



Kabra Drugs Limited

CIN NO : L02423MP1989PLC005438

Regd. Off : Shop No. 270, Shastri Market, Indore, Madhyapradesh. Phone : +91 98846 24100

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

24 January 2024

Security Code: 524322
Security ID: KABRADG

Subject: Submission of Notice of Extra Ordinary 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 Extra Ordinary General Meeting of the company to be held on Saturday, February 17, 2024.

This is for your information and records.

For Kabra Drugs Limited

Director
A.Anitha



NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the Members of KABRA DRUGS LIMITED (CIN: L02423MP1989PLC005438) will be held on Saturday, February 17, 2024, at 4.30 P.M. at its Registered office at Shop No. 270, Shastri Market, Indore, Madhya Pradesh – 452 001, India to transact the following business.

SPECIAL BUSINESS:

I. Increase in authorised share capital of the company and consequential amendment of the capital clause in 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, Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder (including any amendment thereto or re-enactment thereof) and any other applicable laws, the memorandum of association and articles of association of the Company, consent of the members of the Company (“Members”) be and is hereby accorded for increase in the authorized share capital of the Company from the existing Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each, to Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by creation of 1,50,00,000 (One Crore Fifty Lakhs) additional equity shares of Rs. 10/- (Rupees Ten Only) each, ranking pari passu in all respect with the existing Equity Shares of the Company as per the memorandum and articles of association of the Company.

RESOLVED FURTHER THAT consequently, pursuant to the provisions of Section 13 and Section 61 of the Companies Act, 2013 read with the applicable rules framed there under (including any amendment thereto or re-enactment thereof), consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the memorandum of association of the Company, by substituting in its place the following: -

“Clause V. The authorized share capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10 (Rupees Ten Only) each and with the rights privileges and conditions attaching there to as or provided by the regulations of the Company for the time being with the power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into several classes and attach there to respectively such preferential rights privileges or conditions as may be determined by or in accordance with the regulation of the company and to vary. Modify or abrogate any such rihts, privileges or conditions in such manner as may be for the time being be provided by the regulation of the Company.”

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection, including seeking all necessary approvals and to file any forms/ documents to be filed with the with the Registrar of Companies as may be necessary and incidental to give effect to the aforesaid.

II. To Offer, Issue and Allot Equity Shares on Preferential Basis to Non-Promoters.

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”); and in accordance with the provisions of the Memorandum and Articles of Association of the Company (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (“ICDR Regulations”); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015, (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, stock exchange and/or any other statutory / regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, 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 56,90,500 (Fifty Six Lakhs Ninety Thousand Five Hundred) equity shares having face value of Rs. 10/- (Rupee Ten) each fully paid-up (“Equity Shares”) of the Company to Non-Promoter on preferential basis at a price of Rs. 10/- (Rupees Ten Only) per share (i.e. at par) as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 165 and 166A of the Chapter V of the SBEI ICDR Regulations and on such other terms and conditions as may be determined in accordance with the SBEI ICDR Regulations or other applicable provisions of the law as may be prevailing at the time, to the following:

