



Kabra Drugs Limited

CIN NO : L02423MP1989PLC005438

Regd. Off : 208, Swadesh Bhavan, 2 Press Complex, AB Road, Indore, Madhya Pradesh. Phone : +91 98846 24100

To
The Deputy Gen. Manager,
Dept.of Corporate Services,
BSE Ltd,
P.J. Tower, Dalal Street,
Mumbai – 400 001.

September 04, 2024

Security Code: 524322
Security ID: KABRADG

Subject: Submission of Notice of Annual General Meeting under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 35th Annual General Meeting of the company to be held on Monday, September 30, 2024.

This is for your information and records.

For Kabra Drugs Limited



Director
DIN: 02040505

NOTICE

Notice is hereby given that the 35th Annual General Meeting of the Members of KABRA DRUGS LIMITED, will be held at 208, Swadesh Bhavan, 2 Press Complex, AB Road, Indore, Madhya Pradesh - 452011 on Monday, 30th September 2024 at 10:00 A.M. to transact the following business:

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ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. BANGALORE VENKATAKRISHNAPPA ANANTHKUMAR (DIN No. 08644948) who retires by rotation, and being eligible, offers himself for re-appointment.
3. Appointment of M/S PPN And Company Chartered Accountants, (FRN:013623S) as Statutory Auditors and fixing their remuneration for an initial term of five years.

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee of the Board of Directors, M/s PPN and Company Chartered Accountants, (FRN:013623S) be and is hereby appointed as the Statutory Auditors of the Company in place of the retiring Statutory Auditors M/s. Rishi Sekhri & Associates., Chartered Accountants, for an initial term of five consecutive years and who shall hold office from the conclusion of this 35th Annual General Meeting till the conclusion of 40th Annual General Meeting to be held in the financial year 2028-29.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized to fix such remuneration and the reimbursement of out-of-pocket expenses, if any as may be determined by the Audit Committee and the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

4. To shift the Registered Office of the company:

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

“RESOLVED THAT pursuant to the provisions of Sections 12(4), 12(5), 12(6) & 13(4) of the Companies Act, 2013 and other applicable provisions, if any, the consent of the members of the company be and is hereby accorded to shift the registered office of the company from Shop 208, Swadesh Bhavan, 2 Press Complex, AB Road, Indore, Madhya Pradesh 452011 to No3, 2nd Floor, Swaminathan Street, West Mambalam, Chennai - 600033.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 12 and 13 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of members of the company be and is hereby accorded for substituting Clause II of the Memorandum of Association of the Company with the following clause:

II. The Registered office of the company will be situated in the state of Tamil Nadu.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorised to file all the necessary forms with the Registrar of Companies and to do all such acts, deeds, matters and things as are necessary for the purpose of giving effect to the above Resolution.

RESOLVED FURTHER THAT change in the place of registered office of the company be made in the name plates or board affixed at the registered office and in the letterheads, official publications, and documents of the company.”

5. To consider and approve the re-appointment of Mr. B V ANATHA KUMAR (DIN:08644948) as the whole-time director of the company for a term of 2 years.

To consider and, if thought fit, to pass, the following resolution as Special Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded to re-appoint Mr. B V Anatha Kumar (DIN:08644948) as a Whole-Time Director to hold office for a period of 2 years with effect from 30 September 2024

“RESOLVED FURTHER THAT, in the interest of the organization and in view of the current financial condition of the Company and the economy as a whole, Mr. B V Anatha Kumar (DIN:08644948) has consented to be re-appointed as the Whole-Time Director of the Company without any remuneration until the Company’s cash flows improve”.

“RESOLVED FURTHER THAT, the term of office of Mr. B V Anatha Kumar as a Whole Time Director shall be subject to retirement by rotation”.

