Investor 1, Investor 2, the Company, the promoters of the Company, and certain other shareholders, which may qualify as special rights under Regulation 31B of the Listing Regulations be and is hereby approved.

**RESOLVED FURTHER THAT** in connection with the above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable including but not limited to execution of agreements, documents, instruments, writings and papers and filing of all necessary reports, returns, forms with the Ministry of Corporate Affairs or other authorities, and to settle all difficulties, doubts and questions that may arise in connection with any matter referred to or contemplated in the foregoing resolution, without being required to seek any further consent or approval of the Members of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any directors, committees, executives, officers or representatives of the Company or to any other person, as may be necessary and all actions taken by such persons in connection with any matter referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

**By Order of the Directors**

Sd/-

**Ms. Rajni Brar**  
**Company Secretary**

**Place: Baddi**

**Date: 19.10.2024**

**Registered Office:**

**Beta Drugs Limited**

Village Nandpur, Lodhimajra Road

Baddi Distt Solan H.P.174101

**Phone: 01795 236196**

**Website: [www.betadrugslimited.com](http://www.betadrugslimited.com)**

**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:  
  
**Link 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 Wednesday, 6<sup>th</sup> November, 2024.
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 3** 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.

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

The remote e-voting period begins on Saturday, **9<sup>th</sup> November, 2024 at 09:00 A.M.** and ends on Monday, **11<sup>th</sup> November, 2024 at 05:00 P.M.** During this period, Members holding shares as on Wednesday, **6<sup>th</sup> November, 2024** i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by Linkintime 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 **9<sup>th</sup> November, 2024 to 11<sup>th</sup> November, 2024** or Voting through poll paper during the EGM. 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 EGM.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

**Individual Shareholders holding securities in demat mode with NSDL:**

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “e-voting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**User not registered for IDeAS facility:**

- a) 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> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “e-voting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) 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.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “e-voting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1 – From Easi/Easiest**

**Users who have registered/ opted for Easi/Easiest**

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

**OR**

**Users not registered for Easi/Easiest**

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

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

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

**Individual Shareholders holding securities in demat mode with Depository Participant:**

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

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

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -
  - A. **User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
  - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘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).
  - ▶ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
  4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. 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).
4. 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 (“Corporate Body/ Custodian/Mutual Fund”):**

**STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

**STEP 2 –Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
  - a. ‘Investor ID’ -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
    - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
  - b. ‘Investor’s Name - Enter full name of the entity.
  - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
  - d. ‘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. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

**STEP 3 – Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

**METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.

- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

**VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) 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:**

**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for 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.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Forgot Password:**

**Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

*In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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 for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

**Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’

o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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”.

**InstaVote Support Desk  
Link Intime India Private Limited**

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

### **1. Increase in the authorized share capital of the Company**

The Members may note that the existing authorized share capital of the Company is INR 10,00,00,000 (Indian Rupees Ten Crores) which is divided into 1,00,00,000 (One Crore) equity shares of INR 10 (ten) each (“**Equity Shares**”). The Members to further note from item no. 2 of the Notice, that the Company is proposing to issue compulsorily convertible debentures (“**CCDs**”) and Equity Shares by way of preferential allotment and would thereby require adequate headroom in the authorized share capital to enable the conversion of CCDs and the issuance of the Equity Shares.

In this regard, and as approval by board of directors at the board meeting held on 19 October 2024, approval of the Members be and is hereby sought for the increase in the authorized share capital to INR 10,50,00,000 (Indian Rupees Ten Crores Fifty lakh) divided into 1,05,00,000 (One Crore and Five 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 the working hours upto the date of Extra Ordinary General Meeting and will also be placed in the meeting for the information of the members

### **2. Issuance Of Equity Shares and Compulsory Convertible Debentures of The Company On Preferential Basis**

The Board at their meeting held on 19 October 2024 considered and approved the proposal of raising funds by way of preferential issue of equity shares and unsecured compulsory convertible debentures to the Proposed Allottees, subject to receipt of necessary approvals from the Members of the Company, Registrar of Companies, Himachal Pradesh, stock exchanges where the equity shares of the Company are listed, and such other regulatory authorities as may be required.