Sr. No.	Name of the proposed allottee	Nature of persons who are ultimate beneficial owner	Category	Allottee is: QIB / MF / FI / Trust /	No. of Equity Shares
1.	Udit Aggarwal	Udit Aggarwal	Non-	Non-QIB	50,000
2.	Bosco Armando Menezes	Basco Armando	Non-	Non-QIB	75,000
3.	Emily Bosco Menezes	Emily Bosco	Non-	Non-QIB	75,000
4.	Joaquina Azavedo	Joaquina Azavedo	Non-	Non-QIB	50,000
5.	Rahul Aggarwal (HUF)	Karta: Rahul Aggarwal Coparcener Ridhima Aggarwal Ridhivika Aggarwal	Non-Promoter	Non-QIB	50,000
6.	Kartik Bathla	Kartik Bathla	Non-	Non-QIB	100,000
7.	Vandana Sachdeva	Vandana Sachdeva	Non-	Non-QIB	50,000
8.	Ranjana Kanda	Ranjana Kanda	Non-	Non-QIB	200,000
9.	Some Nath Paul (HUF)	Karta: Some Nath Paul Coparcener Shruti Gupta Paul	Non-Promoter	Non-QIB	50,000
10.	Santosh Kumari Gupta jointly with Dwarka Dass Gupta	Santosh Kumari Gupta jointly with Dwarka Dass Gupta	Non-Promoter	Non-QIB	50,000
11.	Vishal Sanjay Mehta	Vishal Sanjay	Non-	Non-QIB	75,000
12.	Rahul Ishwarlal Velani	Rahul Ishwarlal	Non-	Non-QIB	75,000
13.	Madhvi Ashvinbhai Varsani	Madhvi Ashvinbhai Varsani	Non-Promoter	Non-QIB	50,000
14.	Miral Hemantbhai Bhoot	Miral Hemantbhai	Non-	Non-QIB	200,000
15.	Hemant Kadvabhai Bhoot	Hemant Kadvabhai	Non-	Non-QIB	100,000
16.	Bhuva Nikunj Ramjibhai	Bhuva Nikunj	Non-	Non-QIB	100,000

17.	Bhuva Jalpaben Nikunjibhai	Bhuva Jalpaben Nikunjibhai	Non-Promoter	Non-QIB	50,000
18.	Ghetiya Hansaben Dhirajlal	Ghetiya Hansaben Dhirajlal	Non-Promoter	Non-QIB	50,000
19.	Shraddhabahen Sagarkumar Ghetia	Shraddhabahen Sagarkumar Ghetia	Non-Promoter	Non-QIB	100,000
20.	Sumit Gogia	Sumit Gogia	Non-	Non-QIB	50,000
21.	Rishabh Kothari	Rishabh Kothari	Non-	Non-QIB	50,000
22.	Divyansh Rungta	Divyansh Rungta	Non-	Non-QIB	50,000
23.	Neeraj Gupta	Neeraj Gupta	Non-	Non-QIB	50,000
24.	Sonika Aggarwal	Sonika Aggarwal	Non-	Non-QIB	50,000
25.	Gladis Menezes	Gladis Menezes	Non-	Non-QIB	200,000
26.	Farahan Karim Amalani	Farahan Karim	Non-	Non-QIB	200,000
27.	Priyam Samir Shah	Priyam Samir Shah	Non-	Non-QIB	350,000
28.	Neethu Josemon	Neethu Josemon	Non-	Non-QIB	50,000
29.	Beena Gupta	Beena Gupta	Non-	Non-QIB	50,000
30.	Shanker Narayan Gupta	Shanker Narayan	Non-	Non-QIB	20,000
31.	Asha Gupta	Asha Gupta	Non-	Non-QIB	50,000
32.	Sagar Punni	Sagar Punni	Non-	Non-QIB	50,000
33.	Neha Khanna	Neha Khanna	Non-	Non-QIB	50,000
34.	Anwar Abdullah	Anwar Abdullah	Non-	Non-QIB	50,000
35.	Ritu Gulati	Ritu Gulati	Non-	Non-QIB	50,000
36.	Akhil Agarwal	Akhil Agarwal	Non-	Non-QIB	50,000
37.	Ghansham Das Gilada	Ghansham Das	Non-	Non-QIB	100,000
38.	Anju Kabra	Anju Kabra	Non-	Non-QIB	50,000
39.	Marakkannu Marakkannu	Marakkannu	Non-	Non-QIB	50,000
40.	Naresh Ramgopal Shah	Naresh Ramgopal	Non-	Non-QIB	50,000
41.	Bhavik A Vihoti	Bhavik A Vihoti	Non-	Non-QIB	100,000
42.	Suresh Mangilal Somani	Suresh Mangilal	Non-	Non-QIB	50,000
43.	Chandraprakash Jamnalal Kabra	Chandraprakash Jamnalal Kabra	Non-Promoter	Non-QIB	400,000
44.	Jasvindarkaur Makhija	Jasvindarkaur	Non-	Non-QIB	100,000
45.	Makhija Arpitsingh Raghuvirsingh	Makhija Arpitsingh Raghuvirsingh	Non-Promoter	Non-QIB	50,000
46.	Praveen Kumar Saboo	Praveen Kumar	Non-	Non-QIB	105,000
47.	Meeraben B Shah	Meeraben B Shah	Non-	Non-QIB	50,000
48.	Hemant Manubhai Chhabaria	Hemant Manubhai Chhabaria	Non-Promoter	Non-QIB	50,000
49.	Madhusudan Loya	Madhusudan Loya	Non-	Non-QIB	50,000
50.	Srinarayan Attal	Srinarayan Attal	Non-	Non-QIB	100,000
51.	Rajendrakumar S Jain	Rajendrakumar S	Non-	Non-QIB	200,000
52.	Hardik Mahendrakumar Shah (HUF)	Karta: Hardik Mahendrakumar Shah Coparcener Shah Unnathi Hardik	Non-Promoter	Non-QIB	100,000
53.	Muralidharan R	Muralidharan R	Non-	Non-QIB	457,000
54.	K N Anand	K N Anand	Non-	Non-QIB	658,500
	Total				56,90,50