6. Regularization of Mr. N. ARAVIND (DIN: 01895602) as Managing Director on the board of the company.

To consider and, if thought fit, to pass, the following resolution as a Special resolution:

"RESOLVED THAT pursuant to provision of Section 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) or re-enactment thereof), from time being in force, read with Schedule V of the Companies Act, 2013, including rules framed thereunder (the "Act"), based on the recommendation of the Nomination and Remuneration Committee and approval of the Board, consent of the Company be and hereby accorded to appoint Mr. N. Aravind (DIN: 01895602) who has signified his consent to be appointed as an Managing Director of the Company, to hold the office for a period of 5 (Five) years effective from 30 September 2024 on such terms and conditions and remuneration as set out in the appointment letter/agreement, to be entered into between the Company and Mr. N. Aravind (DIN: 01895602), material terms of which are set out in the Explanatory Statement annexed hereto, with liberty to the Board to alter and vary the terms and conditions of the said appointment letter/agreement in such manner as may be agreed between the Board and Mr. N. Aravind.

"RESOLVED FURTHER THAT in the absence of inadequacy of profits in any financial year during the tenure of Mr. N. Aravind as the Managing Director of the Company, he shall be paid the remuneration as set out in the Explanatory Statement referred to above as the Minimum Remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT Board of the Directors of the Company (hereinafter referred to as "Board" which term shall deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorized to sign and executed deeds, application, documents and writing that may be required on behalf of the Company and to do all necessary acts, deeds, matter and things, which may be necessary, proper and expedient to give effect to the above resolution."

7. Change in designation of Mr. KUNIAMUTHUR NANJAPPAN ANAND (DIN: 03230186) as the Executive Director of the company:

To consider and, if thought fit, to pass, the following resolution as special resolution:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with rules made there under and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to change in designation of MR. Kuniyamuthur Nanjappan Anand (DIN: 03230186) from Non-Executive Independent Director to Executive Director, liable to retire by rotation.

“RESOLVED FURTHER THAT any of the Director for the time being be and is hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies, Mumbai and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

By the order of the Board of Directors

For Kabra Drugs Limited

Sd/-

KN. ANAND
Director
DIN: 03230186

Indore
02.09.2024

NOTES:

1. A member entitled to attend, and vote is also entitled to appoint a proxy to attend and vote instead of himself/herself and the 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 this meeting. Members/ proxies should bring their attendance slip duly filled in order to attend the meeting. A person can act as proxy on behalf of members“ not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company.
2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereunder and forms part of the Notice.
3. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Register of Members and Share Transfer Register of the Company will remain close from Tuesday, September 24, 2024 to Monday, September 30, 2024 (both days inclusive).
5. Shareholders desiring any information as regards the accounts are requested to write to the Company at least 10 Days before the Annual General Meeting to enable the Management to keep the information ready.
6. The shareholders are hereby informed that all the correspondence in connection with the shares is addressed to the Registrar & Share Transfer Agent M/S Skyline Financial Services Pvt. Ltd, A/505, Dattani Plaza, Andheri-Kurla Road, Safeed Pool, Andheri (East), Mumbai, Maharashtra,400072.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Skyline Financial Services Pvt. Ltd.
8. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Skyline Financial Services Pvt. Ltd, for consolidation into single folio.
10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the Concerned Depository Participant and holdings should be verified.

11. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.

12. Electronic copy of the Notice of the 35th Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

13. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2023-2024 will also be available on the Company's website at www.kabradrugs.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours (11.00 A.M. to 5.00 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company. 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. For any communication, the shareholders may also send requests to the Company's investor email id: kabradrugs@gmail.com.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to physical voting to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically. E-voting is optional for the Members.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 27.09.2024 AT 09.00 A.M. and ends on 29.09.2024 AT 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e- Voting facility.

Pursuant to above-said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e- Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or 5) Click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to E-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote E-Voting period or joining virtual meeting & voting during the meeting.
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select “Register Online for IDeAS” “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e- Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Individual Shareholders (Holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. Both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <**KABRA DRUGS LIMITED** > on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xvii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at www.kabradrugs.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 29.09.2024 up to 5:00 pm without which the vote shall not be treated as valid.

Investor who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e., 23 September 2024 are requested to send the written / email communication to the Company at www.kabradrugs.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login- ID and Password for e-voting.