In view of the above, the Board had pursuant to its resolution passed on 19 October 2024, subject to the consent of the Members of the Company, approved the issuance of

- (a) 100 (One Hundred) fully paid-up equity shares of the Company of face value of INR 10 (Indian Rupees Ten) each, at a price of INR 1,653.40 (Indian Rupees One Thousand Six Hundred and Fifty Three and Forty Paise Only) per Equity Share including a premium of INR 1,643.40 (Indian Rupees One Thousand Six Hundred and Forty Three and Forty Paise Only) per Equity Share, on preferential basis, in a single tranche (“**Equity Shares**”), and
- (b) 7,07,651 (Seven Lakh Seven Thousand Six Hundred and Fifty One) fully paid up unsecured compulsory convertible debentures of the Company (“**CCDs**”) of face value of INR 1,653.40/- (Indian Rupees One Thousand Six Hundred and Fifty Three and Forty Paise Only) each, carrying a monthly coupon rate of 0.65% (Zero point Six Five percent), in a single tranche, at a conversion price of INR 1,653.40/- (Indian Rupees One Thousand Six Hundred and Fifty Three and Forty Paise Only) per Equity Share,

for a total consideration of INR 117,01,95,503.40 (Indian Rupees One Hundred and Seventeen Crores One Lakh Ninety Five Thousand Five Hundred and Three and Forty Paise), to the following person (“**Proposed Allottees**”):

Name of the proposed allottee	Number of Equity Shares offered	Subscription Amount payable against Equity Shares (INR)	No. of CCDs offered	Subscription Amount payable against CCDs (INR)	Total Subscription Amount (INR)
Healthquad Fund II (a scheme under Healthquad Trust II)	70	1,15,738.00	4,53,623	75,00,20,268.20	75,01,36,006.20
Inti Capital VCC - Inti Capital I	30	49,602.00	2,11,691	35,00,09,899.40	35,00,59,501.40
Generational Capital Breakout Fund I	0	0.00	42,337	6,99,99,995.80	6,99,99,995.80
<b>Total</b>	<b>100</b>	<b>1,65,340.00</b>	<b>7,07,651</b>	<b>117,00,30,163.40</b>	<b>117,01,95,503.40</b>

In terms of Sections 23(1)(b), 42 and 62(1)(c), 71 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) read with Rule 14 the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and Regulation 160 of the SEBI ICDR Regulations, approval of the members by way of a special resolution is required to issue the Equity Shares and CCDs on preferential basis.

The Members should note that price and the number of Equity Shares and CCDs to be issued has been arrived in accordance with the pricing guidelines prescribed under Regulation 164 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) as on the relevant date i.e., 11 October 2024, to the Proposed Allottee, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

The Members should also note that the Company, the Proposed Allottee and certain promoters of the Company shall execute a share subscription agreement, for recording the terms and conditions of the Proposed Allottee’s proposed subscription of the Equity Shares and CCDs on preferential basis. The Proposed Allottee’s subscription of the Equity Shares and CCDs shall be subject to the completion of the conditions precedent under the share subscription agreement.

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

#### 1. Object of the preferential issue of equity shares:

Subject to applicable law, the Company shall utilize the proceeds from the preferential issue for funding capital investment or expenditure requirements of the Company and its subsidiaries (including, by way of investment in its subsidiaries) and other general corporate purposes. The Company will use the Subscription Amount for the following purposes:

#	Use of Funds	Estimated Amount (INR cr)	Timeline
1	To support acquisition, expansion and capital expenditure requirements of the Company and its subsidiaries (including, by way of investment in its subsidiaries)	92	Within 24 months from the date of allotment of CCDs
2	General Corporate	25	
	<b>Total</b>	<b>117</b>	

The fund requirement and the proposed utilization schedule are based on management estimates, market conditions, business needs and other commercial and technical factors, and the actual deployment of funds at each stage will depend on a number of factors such as financial, market and sectoral conditions, business performance and strategy, and other external factors (such as competitive environment, pandemic and related government requirements, employment and disposable income levels, demographic trends, technological changes, changing customer preferences and increasing regulations or changes in government policies), which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the net proceeds at the discretion of the Board, subject to compliance with applicable laws.