RESOLVED FURTHER THAT in accordance with SEBI (ICDR) Regulations, the ‘Relevant Date’ for determination of the issue price of Equity Shares, shall be, January 18, 2024, the date 30 (Thirty) days prior to the date of the Extra Ordinary General Meeting (“Relevant Date”) on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu (including as to entitlement to voting powers and dividend) in all respects with the existing equity shares of the Company and the shares so issued, offered and allotted be in dematerialized form.

RESOLVED FURTHER THAT the Equity Shares allotted on preferential basis shall be locked-in for such period as prescribed in SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the equity shares shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said equity shares is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from CS Jay Jain, Practicing Company Secretary (Membership No. 55129 CP No. 23109) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Board (including any committee thereof) be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as stock exchange and other appropriate authority may impose at the time of their approval and as agreed to by the Board.

FURTHER RESOLVED THAT for the purpose of giving effect to the aforesaid special resolution under Sections 42 and 62 of the Companies Act, 2013, the Board of Directors (which term shall include any duly constituted and authorized Committee thereof) of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) and to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto and also to seek listing of such equity shares on BSE where the shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchange and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to

the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT** any of the Directors of the Company of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Registered Office:

Shop No. 270,
Shastri Market, Indore,
Madhya Pradesh – 452 001, India

Place: Indore, Madhya Pradesh

Date: 23/01/2024

By order of the Board of Directors
For, KABRA DRUGS LIMITED



A handwritten signature in black ink, appearing to read 'Anitha'.

A Anitha
Director

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
2. All documents referred to in the Notice and the Explanatory Statement, and requiring Members' approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be electronically available for inspection. Members can inspect the same by sending an email to kabradrugs@gmail.com.
3. A Member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of her/him and a proxy need not be a member of the Company. In case of joint holders attending the EGM, 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.
4. Proxy form, in order to be effective, must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the Extraordinary General Meeting.
5. A proxy need not be a member of the Company.
6. Members/Proxy holder/Authorised Representative are requested to bring duly filled Attendance Slip enclosed herewith along with their copy of the Notice to attend the Meeting.
7. Bodies Corporate can be represented at the meeting by such person(s) as are authorised. Copies of Resolution under Section 113(1)(a) of the Companies Act, 2013, authorising such person(s) to attend the meeting should be forwarded to the Company prior to the meeting.
8. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.