The Company has appointed CS JAY JAIN & ASSOCIATES, Practicing Company Secretary (Membership No. 55129 CP No. 23109) as the Scrutinizer for purpose of E voting to count the votes casted in favour or against the resolution proposed for all the items of the Notice as mentioned in the Notice and to comply with the provisions of Section 108 of the Companies Act, 2013

The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the 35th Annual General Meeting i.e., Monday, September 30, 2024.

AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT"), THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE BUSINESSES MENTIONED UNDER ITEM NUMBERS 4 AND 5 OF THE ACCOMPANYING NOTICE DATED AUGUST 14, 2024

ITEM NO. 4

Based on the recommendation of Nomination & Remuneration Committee by its resolution passed at the meeting held on August 14, 2024, the Board of Directors vide their resolution passed on August 14, 2024, re-appointed Mr. B V Anatha Kumar (DIN:08644948) as the whole-time Director of the Company subject to the approval of members of the Company.

In the interest of the organization and in view of the current financial condition of the Company and the economy as a whole B V Anatha Kumar (DIN:08644948) has consented to be re-appointed as the Whole-Time Director of the Company without any remuneration until the Company's cash flows improve. The Board of Directors considers the re- appointment of B V Anatha Kumar to be in the best interest of the Company.

The terms and conditions of his re-appointment are set out in the resolution proposed to be passed, including the following:

- a) Term of re-appointment – 2 Years. He shall be liable to retire by rotation.
- b) Remuneration- Nil

Brief profile covering the details of his qualification, experience etc. as required pursuant to Secretarial Standards on general meeting is annexed to this notice. The Board believes that the reappointment of B V Anatha Kumar (DIN:08644948) shall be greatly beneficial, especially in the operations of the Company.

The Directors, therefore, recommend the resolution appearing under the Item No.4 of the accompanying Notice for your approval.

None of the Directors, key managerial personnel and their relatives is concerned or interested in the resolutions

ITEM NO. 5

Based on the recommendation of Nomination & Remuneration Committee by its resolution passed at the meeting held on August 14, 2024 the Board of Directors vide their resolution passed on August 14, 2024 appointed Mr. N. Aravind (DIN: 01895602) as an Additional Director of the Company in the capacity of Managing Director for a term of 5 years with effect from 30 September 2024 In terms of section 160 of the Companies Act, 2013, the Board Governance, Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. N. Aravind as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

The Members may note that the Company has received a letter of consent from Mr. N. Aravind signifying his willingness to be appointed as Managing Director, a declaration under section 164 of the Companies Act, 2013 and other statutory disclosures/declarations as required under the law, the essential terms and condition of his appointment and remuneration are as under;

- a) Mr. N. Aravind shall be responsible for overseeing for the day to day operations and management of the Company and such other matters as identified by the Board from time to time. Mr. N. Aravind shall devote his whole time and attention to the business of the Company
- b) Period of Agreement: 5 Yersars
- c) Minimum Remuneration: In the event of loss or inadequacy of profits in any year during the tenure of the Managing Director shall be paid remuneration as above as minimum remuneration.
- d) Sitting fees: Mr. N. Aravind shall not be paid sitting fees for attending the Board meetings and meetings of the Committee in which he may be nominated as a member.

The Office of the Managing Director will not be liable to retire by rotation. Mr. N. Aravind does not hold any shares in the Company either by himself or for any other person on a beneficial person.

The draft of the appointment letter/agreement shall be open for inspection by the Members at the Registered office of the Company during the normal business hours on any working day, excluding Sunday. Having regard to his qualifications, experience and association with the Company, the Board of Directors considers that it will be in the interest of the Company to appoint Mr. N. Aravind as the Managing Director of the Company for a term of 5 years.

Your Directors recommend the Resolution set out in Item No. 5 of this AGM Notice to the Members for their consideration and approval by Special Resolution.

None of the Promoters, Directors, Key Managerial Personnel of the Company or their relative are in any way concerned or interested, financially or otherwise, in the Resolution except Mr. N. Aravind.