Pending utilization of the proceeds from the Preferential Issue, the Company may invest such proceeds in money/debt market instruments (including mutual funds and liquid funds), deposits in scheduled commercial banks, or any other avenues as permitted under applicable laws.

## 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

- (a) 100 (One Hundred) fully paid-up equity shares of the Company (“**Equity Share**”) of face value of INR 10 (Indian Rupees Ten) each, at a price of INR 1,653.40/- (Indian Rupees One Thousand Six Hundred and Fifty-Three and Forty Paise Only) per Equity Share including a premium of INR 1,643.40 (Indian Rupees One Thousand Six Hundred and Forty Three and Forty Paise) per Equity Share, on preferential basis, in a single tranche; and
- (b) 7,07,651 (Seven Lakh Seven Thousand Six Hundred and Fifty One) fully paid up unsecured compulsory convertible debentures of the Company (“**CCDs**”) of face value of INR 1,653.40/- (Indian Rupees One Thousand Six Hundred and Fifty Three and Forty Paise Only) each, carrying a monthly coupon rate of 0.65% (Zero point Six Five percent), in a single tranche, at a conversion price of INR 1,653.40/- (Indian Rupees One Thousand Six Hundred and Fifty Three and Forty Paise Only) per Equity Share, such that the total number of Equity Shares to be issued pursuant to conversion of all CCDs shall not exceed 7,07,651 (Seven Lakh Seven Thousand Six Hundred and Fifty One) 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”) and the equity shares are frequently traded in accordance with the SEBI ICDR Regulations. For the purpose of computation of the price per equity share, trading at the National

Stock Exchange of India Limited (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 Rs. 1653.40 (Indian Rupees One Thousand Six Hundred and Fifty Three and Forty Paise Only), being higher of the following:

- a) 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date which was Rs. 1,458.49; or
- b) 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date which was Rs. 1,653.35

#### 5. Relevant Date and Issue Price:

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 11 October 2024, i.e. the date 30 days prior to the date of the Extraordinary General Meeting i.e. 12 November 2024.

It is proposed to issue (a) Equity Shares at an issue price of INR 1,653.40/- (Indian Rupees One Thousand Six Hundred and Fifty Three and Forty Paise Only) (face value of INR 10 and premium of INR 1,653.40/- (Indian Rupees One Thousand Six Hundred and Forty Three and Forty Paise Only) per equity share) and (b) CCDs at an issue price of INR 1,653.40/- (Indian Rupees One Thousand Six Hundred and Fifty Three and Forty Paise Only) each, carrying a monthly coupon rate of 0.65% (Zero point Six Five percent) as determined on the Relevant Date which is in compliance with the provisions of SEBI ICDR Regulations.

#### 6. Shareholding Pattern of the Company before and after the preferential issue of equity shares and compulsory convertible debentures:

The shareholding pattern of the Company giving the position as on the latest available beneficial position statement dated 11.10.2024 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 and CCDs (on a fully diluted basis) is provided hereunder:

Sr. No.	Category	Pre-issue		Post-issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
<b>A</b>	<b>Promoters' holding</b>				
<b>1</b>	<b>Indian</b>				
	Individual	64,15,723	66.73%	64,15,723	62.16%
	Bodies corporate	-		-	
	Sub-total	64,15,723	66.73%	64,15,723	62.16%
<b>2</b>	<b>Foreign Promoters</b>	-		-	
	<b>Sub-total (A)</b>	<b>64,15,723</b>	<b>66.73%</b>	<b>64,15,723</b>	<b>62.16%</b>
<b>B</b>	<b>Non-Promoters' holding</b>				
<b>1</b>	<b>Institutional investors</b>	1,26,800	1.32%	8,34,551	8.09%
<b>2</b>	<b>Non-institution</b>				
	Private corporate bodies	8,29,128	8.62%	8,29,128	8.03
	Directors and relatives	-		-	
	Indian public	20,86,639	21.70%	20,86,639	20.22%
	Others (including NRIs)	1,55,500	1.62%	1,55,500	1.51%
	<b>Sub-total (B)</b>	<b>31,98,067</b>	<b>33.27%</b>	<b>39,05,818</b>	<b>37.84%</b>
	<b>GRAND TOTAL (A+B)</b>	<b>96,13,790</b>	<b>100%</b>	<b>1,03,21,541</b>	<b>100%</b>