9. Members, Proxies and Authorised Representatives are requested to bring to the meeting their copy of notice, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID.
10. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their name, postal address, E-mail Address, Contact Numbers, Permanent Account Number (PAN), Mandates, Power of Attorney, bank details such as name and branch of the Bank, Bank Account Number, IFSC Code, MICR Code etc. to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company Registrar and Transfer Agents to provide efficient and better services.
11. To support the 'Green Initiative' and pursuant to MCA and SEBI the circular the Notice of the EGM is being sent by electronic mode only to all the Members whose e-mail addresses are registered with the Company/Depositories. Members who have not registered their e-mail addresses, may register their E-Mail addresses. Members also requested to note that the Notice will also be available on the Company's website www.kabradrugs.com.
12. The Board of Directors has appointed CS Jay Arvind Jain & Associates, Practicing Company Secretary (Membership No. 55129 CP No. 23109) as Scrutinizer for conducting the voting process in a fair and transparent manner.
13. The Scrutinizer shall immediately after the conclusion of voting at the EGM and count the votes cast during the EGM and make not later than 48 hours of conclusion of the EGM. A consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
14. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.kabradrugs.com.
15. Map for the EGM venue is given at the end of the notice.
16. E- Voting Through Electronics means. (Please refer Shareholder Instructions For E-Voting for information)

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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. 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.

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>
---	--

The voting period begins on 14th Feb 2024 and ends on 16th Feb 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 9th Feb 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 the 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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 abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 toll free no. 1800 22 55 33
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 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting 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.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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 <Company Name> 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@kingsinfra.com (designated email address by company), if they have

voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 1) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
- 2) For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

Registered Office:

Shop No. 270,
Shastri Market, Indore,
Madhya Pradesh – 452 001, India

Place: Indore, Madhya Pradesh

Date: 23/01/2024

By order of the Board of Directors
For, KABRA DRUGS LIMITED



A handwritten signature in black ink, appearing to read "Anitha".

A Anitha:
Director

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

The following statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

Item No 1:

In line with the long-term business plan of the Company, additional capital would be required in order to fund the overall business growth, future expansion and the operational needs of the Company. Hence to accommodate any fund raising by way of issuance of equity shares, the Board of Directors in their meeting duly held on January 23, 2024, decided, subject to members approval, to increase the Authorized Share Capital as per applicable provisions of the Companies Act, 2013 and rules made there under from Rs. 5,00,00,000 (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs) Equity shares of Re. 10/- each (Rupees Ten) to Rs. 20,00,00,000 (Rupees Twenty Crores Only) divided into 2,00,00,000 (One Crores) Equity Share of Rs. 10/- each (Rupees Ten Only), ranking pari-passu in all respect with the existing Equity Shares of the Company.

Consequently, the existing clause V of the Memorandum of Association of the Company needs to be altered accordingly for deletion of the previous authorized share capital and substitution of the proposed increased Authorized Share Capital.

The aforesaid increase in Authorized Share Capital and subsequent alteration of Clause V of Memorandum of Association will require approval of the Members through Ordinary Resolution.

The proposed resolution is in the interest of the Company and your Directors recommend the resolution set out in the Notice as Item No. 1 for your approval.

None of the Directors and Key Managerial Personnel of the Company or their relatives are directly or indirectly concerned or interested in the Resolutions.

Item No 2:

To expand the business operations and to meet the increased fund requirements of the Company, the Board of Directors at their meeting held on January 23, 2024, had considered and approved (subject to the approval of the members of the Company and such other approvals as may be required) the proposal for raising funds by way of issuance of Equity Shares on a preferential basis to Non-Promoters as mentioned in the resolution no. 2.

Since the Company is a listed Company, the proposed Preferential Issue is in terms of the provisions of the SEBI (ICDR) Regulations 2018 (as amended), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any, and Sections 42 and 62(1) of the Companies Act, 2013, read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014.

The information as required under SEBI (ICDR) Regulations 2018 and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

1. Objects of the Preferential issue:

To meet general business requirements addressing Working Capital needs as well as expansion through marketing activities, creation of company's own brand and other business expenses.

2. Maximum number of specified securities to be issued:

The Company intends to issue 56,90,500 equity shares of face value Rs. 10/- per equity share of the Company to non-promoters for cash consideration at par as determined under Regulation 165 read with Regulation 166A of SEBI (ICDR) Regulations, 2018.

