



Kabra Drugs Limited

CIN NO : L02423MP1989PLC005438

Regd Off: 208, Swadesh Bhavan, 2 Press Complex, AB Road, Indore, Madhya Pradesh – 452 011. Phone : +91 9884624100

Date: 3rd December 2025

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

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 Friday, December 26, 2025.

This is for your information and records.

For Kabra Drugs Limited

Nanjappan Aravind
Managing Director
(DIN: 01895602)



KABRA DRUGS LIMITED

(CIN: L02423MP1989PLC005438)

Registered Office: 208, Swadesh Bhavan, 2 Press Complex, AB Road, Indore, Madhya Pradesh - 452011, India.

Mobile: +91 9884624100, Email: kabradrugs@gmail.com, www.kabradrugs.com

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the Members of Kabra Drugs Limited will be held on 26th December 2025, Friday, at 09.00 A.M. at Ginger Hotel, Chhoti Khajrani, A.B Road, Indore, Madhya Pradesh 452008, to transact the following business.

SPECIAL BUSINESS:

1. TO APPOINT MS. RITU TIWARI (DIN: 11040362), AS NON EXECUTIVE INDEPENDENT DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Section 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, pursuant to the recommendation of Nomination and Remuneration Committee and Board at their meetings held on 28th November, 2025, Ms. Ritu Tiwari (DIN: 11040362) who was appointed as Additional Non-Executive Independent Director of the Company w.e.f. 8th October, 2025, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Non-Executive Independent Director of the Company for the first term of five consecutive years effective from 8th October 2025 till 7th October 2030 and shall not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Nanjappan Aravind, Managing Director and Chief Financial Officer & Company Secretary of the Company be and are severally hereby authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution.

2. TO APPOINT MS. NIKITA SINHA (DIN: 11126745), AS NON EXECUTIVE INDEPENDENT DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Section 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, pursuant to the recommendation of Nomination and Remuneration Committee and Board at their meetings held on 28th November, 2025, Ms. Nikita Sinha (DIN: 11126745) who was appointed as Additional Non-Executive Independent Director of the Company w.e.f. 8th October, 2025, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Non-Executive Independent Director of the Company for the first term of five consecutive years effective from 8th October 2025 till 7th October 2030 and shall not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Nanjappan Aravind, Managing Director and Chief Financial Officer & Company Secretary of the Company be and are severally hereby authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution.”

3. TO APPROVE & REVISE THE REMUNERATION PAYABLE TO MR. KUNIAMUTHUR NANJAPPAN ANAND:

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, consent of the Members of the Company be and are hereby accorded to pay remuneration including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year to Mr. Kuniyamuthur Nanjappan Anand, Director of the Company, by way of commission or otherwise, of an amount not exceeding Rs. 72,00,000/- per annum (Rupees Seventy-Two Lakhs Only) which may be in excess of the net profits of the Company computed in the manner stipulated in Section 198 of the Act.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded for payment of aforesaid remuneration even if due to the above payment the total managerial remuneration is in excess to the overall-all limit specified in section 197 of the act for the respective year.

RESOLVED FURTHER THAT the board be and is hereby authorized to do, perform and execute all such acts, deeds, things and to settle all question arising out of incidental thereto, and to give such directions as may be necessary or arise in regard to or in connection with any such matter as it may, in its absolute discretion, deem fit to give effect to this resolution.

4. TO MAKE LOAN(S) AND TO GIVE GUARANTEE(S), PROVIDE SECURITY(IES) OR MAKE INVESTMENT(S) IN TERMS OF SECTION 186 AND SECTION 185 OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 185, Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in supersession of earlier resolutions passed in this regard, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall include any duly constituted Committee thereof) to make loan(s) and/or give guarantee(s) or provide security(ies) in connection with any loan(s) made to, and/or make investment(s) by way of subscription, purchase or otherwise in the securities of, any person or body corporate, including subsidiaries, joint ventures, associates or any other entity, whether in India or abroad, up to an aggregate limit of ₹ 200,00,00,000 (Rupees Two Hundred crores only), notwithstanding the fact that such loans, guarantees, securities or investments may exceed the limits prescribed under Section 186(2) of the Act.”