ITEM 6:

Mr. Kuniimuthur Nanjappan Anand was appointed as an Non- Executive Independent Director w.e.f. June 09, 2022. On the recommendation of Nomination and Remuneration Committee, the Board changed the designation of Mr. Kuniimuthur Nanjappan Anand from Non-Executive Independent Director to Executive Director, liable to retire by rotation, subject to approval of Members.

Mr. Kuniimuthur Nanjappan Anand has given his consent to be appointed as an Executive Director of the Company and necessary documents, including his consent in Form DIR 2, Disclosure of interest in other entities in Form MBP -1, Declaration in Form DIR 8 and Declaration of non-debarment from holding the office of Director pursuant to any SEBI order and MCA Order, has been received.

**By the order of the Board of Directors
For Kabra Drugs Limited**

Sd/-

**KN. ANAND
Director
DIN: 03230186**

**Indore
02.09.2024**

KABRA DRUGS LIMITED**CIN: L02423MP1989PLC005438****Reg. Office: 208, Swadesh Bhavan, 2 Press Complex, AB Road, Indore,
Madhya Pradesh - 452011, India.**

ANNUAL GENERAL MEETING On 30.09.2024 at 10.00 A.M. at registered office of the company

DP. Id*		Name & address of the registered shareholder
Client Id*		
Regd. Folio No.		

* Applicable for shareholding in electronic form.

I/We certify that I/We am/are a registered shareholder / proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the Annual General Meeting of the Company

Signature of Member/s/ Proxy**NOTE:** A member or his duly appointed Proxy willing to attend the meeting must fill-up this Admission Slip and hand over at the entrance.**PROXY FORM****Form No MGT-11**

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the companies (Management and Administration) Rules, 2014)

CIN	L02423MP1989PLC005438
Name of Company	KABRA DRUGS LIMITED
Reg. Office Address	208, Swadesh Bhavan, 2 Press Complex, AB Road, Indore, Madhya Pradesh – 452011.
Name of the Member	
Registered Address	
E Mail Id	
Folio No./Client ID	

I/We, being the member (s) of **KABRA DRUGS LIMITED** hereby appoint

Name			
Address			
E mail Id		Signature	

OR FAILING HIM

Name			
Address			
E mail Id		Signature	

OR FAILING HIM

Name			
Address			
E mail Id		Signature	

As my/ our Proxy to attend and vote for me/us on my/ our behalf at the Annual General Meeting of the Company to be held on 30.09.2024 at 10.00 A.M. at registered office of the company and at any adjournment thereof and respect of such resolution mentioned below:

Resolution No.	Resolution	*Optional	
		For	Against
Ordinary Business			
1	Adoption of financial statement for the year ended 31st March 2024, together with Auditors' Report and Directors' Report		
2	To appoint a director in place of Mr. BANGALORE VENKATAKRISHNAPPA ANANTHKUMAR (Din No. 08644948) who retires by rotation, and being eligible, offers himself for re-appointment.		
3	Appointment of M/S PPN And Company Chartered Accountants, (FRN:013623S) as Statutory Auditors and fixing their Remuneration for an initial term of 5 years.		
Special Business			
4	RESOLVED FURTHER THAT, to shift registered office of the Company from 208, Swadesh Bhavan, 2 Press Complex, AB Road, Indore, Madhya Pradesh - 452011, India. to Kabra Drugs Ltd, No: 3, 2nd Floor, Swaminathan Street, West Mambalam, Chennai - 600 033,		
5	Approve The Re-Appointment of Mr. B V Anatha Kumar (Din:08644948) as The Whole-Time Director of the Company for a term of 2 years		
6	Regularization of Mr. N. Aravind (Din: 01895602) as Managing Director on the Board of the Company		
7	Change In Designation of Mr. Kuniyamuthur Nanjappan Anand (Din: 03230186) as The Executive Director of the Company:		

Signed on this day of 2024.

Affix Revenue Stamp

Signature of shareholder/ Signature of Proxy

NOTE:

1. 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.
2. For the Resolution, Explanatory Statement and Notes, please refer to Notice of the Annual General Meeting forming part of the Annual report
3. *It is Optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Route Map to the venue of