3. Amount which the company intends to raise by way of such securities.

The Company intends to raise Rs.5,69,05,000 /- (Rupees Five Crores Sixty-Nine Lakhs Five Thousand Only) by way of issue of 56,90,500 equity shares of face value Rs. 10/- per share of the Company at par on preferential basis to non-promoters.

4. Intention of promoters / directors / senior management / key managerial personnel of the Company to subscribe to the offer; Contribution being made by the promoters or directors either as part of the preferential allotment or separately in furtherance of the object:

Except Non-Executive Independent Director Mr. K N Anand who proposes to subscribe 6,58,500 equity shares in the proposed preferential issue, none of the other promoters or Directors / Senior Management / Key Management Personnel have the intention to subscribe to the offer.

5. Shareholding Pattern before and after the proposed preferential issue:

SR.NO	CATEGORY	No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
A	Promoters' holding:				
1	Indian				
	Individual	0	00.00	0	00.00
	Bodies Corporate	0	00.00	0	00.00
	Sub Total	0	00.00	0	00.00
	Foreign Promoters	--	--		
	Sub Total (A)	0	00.00	0	00.00
B	Non-Promoters' holding:				
1	Institutional Investors	--	--	--	--
2	Non-Institutional Investors				
	Private corporate bodies	1,09,945	2.51	1,09,945	1.10
	Directors and relatives	--	--	--	--
	Indian public	42,10,946	95.95	97,01,446	96.25
	Others [including HUF, NRI,	67,709	1.55	2,67,709	2.65
	Sub Total (B)	43,88,600	100.00	1,00,79,100	100.00
	GRAND TOTAL (A+B)	43,88,600	100.00	1,00,79,100	100.00

*The above shareholding pattern has been prepared on the basis of shareholding as on January 12th, 2024, as provided by the Registrar and Share Transfer Agent.

#The post issue shareholding percentage is arrived after considering all the preferential allotments of equity shares proposed to be made under this notice.

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

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as foresaid 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, whichever is later.

7. Principal terms of assets charged as securities - None.**8. 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:**

Sr. No	Name as per PAN	Pre-Issue			Proposed Allotment (No. of Equity Shares)	Post -Issue		
		Category	Holding	%		Category	Holding	%
1	Udit Aggarwal	Non-Promoter	0	0	50,000	Non-Promoter	5,000	0.50%
2	Bosco Armando Menezes	Non-Promoter	0	0	75,000	Non-Promoter	7,500	0.74%
3	Emily Bosco Menezes	Non-Promoter	0	0	75,000	Non-Promoter	7,500	0.74%
4	Joaquina Azavedo	Non-Promoter	0	0	50,000	Non-Promoter	5,000	0.50%
5	Rahul Aggarwal (HUF)	Non-Promoter	0	0	50,000	Non-Promoter	5,000	0.50%
6	Kartik Bathla	Non-Promoter	0	0	100,000	Non-Promoter	100,000	0.99%
7	Vandana Sachdeva	Non-Promoter	0	0	50,000	Non-Promoter	5,000	0.50%
8	Ranjana Kanda	Non-Promoter	0	0	200,000	Non-Promoter	200,000	1.98%
9	SOME NATH PAUL(HUF)	Non-Promoter	0	0	50,000	Non-Promoter	5,000	0.50%
10	Santosh Kumari Gupta / Dwarka Dass Gupta	Non-Promoter	0	0	50,000	Non-Promoter	5,000	0.50%
11	Vishal Sanjay Mehta	Non-Promoter	0	0	75,000	Non-Promoter	7,500	0.74%
12	Rahul Ishwarlal Velani	Non-Promoter	0	0	75,000	Non-Promoter	7,500	0.74%
13	Madhvi Ashvinbhai Varsani	Non-Promoter	0	0	50,000	Non-Promoter	5,000	0.50%
14	Miral Hemantbhai Bhoot	Non-Promoter	0	0	200,000	Non-Promoter	200,000	1.98%
15	Hemant Kadvbhai Bhoot	Non-Promoter	0	0	100,000	Non-Promoter	100,000	0.99%
16	Bhuva Nikunj Ramjibhai	Non-Promoter	0	0	100,000	Non-Promoter	100,000	0.99%