“RESOLVED FURTHER THAT any loan(s), guarantee(s), security(ies) or investment(s) to any entity covered under Section 185 of the Act shall be made strictly in compliance with the exemptions, conditions and restrictions prescribed under the said section and applicable rules.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise and execute all such deeds, documents, agreements, papers and writings as may be required, and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or desirable for the purpose of giving effect to this resolution, including filings with the Registrar of Companies and disclosures under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

5. TO APPOINT MRS. TWINKLE AGARWAL AS SECRETARIAL AUDITOR OF THE COMPANY:

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

RESOLVED THAT pursuant to the provisions of Section 204(1) of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any (including any statutory modifications, amendments, or re-enactments thereof), consent of the Members be and are hereby accorded for the appointment of Mrs. Twinkle Agarwal, Practicing Company Secretary, as the Secretarial Auditor of the Company for a period of five financial years commencing from the financial year 2025–2026 to 2029–2030 at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT Mr. Nanjappan Aravind, Managing Director and Chief Financial Officer & Company Secretary of the Company be and are severally hereby authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution.

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

Place: Indore

Date: 28th November 2025

**Sd/-
Nanjappan Aravind
Managing Director
(DIN:01895602)**

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend and vote on a poll instead of himself / herself and such proxy/proxies need not be a member of the company. duly completed instrument of proxies in order to be effective must be reached the registered office of the company not less than 48 hours before the scheduled time of the meeting.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), is annexed hereto and forms part of this Notice.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company, provided a member holding more than 10% of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
4. Corporate members intending to send their authorised representative to attend the Extra Ordinary General Meeting (EGM) are requested to ensure that the authorised representative carries a certified copy of the Board resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the meeting.
5. 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.
6. For the convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, annexed to the Proxy Form. Members/Proxies are requested to bring the attendance slip duly filled in and to affix their signature at the place provided on the Attendance Slip and hand it over at the counters at the venue. Copies of the Notice or Attendance Slips will not be made available at the Extra Ordinary General Meeting venue.
7. Members who hold the shares in the dematerialized form are requested to incorporate their DP ID Number and Client ID Number in the Attendance Slip/Proxy Form, for easier identification of attendance at the Meeting.

GREEN INITIATIVE: SEBI & the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment.

Members holding shares in physical mode are requested to register their e-mail ID's with M/s. **Skyline Financial Services Pvt. Ltd.**, the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants in case the same is still not registered.

If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to their respective depository participants in respect of shares held in electronic form.

Members who wish to register their email ID can download the 'Green Initiative' form from the Company's website viz. www.kabradrugs.com

8. Notice of this Extra Ordinary General Meeting is available on the website of the Company www.kabradrugs.com.
9. The Company is having agreements with NSDL and CDSL to enable Members to have the option of dealing and holding the shares of the Company in electronic form. Any member desirous to dematerialise his holding may do so through any of the depository participants. The ISIN of the equity shares of the Company is INE323K01017.
10. SEBI has mandated the submission of Permanent Account Number by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company/RTA. SEBI has also mandated the submission of copy of the PAN card to the Company/RTA by the transferee(s) as well as transferor(s) for registration of transfer of securities.

11. The Shareholders are requested to update the contact address and are requested to notify immediately any change in their address, exclusively on separate letter without clubbing it with any other request, for quicker attention directly to the Company's Share Transfer Agent.
12. Members who are holding shares in the same name or in the same order of names, under different folios, are requested to notify the same to the Registrar and Share Transfer Agent for consolidation of their shareholding into a single folio.
13. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
14. The Board of Directors has appointed M/s. Jay Jain & Associates, Practicing Company Secretaries (Membership No. 55129 CP No. 23109) as Scrutinizer for conducting the voting process in a fair and transparent manner.

Members are requested to send all communications relating to shares, change of address etc. to the Registrar and Share Transfer Agents at the following address:

M/s. Skyline Financial Services Pvt. Ltd,
A/505, Dattani Plaza,
Andheri-Kurla Road, Safeed Pool,
Andheri (East), Mumbai,
Maharashtra – 400 072.
Email: subhashdhingreja@skylinerta.com

If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).

15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of Companies (Management and Administration) Rules, 2014, companies can serve annual reports and other communications through electronic mode to those members who have registered their e-mail address either with the company or with the depository. Hence, members are requested to provide their email address to the Company/the Registrar and Transfer Agent or update the same with their depositories to enable the Company to send the documents in electronic form.
16. In terms of Section 101 and 136 of the Companies Act, 2013 read with the relevant Rules made there under, the copy of the Annual Report including Financial statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ids with their respective Depository Participants or with the share transfer agents of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to kabradrugs@gmail.com mentioning your Folio/DP ID & Client ID.
17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 and 09th December 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM/EGM will be provided by CDSL.
18. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at 06th September 2023. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The

AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

19. In continuation of this Ministry's **General Circular No. 20/2020** before, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose EGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their EGMs on or 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

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
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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. The 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 cdsi 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 cdsi 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.

