



BDL/PKL/SEC/2019
25th March, 2019

BETA DRUGS LIMITED

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 on Monday, April 22, 2019 at 12:30 P.M. at Panchkula, to transact the special business as contained in the said Notice. The same is for your information and record.

Thanking You
Yours faithfully
For Beta Drugs Ltd.

Rajni

Rajni Brar
Company Secretary



CIN No.: U24230HP2005PLC028969

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

Export & Mktd Office : 1101, 11th Floor, Peninsula Park, Andheri West, Mumbai - 400053, Phone No. : +91-022-62360443

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

Website :- www.betadrugslimited.com
www.adleylab.com

E-Mail :- info@betadrugslimited.com
sales@adleylab.com



BETA DRUGS LIMITED

CIN NO.- L24230HP2005PLC028969

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

E-mail- cs@betadrugslimited.com

Website: www.betadrugslimited.com

Ph. 01795-236196

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of Beta Drugs Limited will be held on Monday, April 22, 2019 at Corporate Office of the company situated at SCO-184, Sector-5, Panchkula-134114 at 12.30 p.m. to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1- ISSUE OF EQUITY SHARES TO NON-PROMOTER ON A PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the **“CA 2013”**) (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (**“ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015 as amended from time to time (**“Listing Regulations”**) and any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchange where the shares of the company are listed and/or any other statutory / regulatory authority and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot **6,45,244 (Six Lakh Forty Five Thousand Two hundred Forty Four)** equity shares of the Company of the face value of **Rs. 10 (Rupees Ten)** each (**“Equity Shares”**) on preferential basis, at a price of **Rs. 91 (Rupees Ninety One)** which includes a premium of **Rs. 81 (Rupees Eighty One)** per Equity Share aggregating to **Rs. 5,87,17,204 (Rupees Five Crore Eighty Seven Lakh Seventeen Thousand Two Hundred Four)** in accordance with ICDR Regulations and other applicable laws, to the following subscriber:



Sr No.	Detail of Subscriber	No. of Equity Shares	Consideration
1.	Suryavanshi Commotrade Pvt Ltd Registered Office: 4A, Jackson Lane, 2 nd Floor, R.NO. 36, Kolkata, 700001. PAN No.:AADCS6807R	6,45,244	Rs. 5,87,17,204

“RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the **“Relevant Date”** for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be **March 22, 2019**, as the date 30 (thirty) days prior to the date of the Extraordinary General Meeting (to held on **April 22, 2019**) i.e. March 23, 2019 is a weekend/ holiday, the day preceding the weekend/ holiday is reckoned to be the relevant date.”

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects.”

“RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the statutory auditors of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act 2013, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscribers inviting the Subscribers to subscribe to the Equity Shares.”

“RESOLVED FURTHER THAT the monies received by the Company from the Subscriber for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the CA 2013.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the Equity Shares, **Mr. Vijay Kumar Batra, Chairman & Managing Director and/or Mr. Rahul Batra, Whole Time Director** of the Company, be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required



by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, stabilizing agent, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

Dated: 23.03.2019

Place: Baddi

Registered Office:

Village Nandpur, Lodhimajra Road

Baddi, DisttSolan H.P.

By Order of the Board of Directors

sd/-

Vijay Kumar Batra

Chairman & Managing Director

(DIN: 01083215)



NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.** A person can act as a 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 a proxy for any other person or shareholder.
2. A proxy in order to be valid, must be signed, dated, properly stamped and deposited either in person or through the post so as to reach the Company at its Registered Office at least 48 hours before the commencement of the meeting.
3. The relevant Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 in respect of the special business items (no. 1) is annexed hereto.
4. Attached is a Proxy Form with instructions for filling, stamping, signing and depositing the Proxy Form.
5. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
6. Members/Proxies should fill in the attendance slip for attending the meeting and carry the same to the meeting.
7. The Company, being listed on SME Exchange and in view of provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 is not required to provide remote e-voting facility to its members.
8. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Monday, April 15, 2019**. Any person who is in receipt of this notice but is not a member as on the cut-off date i.e. **Monday, April 15, 2019** should treat this notice for information purpose only. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of members of the Company will be entitled to vote
10. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID numbers and members who hold shares in physical form are requested to write their folio numbers in the attendance slip for attending the meeting.
11. Members are requested to notify any change of their address to the Company's Registrars and share transfer agent.
Link Intime India Pvt Limited. C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai-400083.
12. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing companies to send documents to their shareholders in the electronic mode. Pursuant to Sections 101 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies are permitted to serve



communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the Share Transfer Agent of the Company and register their email-id. Members holding shares in demat form are requested to register/ update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.

13. Members may also note that this notice will be available on the Company's website: www.betadrugslimited.com. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours, up to the date of the Meeting. Additionally, copies of the relevant documents are available for inspection at the registered office of the Company at **Village Nandpur, Lodhimajra Road, Tehsil Baddi, Distt Soaln, H.P. 174101** and will also be made available at the Meeting.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 - ISSUE OF EQUITY SHARES TO NON-PROMOTER ON A PREFERENTIAL BASIS

The Company proposes to offer, issue and allot equity shares to:

Sr No.	Detail of Subscriber	No. of Equity Shares	Consideration
1.	Suryavanshi Commotrade Pvt Ltd Registered Office: 4A, Jackson Lane, 2 nd Floor, R.NO. 36, Kolkata, 700001 PAN No.:AADCS6807R	6,45,244	Rs 5,87,17,204

on a preferential basis, which has been approved by the Board of Directors of the Company at its meeting held on March 23, 2019.

Approval of the members by way of special resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the “CA 2013”) as well as the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended (“ICDR Regulations”).

