

MINUTES OF EXTRAORDINARY GENERAL MEETING OF MEMBERS OF BETA DRUGS LIMITED HELD ON SATURDAY, THE 21ST DAY OF DECEMBER, 2024 AT REGISTERED OFFICE OF THE COMPANY SITUATED AT VILLAGE NANDPUR, LODHIMAJRA ROAD, BADDI, DISTT SOLAN, H.P. 174101 AT 10.00 A.M

DIRECTORS/MEMBERS PRESENT

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

Total 16 members were present in person in the meeting.

ATTENDANCE:

COMPANY SECRETARY & COMPLIANCE OFFICER

Mrs. Rajni Brar

SECRETARIAL AUDITOR

Mr. Dinesh Bhandari (Membership No. 5887)
(C.P. No. 10300)

Mr. Rahul Batra was elected unanimously as Chairman of the extra-ordinary general meeting ("EGM") by the members of Beta Drugs Limited ("Company").

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

The meeting commenced at 10:00 A.M. & concluded at 10.45 A.M

Mrs. Rajni Brar, Company Secretary and Compliance Officer of the Company, welcomed the members present and introduced all the dignitaries present at the EGM. Mr. Rahul Batra (DIN: 02229234) Chairman cum Managing Director of the Company, occupied the chair and conducted the proceedings of the EGM. The Chairman welcomed all the members present at the EGM. The requisite quorum being present, the Chairman called the meeting in order. The necessary documents mentioned in the notice calling EGM are open and available for inspection. With the consent of the members present, the notice convening the meeting were taken as read.

The Chairman then handed over the proceedings to Mrs. Rajni Brar, Company Secretary of the Company to proceed on his behalf and to appraise members about legal provisions regarding voting through e-voting procedure and voting by ballot paper during the meeting.

Mrs. Rajni Brar, Company Secretary stated that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company had provided electronic voting facility to the members to vote between 18th December, 2024 to 20th December, 2024 in proportion to their shareholding as on cutoff date of 16th December, 2024. She further informed the members that the scrutinizer for electronic voting Sh. Dinesh Bhandari, a Practicing Company Secretary was appointed for carrying out the e-voting in a fair and transparent manner. Mrs. Rajni Brar, Company Secretary further informed the members that in view of the General Circular No., 20/2014 dated June 17, 2014 issued by the Ministry of Corporate Affairs, voting by show of hands is not allowed in case of e-voting. Therefore, it was obligatory to provide similar voting facility to the members present in person at the EGM to vote in proportion to the shares held by them. She stated that the Poll will be conducted for voting on all the resolutions of special businesses as set out in item no 1



to 3 of the notice of the EGM. She also clarified that the poll will be taken in the end after consideration of all the items of the notice by members. She also clarified that as per provisions of the Rule 20 of the Companies (Management and Administration) Rules, 2014, any member who have already casted his / her vote through e-voting prior to the meeting, will be entitled to attend the meeting only but will not be entitled to cast vote again through ballot and only those members who had not participated in e-voting, will be entitled to cast their vote through ballot.

Then, Mr. Rahul Batra, Chairman also requested to Sh. Dinesh Bhandari, Practicing Company Secretary to scrutinize the poll process and votes given on the Poll and report thereon in the prescribed manner. 'Thereafter, the Chairman proceeded with the Agenda Items as per the Notice convening the EGM of the Company. Thereafter, the following business items were put for shareholder's approval:

SPECIAL BUSINESS:

1. ADOPTION OF THE RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY.

Proposed by Chairman

"RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and the relevant provisions of Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), and as approved by the Board of Directors on board meeting held on 27th November 2024, consent of the members of the Company is hereby accorded to adopt the restated articles of association, in substitution of and to the entire exclusion of the existing articles of association of the Company. A draft of restated articles of association, initialled by the Chairperson for the purpose of identification, has been circulated to the members of the Company."

"RESOLVED FURTHER THAT Mr. Rahul Batra, (DIN: 02229234), Chairman cum Managing Director, Mr. Varun Batra, (DIN:02148383) Joint Managing Director and Mrs. Rajni Brar, Company Secretary of the Company be and are hereby severally authorized to make any further amendments in the articles of association of the Company and finalize the same, sign, execute and submit all necessary documents, forms and applications (including filing of e-form MGT-14 with the jurisdictional Registrar of Companies), and generally to do all such acts, deeds and things as they may consider necessary or expedient to give effect to the aforementioned resolution."

"RESOLVED FURTHER THAT Mr. Rahul Batra, (DIN: 02229234), Chairman cum Managing Director, Mr. Varun Batra, (DIN:02148383) Joint Managing Director and Mrs. Rajni Brar, Company Secretary of the Company be and are hereby severally authorised to provide certified true copy of the aforesaid resolution to whomsoever it may concern."

Seconded by Mr. Varun Batra as a special resolution

2. APPOINTMENT OF MR. SANJAY SEHGAL, (DIN: 01235531) AS INDEPENDENT DIRECTOR OF THE COMPANY.

Proposed by Chairman

"RESOLVED THAT, pursuant to the provisions of sections 149, 152, and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Act and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to appoint Mr. Sanjay Sehgal (DIN:01235531) , as Independent Director of the Company for term

of 5 (five) years commencing from 27th November, 2024 till 26th November, 2029 and is not liable to retire by rotation."

"RESOLVED FURTHER THAT Mr Rahul Batra, Chairman cum Managing Director and/or Mr Varun Batra, Joint Managing Director of the Company be and are hereby severally authorized to file the requisite E-form with Registrar of Companies and to take all other actions as may be required in this regard."

Seconded by Mr. Balwant Singh as a special resolution

3. APPOINTMENT OF MR. AJAY MAHIPAL (DIN: 06949940) AS A DIRECTOR OF THE COMPANY.

Proposed by Chairman

"RESOLVED THAT pursuant to the provisions of section 161 of the Companies Act, 2013, and based on the recommendation of the Nomination and Remuneration Committee in their meeting held on 27th November, 2024, Mr. Ajay Mahipal (DIN: 06949940) was appointed as an Additional Director on 27th November, 2024 and shall hold office up to the date of the upcoming Annual General Meeting, be and is hereby appointed as a Director (Non-Executive) of the Company, liable to retire by rotation"

"RESOLVED FURTHER THAT pursuant to section 160 of the Companies Act, 2013, the requirements of deposit of amount shall not apply in case appointment of a director is recommended by the Nomination & Remuneration Committee of the Company."

"RESOLVED FURTHER THAT Mr. Rahul Batra (DIN:02229234), Chairman cum Managing Director of the Company and/or Mr. Varun Batra (DIN:02148383) Joint Managing Director of the company be and are hereby severally authorised to file necessary forms etc., with Registrar of Companies and generally to do all such other acts, deeds and things as may be necessary and incidental in connection with the above."

Seconded by Mr. Jai Bhagwan as a ordinary resolution

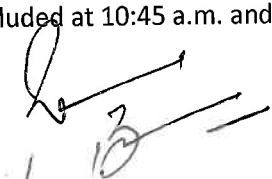
The company provided remote e-voting facility to its members therefore some of the members have voted thru remote e-voting and some of the members present in the meeting voted through poll paper. The Chairman authorized Mr. Dinesh Bhandari, Practising Company Secretary to act as scrutinizer for voting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

Vote of Thanks:

After completing all the business of the meeting, the Chairman declared the meeting as concluded at 10:45 a.m. and thanked the members for attending the meeting.

Date: 26.12.2024

Place:-Baddi


(Chairman)