Individual Shareholders holding securities in demat mode with NSDL Depository	<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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

- (i) The voting period begins on 23rd December 2025 AT 09.00 A.M and ends on 25th December 2025 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 19th December 2025 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 09th December 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	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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@king-sinfra.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 Futorex, 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.

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

Place: Indore

Date: 28th November 2025

**Sd/-
Nanjappan Aravind
Managing Director
(DIN:01895602)**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

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

Item No. 1:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 28th November 2025, Ms. Ritu Tiwari (DIN: 11040362) who was appointed as Additional Non-Executive Independent Director of the Company w.e.f. 8th October 2025, not liable to retire by rotation, for a term of five consecutive years commencing from 08th October 2025, subject to approval of the Members by way of a **Special Resolution**.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") read with applicable rules made thereunder, and Regulation 17(1C)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the appointment of an Additional Director as an Independent Director requires approval of the Members at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

The Company has received all necessary declarations, confirmations, and disclosures from Ms. Ritu Tiwari as required under the Companies Act, 2013 and the SEBI Listing Regulations, including those relating to eligibility, independence, non-disqualification, and compliance with the Independent Directors' databank registration.

In the opinion of the Board, Ms. Ritu Tiwari satisfies the conditions prescribed under the Act, the applicable rules thereunder, and the SEBI Listing Regulations for appointment as an Independent Director, and is independent of the management of the Company.

Considering his rich experience, leadership qualities, and domain expertise, the Board believes that his appointment as an Independent Director would be beneficial to the Company and recommends the Special Resolution set out in Item No. 1 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Ms. Ritu Tiwari and his relatives, are in any way concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 1 of the Notice.

Ms. Ritu Tiwari is not related to any Director or Key Managerial Personnel of the Company.

PARTICULARS OF DIRECTORS SEEKING APPOINTMENT AS REQUIRED TO BE FURNISHED UNDER CLAUSE 1.2.5 OF THE (SS - 2) SECRETARIAL STANDARD ON GENERAL MEETINGS / REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Resolution No.1:

Name of the Director	Ritu Tiwari
Age	35 years
DIN	11040362
Qualification	B. Com & ACS
Experience and other details	10 Years of experience as Company Secretary & Compliance Officer

Current remuneration (last drawn remuneration)	NA	
Terms and conditions of appointment or re-appointment	Appointment as an Independent Director for the first term commencing from 08 th October 2025 up to 07 th October 2030, not liable to retire by rotation.	
Details of remuneration sought to be paid	Nil	
Date of first appointment on the Board	08 th October 2025	
Shareholding in the Company	Nil	
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not Applicable	
Number of meetings of the Board attended during the year	2	
Other Directorships, Memberships / Chairmanship of Committees of other Boards of Listed Entities	Directorship	Committee Membership
	1. KCD Industries India Limited 2. Blue Pearl Agriventures Limited	1. KCD Industries India Limited - Member in Nomination Remuneration Committee 2. Blue Pearl Agriventures Limited - Member in Nomination Remuneration Committee
Names of listed entities from which the person has resigned in the past three years	AVI Polymers Limited resigned has Company Secretary	
Nature of expertise in specific functional area	experience spans both listed and private companies, bringing a nuanced understanding of corporate frameworks and stakeholder expectations. With her balanced experience in industry and academia, she is well-positioned to contribute to the Board of Directors through sound governance, risk management, and long-term value creation.	
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Company Secretary with over a decade of leadership in corporate governance, regulatory compliance, and strategic advisory roles. With a professional qualification from ICSI and a strong academic foundation in commerce, she has served in key leadership capacities across diverse industries, including retail, infrastructure, and FMCG sectors. She has held Company Secretary roles in reputed organizations such as Kwantum Devcon, Thallassery Lulu Gold Supermarket Pvt. Ltd., CGD Spacecore Pvt. Ltd., and Jewel Consumer Care Pvt. Ltd., contributing to compliance excellence, board advisory functions, and organizational integrity.	