17	Bhuva Jalpaben Nikunjibhai	Non- Promoter	0	0	50, 000	Non- Promoter	5 0,000	0.50%
18	Ghetiya Hansaben Dhirajlal	Non- Promoter	0	0	50, 000	Non- Promoter	5 0,000	0.50%
19	Shraddhabahen Sagarkumar Ghetia	Non- Promoter	0	0	100, 000	Non- Promoter	100 ,000	0.99%
20	Sumit Gogia	Non- Promoter	0	0	50, 000	Non- Promoter	5 0,000	0.50%
21	Rishabh Kothari	Non- Promoter	0	0	50, 000	Non- Promoter	5 0,000	0.50%
22	Divyansh Rungta	Non- Promoter	0	0	50, 000	Non- Promoter	5 0,000	0.50%
23	Neeraj Gupta	Non- Promoter	0	0	50, 000	Non- Promoter	5 0,000	0.50%
24	Sonika Aggarwal	Non- Promoter	0	0	50, 000	Non- Promoter	5 0,000	0.50%
25	Gladis Menezes	Non- Promoter	0	0	200, 000	Non- Promoter	200 ,000	1.98%
26	Farahan Karim Amalani	Non- Promoter	0	0	200, 000	Non- Promoter	150 ,000	1.98%
27	Priyam Samir Shah	Non- Promoter	0	0	350, 000	Non- Promoter	300 ,000	3.47%
28	Neethu Josemon	Non- Promoter	0	0	50, 000	Non- Promoter	5 0,000	0.50%
29	Beena Gupta	Non- Promoter	0	0	50, 000	Non- Promoter	5 0,000	0.50%
30	Shanker Narayan Gupta	Non- Promoter	0	0	20, 000	Non- Promoter	2 0,000	0.20%
31	Asha Gupta	Non- Promoter	0	0	50, 000	Non- Promoter	5 0,000	0.50%
32	Sagar Punn	Non- Promoter	0	0	50, 000	Non- Promoter	5 0,000	0.50%
33	Neha Khanna	Non- Promoter	0	0	50, 000	Non- Promoter	5 0,000	0.50%
34	Anwar Abdullah	Non- Promoter	0	0	50, 000	Non- Promoter	5 0,000	0.50%
35	Ritu Gulati	Non- Promoter	0	0	50, 000	Non- Promoter	5 0,000	0.50%
36	Akhil Agarwal	Non- Promoter	0	0	50, 000	Non- Promoter	5 0,000	0.50%
37	Ghansham Das Gilada	Non- Promoter	0	0	100, 000	Non- Promoter	100 ,000	0.99%
38	Anju Kabra	Non- Promoter	0	0	50, 000	Non- Promoter	5 0,000	0.50%
39	Marakkannu Marakkannu	Non- Promoter	0	0	50, 000	Non- Promoter	5 0,000	0.50%
40	Naresh Ramgopal Shah	Non- Promoter	0	0	50, 000	Non- Promoter	5 0,000	0.50%
41	Bhavik A Vihoti	Non- Promoter	0	0	100, 000	Non- Promoter	100 ,000	0.99%
42	Suresh Mangilal Somani	Non- Promoter	0	0	50, 000	Non- Promoter	5 0,000	0.50%