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given below:

(i) Objects of the Preferential Issue:

The proceeds of the preferential allotment is to be utilised for (i) working capital requirements; (ii) for acquisition of shares of Adley Lab Limited, a promoter owned company engaged in manufacturing & supplying of API to Beta Drugs Limited & Adley Formulations Pvt Ltd. (a wholly owned subsidiary of Beta Drugs Limited) which will help Beta Drugs to accelerate its share as India's leading manufacturer of Oncology drugs.

(ii) The total number of equity shares to be issued:

6,45,244 (Six Lakh Forty Five Thousand Two hundred Forty Four) Equity Shares.

(iii) Terms of Issue of the Equity Shares, if any.

The Equity Shares allotted in terms of this resolution shall rank pari passu with existing equity shares of the Company in all respects.

(iv) Relevant Date

The relevant date as per the ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is **March 22, 2019 (“Relevant Date”)** (Since the date 30 days prior to the date of proposed EGM i.e. March 23, 2019 falls on weekend, the day preceding the weekend is reckoned as relevant date i.e. **March 22, 2019**).



(v) Pricing of Preferential Issue:

The price of equity shares to be issued is fixed at **Rs.91** per equity share of **Rs.10/- each** in accordance with the price determined in terms of Regulation 164 of the ICDR Regulations.

(vi) Basis on which the price has been arrived at:

The Company is listed on **NSE Limited** and the equity shares of the Company are frequently traded in accordance with Regulation 164 of ICDR Regulations 2018.

In terms of ICDR Regulations, the equity shares shall be allotted at a price not less than higher of the following:

- Average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the stock exchange, during the twenty six weeks preceding the Relevant Date or
- Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the two weeks preceding the Relevant Date.

Accordingly, price per equity share of **Rs. 91/-** per equity share is higher than the price of **Rs. 90.59/-** which has been calculated in accordance with the above provisions.

Since the equity shares of the Company have been listed on the recognized stock exchange for a period of more than 26 weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share.

(vii) Intention of promoters / directors / key managerial personnel to subscribe to the offer:

None of the promoters, directors or key managerial personnel intend to subscribe to the proposed issue.

(viii) Class or classes of persons to whom the allotment is proposed to be made :

The Company proposed to issue equity shares to a non-promoter entity.

(ix) The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares 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

Sr. No.	Details of Subscriber	Category / Class of Subscriber	Pre Issue % holding	Number of Equity Shares proposed to be allotted	Post Issue % holding	Beneficial Ownership
1.	Suryavanshi Commotrade Pvt Ltd (PAN:AADCS6807R)	Non Promoter Body Corporate	nil	6,45,244	6.94%	Mr Ashish Kacholia (PAN:AADPK0757F)



- (x) The pre issue (as on 22.03.2019) and post issue shareholding pattern of the company in the following format:

Sr.	Category	Pre issue		Post issue	
		No. of shares held	%	No. of shares held	%
A.	Promoters Shareholding	6007210	69.45	6007210	64.63
	Indian				
1.	Individuals	6007210	69.45	6007210	64.63
	Body Corporate	-			
	Sub Total (A)	6007210	69.45	6007210	64.63
2	Foreign Promoters	-			
	Sub Total (B)	-			
	Total (A+B)	6007210	69.45	6007210	64.63
B	Non Promoters Shareholding				
1.	Institutional investors	0	0	0	
2.	Non Institution				
	Private Corporate Bodies	727422	8.41	1372666	14.77
	Directors and relatives	0	0	0	
	Indian Public	1663251	19.23	1663251	17.89
	Others including NRI	251617	2.91	251617	2.71
	Sub Total (C)	2642290	30.55	3287534	35.37
	Grand Total	8649500	100	9294744	100

- (xi) Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

- (xii) No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

- (xiii) Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in management or control of the Company pursuant to the issue of the equity shares.



(xiv) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable.

(xv) Lock in period:

The proposed allotment of the equity shares, shall be subject to a lock-in as per the requirements of ICDR Regulations.

(xvi) Auditors certificate:

A certificate from Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of ICDR Regulations shall be placed before the general meeting of the shareholders.

The Company and none of its promoters or directors is a wilful defaulter or a fugitive economic offender.

Relevant documents are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting. Additionally, copies of the relevant documents are available for inspection at the corporate office of the Company and will also be made available at the Meeting.

The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

Dated: 23.03.2019

By Order of the Board of Directors

Place: Baddi

Registered Office:

**Village Nandpur, Lodhimajra Road
Baddi, DisttSolan H.P.**

sd/-

**Vijay Kumar Batra
Chairman & Managing Director
(DIN: 01083215)**



BETA DRUGS LIMITED

CIN: L24230HP2005PLC028969

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

Tel No. 01795-236196, Email: cs@betadrugslimited.com, Website: www.betadrugslimited.com

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 **Monday, the 22nd day of April, 2019 at 12.30 p.m.** at Corporate Office of the company situated at **SCO-184, Sector 5, Panchkula, Haryana 134114.**

• 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 Pardesh.

Tel No. 01795-236196, Email: cs@betadrugslimited.com, 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/ Clint 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;

3. 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 **Monday, the 22nd day of April, 2019 at 12.30 p.m.** at Corporate Office of the company situated at **SCO-184, Sector 5, Panchkula, Haryana 134114** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr No.	Resolutions	Optional	
	SPECIAL BUSINESS	For (✓)	Against (X)
1.	ISSUE OF EQUITY SHARES TO NON PROMOTER ON A PREFERENTIAL BASIS		

Affix Revenue

Stamp not less than
Rs 1/-

Signed this _____ day of _____ 2019

Signature of Shareholder: _____

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.