The above shareholding pattern and percentage are based on capital as on 11<sup>th</sup> October, 2024 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 and CCDs shall be allotted within the timeline prescribed under Regulation 170 of the SEBI ICDR Regulations.

**8. Identity the Proposed Allottee and the percentage of post preferential issue capital that may be held by them:**

To meet the object of the issue, below Proposed Allottee, has shown its intent to subscribe to Equity Shares and CCDs of the Company.

Name of the Proposed Allottees	Category	Pre issue Shareholding		No. of equity shares to be allotted	No. of CCD shares to be allotted	Post issue Shareholding	
		Number	% of shares			Number	% of shares
Healthquad Fund II (a scheme under Healthquad Trust II)		0	0.00%	70	4,53,623	4,53,693	4.40%
Inti Capital VCC - Inti Capital I		0	0.00%	30	2,11,691	2,11,721	2.05%
Generational Capital Breakout Fund I		14,000	0.15%	0	42,337	56,337	0.55%

**9. 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 percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential allotment**

Name of the Proposed Allottees	Pre issue Shareholding		Post issue Shareholding		Details of Ultimate Beneficial Owners
	Number	% of shares	Number	% of shares	
Healthquad Fund II (a scheme under Healthquad Trust II)	0	0.0%	4,53,693	4.40%	Healthquad Capital Advisors Private Limited
Inti Capital VCC - Inti Capital I	0	0.0%	2,11,721	2.05%	Inti Capital VCC - Inti Capital I
Generational Capital Breakout Fund I	14,000	0.15%	56,337	0.55%	Generational Capital Breakout Fund I

**10. 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 and CCDs, there will be no change in the control or management of the Company. However, voting rights will change in relation to the shareholding pattern.

**11. 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

**12. Lock-in Period:**

The Equity Shares and CCDs 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.

**13. 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.

**14. Valuation for consideration other than cash and the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

This is not applicable in the present case as the proposed allotment is made for consideration in cash.

**15. Name and address of valuer who performed the valuation**

Mr. Hitesh Jhamb, CS, RV (SFA), LLB  
Address: 116, FF, L-1 Tower, Cloud 9, Sector-1, Vaishali 201010

**16. 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.

**17. Principle terms of assets charged as securities**

Not applicable

**18. Material terms of raising securities**

As stated above.

**19. Other Disclosures:**

- a. A copy of the certificate issued by Sandeep Kumar 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](http://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.

- 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 and 71 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. 2 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. 2 in the accompanying notice for approval by the members.

**3. Approval of Special Rights proposed to be granted to Healthquad Fund II (a fund under Healthquad Trust II) and Inti Capital VCC - Inti Capital I .**

The Members to note that certain special rights (such as board nomination rights, observer rights, etc.) is proposed to be provided to Healthquad Fund II (a fund under Healthquad Trust II) (“**Investor 1**”) and Inti Capital VCC - Inti Capital I (“**Investor 2**”) as per the terms of the shareholders’ agreement proposed to be executed the Company, Investor 1, Investor 2, and promoters of the Company

**By Order of the Directors**

**Sd/-**

**Ms. Rajni Brar**  
**Company Secretary**

**Place: Baddi**  
**Date: 19.10.2024**

**Registered Office:**  
**Beta Drugs Limited**  
Village Nandpur, Lodhimajra Road  
Baddi Distt Solan H.P.174101  
**Phone: 01795 236196**  
**Website: [www.betadrugslimited.com](http://www.betadrugslimited.com)**

**BETA DRUGS LIMITED**

CIN: L24230HP2005PLC028969

Registered office: Village Nandpur, Baddi, Distt. SOLAN-174101, Himachal Pardesh.