43	Chandraprakash Jamnallal Kabra	Non- Promoter	0	0	400 ,000	Non- Promoter	400, 000	3.97%
44	Jasvindarkaur Makhija	Non- Promoter	0	0	100 ,000	Non- Promoter	100, 000	0.99%
45	Makhija Arpitsingh Raghuvirsingh	Non- Promoter	0	0	50 ,000	Non- Promoter	50 ,000	0.50%
46	Praveen Kumar Saboo	Non- Promoter	0	0	105 ,000	Non- Promoter	105, 000	1.04%
47	Meeraben B Shah	Non- Promoter	0	0	50 ,000	Non- Promoter	50 ,000	0.50%
48	Hemant Manubhai Chhabaria	Non- Promoter	0	0	50 ,000	Non- Promoter	50 ,000	0.50%
49	Madhusudan Loya	Non- Promoter	0	0	50 ,000	Non- Promoter	50 ,000	0.50%
50	Srinarayan Attal	Non- Promoter	0	0	100 ,000	Non- Promoter	100, 000	0.99%
51	Rajendrakumar S Jain	Non- Promoter	0	0	200 ,000	Non- Promoter	200, 000	1.98%
52	Hardik Mahendrakumar Shah (HUF)	Non- Promoter	0	0	100 ,000	Non- Promoter	100, 000	0.99%
53	Muralidharan R	Non- Promoter	0	0	457 ,000	Non- Promoter	457, 000	4.53%
54	K N Anand	Non- Promoter	0	0	658 ,500	Non- Promoter	658, 500	6.53%
Total			0	0	56,90,500		56,90,500	56.46%

9. In terms of SEBI (ICDR) Regulations, 2018, the Company hereby undertakes that:

- It shall re-compute the price of the Equity Shares issued in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so.
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Equity Shares shall continue to be locked- in till the time such amount is paid by the proposed allottees.

As the Equity Shares have been listed for a period of more than 26 (twenty-six) weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

10. 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.

11. Pricing of Preferential Issue:

The Board has fixed the price of Rs 10/- (Rupees Ten Only) per equity share as the issue price. This is higher than the price determined in terms of Regulation 165 and 166A of the SEBI ICDR Regulations. The pricing certificate is issued by CS Jay Arvind Jain, Practicing Company Secretary (Membership No. 55129 CP No. 23109) having his office at Jay Aravind Jain & Associates | Company Secretaries, 159, First Floor, Raghuleela Mega Mall, Poisar Gymkhana Road, Behind Poisar Depot, Kandivali (West), Mumbai 400067 and the valuation report is issued by IBBI Registered Valuer M/s V. S. Jadon & Co. Valuers LLP (IBBI Regn No. IBBI/RVE/02/2023/191) having its office at J-1031, 1St floor, Akshar Business Park, Plot No. 03, Sector 25, Vashi, near APMC Market, Navi Mumbai-400703 Both the documents are available

on website of the company at www.kabradrugs.com. The said certificate shall also be available for inspection at the registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting and all also be available during the Extra Ordinary General Meeting.

12. Basis on which the price would be arrived at

The Equity Shares of the Company are listed on BSE Limited (“Stock Exchanges”). The Equity Shares are infrequently traded in terms of the SEBI ICDR Regulations.

In terms of the provisions of the Regulation 165 read with Regulation 166A of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Company has obtained valuation report from the IBBI Registered Valuer M/s V. S. Jadon & Co. Valuers LLP (IBBI Regn No. IBBI/RVE/02/2023/191) having its office at J-1031, 1st floor, Akshar Business Park, Plot No. 03, Sector 25, Vashi, near APMC Market, Navi Mumbai -400703 who has determined the value per equity share of the company at Rs.10/-

The Board has fixed the floor price as Rs.10/- (Rupees Ten Only) per equity share (at par) and the said price fixed by the Board is equal to the prices determined in terms of the SEBI ICDR Regulations and other applicable provisions.

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

Not Applicable.

14. Relevant Date

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for this Preferential Allotment of equity shares is January 18, 2024 being the 30 days prior to the date of Extra Ordinary General Meeting.

15. Change in control if any consequent to preferential issue

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares.

16. 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:

Not Applicable

17. Lock-in period

The Shares to be offered, issued and allotted shall be subject to Lock-in as provided under the provisions of ICDR Regulations. The entire pre preferential shareholding of the above allottees, if any, shall be locked-in from the relevant date up to the period of 90 trading days from the date of trading approval as per Regulation 167 of the ICDR Regulations.

18. Compliance Certificate from CS Jay Jain, Practising Company Secretary

A copy of the certificate, from CS Jay Arvind Jain, Practising Company Secretary (Membership No. 55129 CP No. 23109) having his office at Jay Arvind Jain & Associates | Company Secretaries, 159, First Floor, Raghuleela Mega Mall, Poisar Gymkhana Road, Behind Poisar Depot, Kandivali (West), Mumbai 400067 certifying that the issue of equity shares on preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra

Ordinary General Meeting. The said Certificate will be uploaded on the website of the Company at www.kabradrugs.com.

19.Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Mr. K N Anand is interested in Resolution No. 2 relating to approval for issue of equity shares of the Company on preferential basis. Other than Mr. K N Anand, none of the other Directors of the Company are interested in any of the resolutions proposed above.

20.Other disclosures

In accordance with SEBI ICDR Regulations,

- i. The Company has not allotted equity shares on preferential basis in the financial year.
- ii. Neither the Company nor any of its Promoters and Directors has been declared as a wilful defaulter or a fraudulent borrower or a fugitive economic offender.
- iii. The pre- preferential holding of the proposed allottees are in dematerialized form.
- iv. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of both the resolutions as set out for your approval.

Registered Office:

Shop No. 270,
Shastri Market, Indore,
Madhya Pradesh – 452 001,
India

Place: Indore, Madhhya Pradesh

Date: 23/01/2024

By order of the Board of Directors
For, KABRA DRUGS LIMITED



A handwritten signature in black ink, appearing to read "Anitha".

A Anitha
Director

ATTENDANCE SLIP

DP ID/Client ID/Folio No

No. of shares held.

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the **Extra Ordinary General Meeting of the Company held on 17th Day of February 2024, at 4:30 P.M.** at its Registered office Shop No. 270, Shastri Market, Indore, Madhya Pradesh – 452 001, India.

Name of the Member

Name of the Proxy

Signature

Note: Please complete this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall. Members are requested to bring their copy of this Notice for reference at the meeting.

ROUTE MAP FOR EXTRA ORDINARY GENERAL MEETING OF KABRA DRUGS LIMITED

Date: 17 Day of February 2024

Time: 4:30 P.M.

Venue: Shop No. 270, Shastri Market, Indore, Madhya Pradesh – 452 001, India.



PROXY FORM

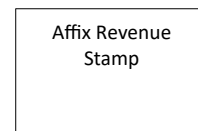
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):	
Registered Address:	
Folio No./Client Id.:	DP ID:
E-mail Id:	

I/We, being the member(s) of the above named Company hold Shares hereby appoint:

1	Name :	Address :
	E-mail Id :	Signature :
or failing him/her		
2	Name :	Address :
	E-mail Id :	Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extra Ordinary General Meeting of the Company to be held on 17th February 2024** and any adjournment thereof in respect of such resolution as indicated in ballot paper.



Note:

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Extra Ordinary General Meeting.
2. A proxy need not be a member of the Company.
3. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% 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.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
6. For the resolutions, explanatory statements and notes please refer Notice of Extra Ordinary General Meeting.

Form No. MGT 12
BALLOT PAPER/ POLLING PAPER

Name(s) of Member(s) (in BLOCK/ CAPITAL Letters)	
Registered Address	
DP ID / Client ID or Folio No	
No. of equity shares held	

I/ We hereby exercise my/ our vote in respect of the following resolution(s) as set out in the Notice of Extra Ordinary General Meeting (EGM) of Company held on **Saturday, the 17th February, 2024, at 4:30 P.M. at Shop No. 270, Shastri Market, Indore, Madhya Pradesh – 452 001, India** which is proposed to be placed for consideration of members at the aforesaid Extra Ordinary General Meeting of the Company, by recording my/ our assent and/ or dissent to the said Resolution(s) in the following manner:

Res. No.	Resolution	Optional		
		For	Against	Abstain
	Special Business			
1	To Increase Authorized Capital			
2	To Offer, Issue and Allot Equity Shares on Preferential Basis to Non-Promoters			

***Please put a tick mark in appropriate column against the resolution(s) indicated above. In case the shareholder/ proxy wishes his/ her vote**

Signed this _____ day of _____ 2024

Signature of Shareholder

Signature of Proxy holder(s)