Tel No. 01795-236196, Email: [cs@betadrugslimited.com](mailto:cs@betadrugslimited.com), Website: [www.betadrugslimited.com](http://www.betadrugslimited.com)

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**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 **Tuesday, the 12<sup>th</sup> day of November, 2024 at 10.30 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.

**BETA DRUGS LIMITED**

CIN: L24230HP2005PLC028969

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

**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: \_\_\_\_\_, or failing him;

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 **Tuesday, the 12<sup>th</sup> day of November, 2024** at **10.30 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	
		For (✓)	Against (X)
SPECIAL BUSINESS			
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.	Issuance of Equity Shares and Compulsory Convertible Debentures of the company on Preferential Basis.		
3.	Approval of special rights proposed to be granted to Healthquad Fund II (A Fund under Healthquad Trust II) and Inti Capital VCC - Inti Capital I		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix Revenue Stamp not less than Rs 1/-

**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.**

**BETA DRUGS LIMITED**

CIN: L24230HP2005PLC028969

Registered office: Village Nandpur, Baddi, Distt. SOLAN-174101, Himachal Pardesh, Tel No. 01795-236196,

Website: www.betadrugslimited.com

**BALLOT FORM FOR EXTRA ORINARY GENERAL MEETING HELD AT REGISTERED OFFICE ON TUESDAY, 12.11.2024  
AT 10:30 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.	Issuance of Equity Shares and Compulsory Convertible Debentures of the company on Preferential Basis.	Special		
3.	Approval of special rights proposed to be granted to Healthquad Fund II (A Fund under Healthquad Trust II) and Inti Capital VCC - Inti Capital I	Special		

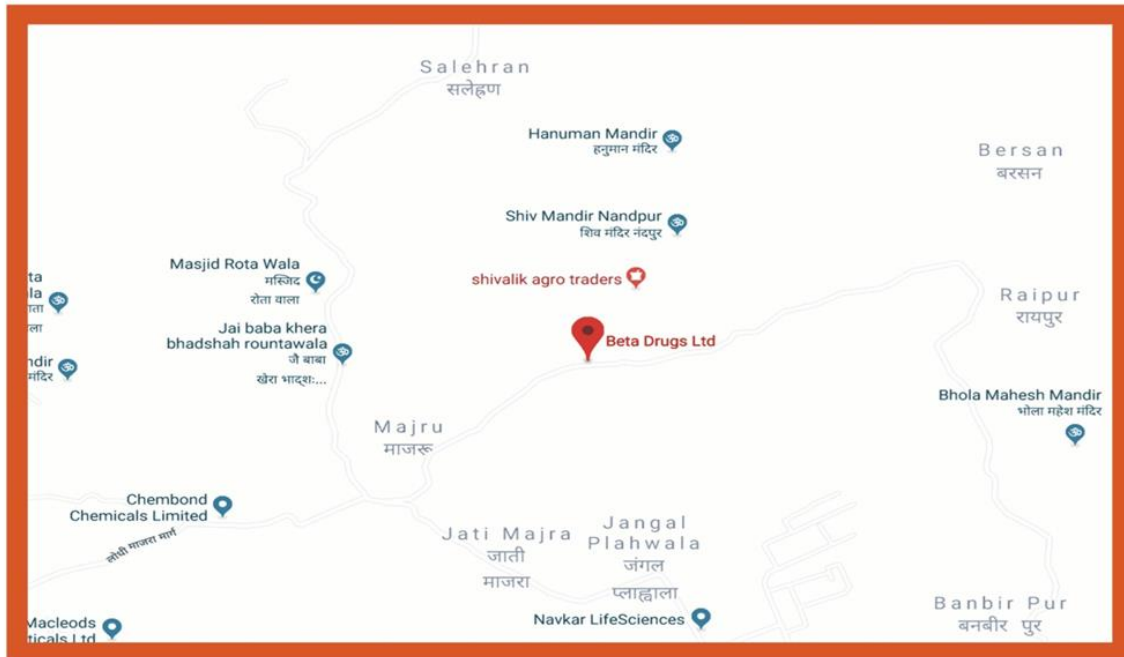
Place: Baddi

Date:

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 Signature of Member

# EGM VENUE MAP



## BETA DRUGS LIMITED

Registered Office:  
Village Nandpur, Lodhimajra Road  
Baddi, Distt Solan, H.P. 174101

## Annexure 1

### TERMS OF COMPULSORILY CONVERTIBLE DEBENTURES

Capitalized terms used and not defined herein shall have the meaning ascribed to them under the Shareholders' Agreement. The CCDs shall be subject to the terms and conditions contained herein and the relevant clauses of the Transaction Documents. The terms and conditions set out in this Annexure shall be binding on the Parties to the Agreement and shall be deemed to be incorporated in the body of the Agreement.

1. **Designation and Amount**: CCDs having a nominal value of INR 1,653.40.
2. **Rank**:
  - 2.1. The CCDs shall rank *first* in priority, as compared to any other securities in all respects as permitted under the Act and Applicable Law, and the additional specific rights attached to the CCDs with respect to interest payment and conversion will be as stated in the Agreement and in this **Annexure 1**.
  - 2.2. The CCDs shall be compulsorily convertible into Equity Shares in terms hereof.
3. **Coupon**

The CCDs shall be entitled to coupon of 0.65% per month compounded on monthly basis. and shall be payable in cash by the Company on the day preceding conversion of the CCD into Equity Shares as contemplated in Paragraph 4 herein below.
4. **Conversion**
  - 4.1. Subject to compliance with Applicable Laws, each CCD shall be converted into Equity Shares which at the time of conversion, shall be fully paid up, and shall have the same rights as held by the CCD holders prior to the conversion as more particularly set out in the Shareholders Agreement, and shall rank *pari passu* with all other Equity Shares of the Company in all respects.
  - 4.2. Subject to compliance with Applicable Laws, the holder of each CCD shall be at liberty to send a notice of conversion to the Company at any time after the expiry of 6 (six) months from the date of allotment but before the expiry of 17 (seventeen) months and 25 (Twenty five) days from the date of allotment. In the event that no conversion notice is received from the CCD holder by the Company prior to the expiry of 17 (seventeen) months and 25 (Twenty five) days, the CCD's shall automatically convert into Equity Shares, 1 (one) day prior to the expiry of 18 months from the date of allotment or such later date as may be mutually agreed upon in writing by the Company and the relevant holder of the CCD, subject at all times to applicable law.
  - 4.3. The Company covenants that: (i) prior to the allotment of the CCD's, it has reconstituted its authorized capital in such a manner so as to include provision for issue of such Equity Shares, consequent to the conversion of the CCD's as set out herein, (ii) subject to the terms of the Transaction Documents, all Equity Shares issuable upon the conversion of CCDs issued to a holder of CCDs, will, upon issuance and delivery, be duly authorized and validly issued, fully paid and free from all liens, claims, charges, Encumbrances, with respect to the issuances thereof, (iii) all Equity Shares issuable upon conversion of the CCDs, will be freely transferable, subject to the terms of the Transaction Documents and applicable law, and (iv) it will take all such actions necessary including filing of necessary forms with Governmental Authorities to effect the conversion of the CCD's to Equity Shares upon conversion of the CCDs in accordance with the terms and provisions of the Articles.

- 4.4. Each CCD shall be converted into Equity Shares at the ratio of 1:1 (“**Conversion Ratio**”) subject to the adjustments contemplated in paragraph 6 (*Adjustments*) below.
- 4.5. No fractional shares shall be issued upon conversion of the CCD, and the number of Equity Shares (to be issued shall be rounded to the nearest whole number.
- 4.6. The holders of CCD shall not be required to pay any amounts to the Company upon issuance and allotment of Equity Shares at the time of conversion. All costs in relation to the conversion of CCDs shall be borne by the Company.

5. **Manner of Conversion**

- 5.1. The following procedure shall apply to conversion of CCDs.
  - (a) The Company shall take all necessary corporate actions and obtain all necessary consents and issue the appropriate number of Equity Shares into which the CCDs are convertible in accordance with the Agreement.
  - (b) The Company shall, no later than 10 (ten) days from the surrender of the CCDs:
    - (i) require the depository to credit the relevant Equity Shares into the depository account of the CCD holders;
    - (ii) provide certified copies of all filings necessary to effect and validate the issue of the Equity Shares; and
    - (iii) Provide a certified true copy of the register of members of the Company showing the holder as the registered owner of the Equity Shares.

6. **Adjustments**

- 6.1. Subject to terms and conditions of this Agreement, the Articles and Applicable Law, the conversion price and the conversion ratio in effect from time to time for the CCDs, shall be subject to adjustments as follows:
  - (a) In the event of any Corporate Action, the Conversion Ratio of the CCDs, then in effect shall, concurrently with the effectiveness of such Corporate Action, be proportionately adjusted.
  - (b) In the event the Company makes, or fixes a record date for the determination of holders of Equity Shares entitled to receive, any distribution payable in property or in Securities of the Company, or in connection with the payment of dividend, then and in each such event, the holders of the CCDs at the time of converting the CCDs held by them shall receive, at the time of such distribution, the amount of property or the number of Equity Shares or dividend of the Company that it would have received, had the CCDs been converted into Equity Shares on the record date of such event.
  - (c) If the Equity Shares shall be changed into the same or a different number of shares of any other class or classes of shares or other securities or property, whether by capital reorganization, reclassification or otherwise, then each of the CCDs shall thereafter be convertible into such number of shares or other securities or property to which a holder of Equity Shares of the Company, deliverable upon conversion of such CCDs shall have been entitled, upon such reorganization, reclassification or other event.
- 6.2. Upon the occurrence of each adjustment of the CCD conversion price and conversion ratio, pursuant to this **Annexure 1**, the Company shall, upon the written request at any time of any

holder of CCDs, furnish or cause to be furnished to such holder a certificate setting forth (i) such adjustment and readjustment, (ii) the Conversion Price for such CCDs at the time in effect, and (iii) the number of Equity Shares and the amount, if any, that at the time would be received upon the conversion of a share of CCDs.

7. **Form, Denomination, Title and Exchange**

Subject to the relevant lock-in requirements under Applicable Laws, the CCDs shall be freely transferable by the Investor, subject to the terms of the Transaction Documents. Title to any CCDs shall pass by registering the transfer in the register of CCDs holders kept at the Company's registered office. In order to transfer any CCDs, the Investor must deliver such CCDs to the Company, along with the name of the proposed transferee, and the Company shall within 10 (ten) Business Days of receipt thereof, endorse the name of the transferee on such CCDs and record the name of the transferee in the register of the Company as holder of such CCDs.

The Company shall treat the registered holder of the CCDs as the absolute owner of such CCDs (whether or not such CCDs are overdue and notwithstanding any notice of ownership or writing thereon or notice of any previous loss or theft thereof) for the purpose of making payment of dividend, repayment of capital and for all other purposes as set forth in the Agreement and in these terms of CCDs.

8. **Others**

8.1. In the event that, for any reason whatsoever, the above transactions are not possible, then the Parties shall endeavour in good faith to achieve the commercial intent of the above provisions and for this purpose shall take all such actions which may be necessary in accordance with the terms of this Agreement.

8.2. The CCDs shall be governed and construed in accordance with the laws of India.

8.3. Subject to Applicable Law and this Agreement, the rights, privileges and conditions attached to the CCDs may be varied, modified or abrogated only with the consent of all the CCD holders.

8.4. All notices to the Investors required to be given under these Terms and Conditions of CCDs shall be given in accordance with the notice requirements of the Agreement.

8.5. **No Impairment.** The Company shall not avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company but shall at all times in good faith assist in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion rights of the holder of the CCD's against impairment. If any of the steps set out in this **Annexure 1** cannot be undertaken due to applicable Law, then the Company, the Promoters and the holders of CCD shall mutually discuss and agree on an alternative to achieve the adjustment as aforesaid. If any approval from Governmental Authority is required with respect to any of the steps set out in this **Annexure 1**, it shall be the obligation of the Company and the Promoters to obtain such approval.