Item No. 2:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 28th November 2025, appointed Ms. Nikita Sinha (DIN: 11126745) who was appointed as Additional Non-Executive Independent Director of the Company w.e.f. 8th October 2025,

not liable to retire by rotation, for a term of five consecutive years commencing from 08th October 2025, subject to approval of the Members by way of a **Special Resolution**.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”) read with applicable rules made thereunder, and Regulation 17(1C)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the appointment of an Additional Director as an Independent Director requires approval of the Members at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

The Company has received all necessary declarations, confirmations, and disclosures from Ms. Nikita Sinha as required under the Companies Act, 2013 and the SEBI Listing Regulations, including those relating to eligibility, independence, non-disqualification, and compliance with the Independent Directors’ databank registration.

In the opinion of the Board, Ms. Nikita Sinha satisfies the conditions prescribed under the Act, the applicable rules thereunder, and the SEBI Listing Regulations for appointment as an Independent Director, and is independent of the management of the Company.

Considering his rich experience, leadership qualities, and domain expertise, the Board believes that his appointment as an Independent Director would be beneficial to the Company and recommends the Special Resolution set out in Item No. 2 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Ms. Nikita Sinha and his relatives, are in any way concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 2 of the Notice.

Ms. Nikita Sinha is not related to any Director or Key Managerial Personnel of the Company.

PARTICULARS OF DIRECTORS SEEKING APPOINTMENT AS REQUIRED TO BE FURNISHED UNDER CLAUSE 1.2.5 OF THE (SS - 2) SECRETARIAL STANDARD ON GENERAL MEETINGS / REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Resolution No.2:

Name of the Director	Nikita Sinha
Age	36 years
DIN	11126745
Qualification	Bachelor in Business Management and MBA (Finance) & ACS
Experience and other details	8 Years of Experience as Company Secretary and Business Management
Current remuneration (last drawn remuneration)	NA
Terms and conditions of appointment or re-appointment	Appointment as an Independent Director for the first term commencing from 08 th October 2025 up to 07 th October 2030, not liable to retire by rotation.
Details of remuneration sought to be paid	Nil
Date of first appointment on the Board	08 th October 2025
Shareholding in the Company	Nil

Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not Applicable	
Number of meetings of the Board attended during the year	2	
Other Directorships, Memberships / Chairmanship of Committees of other Boards of Listed Entities	Directorship	Committee Membership
	Kotia Enterprises Limited	Kotia Enterprises Limited - Member in Audit Committee & Stakeholders Relationship Committee– Chairperson in Nomination Remuneration Committee
Names of listed entities from which the person has resigned in the past three years	Ardi Investment And Trading Co Ltd resigned has Additional Director.	
Nature of expertise in specific functional area	Expertise Encompasses Corporate Law, Securities Law, SEBI Regulations, compliance, Financial Management and Accounts.	
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Company Secretary Course from Institute of Company Secretary of India. She has a proven track record, having served as Company Secretary Since July 2017	

Item No. 3:

The Company can pay remuneration to its directors, even in case of inadequacy or absence of profits, in compliance with the provisions of Section 197(3) of the Companies Act, 2013 read with Schedule V thereto.

During the financial year 2024-25, the Company incurred losses. However, based on the recommendation of Nomination & Remuneration Committee and by the resolution passed at the meeting held on 28th November 2025, it considers necessary and in the best interest of the Company to pay remuneration to the directors in order to ensure the continuity of leadership, performance and guidance to the Company. To Mr. Kuniimuthur Nanjappan Anand, Executive Director of the Company, by way of commission or otherwise, of an amount not exceeding Rs. 72,00,000/- per annum may be in excess of the net profits of the Company computed in the manner stipulated in Section 198 of the Act. in order to ensure the continuity of leadership, performance and guidance to the Company.

As per the applicable provisions of the Act, remuneration in case of losses can be paid only with the approval of the members by way of Special Resolution. Accordingly, the approval of members is sought for the payment of remuneration to the following directors, notwithstanding the losses for this financial year. Information required under Section II, Part II of Schedule V of the Act is enclosed as Annexure to the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

Item No. 4:

Pursuant to the provisions of Section 186(2) read with sub-section(3) of section 186 of the Companies Act, 2013 (the "Act"), the Company shall not directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher unless previously authorised by a special resolution passed in general meeting of the Company.

In future, whenever requirements arise, based on decisions of the Board of directors of the Company taken in the interest of the Company, to enable the Board of Directors to make such loans without violating section 186(2) of the Act, it is proposed to obtain the prior consent of the members by special resolution. Hence, the Board of Directors seeks the consent of the members under section 186 (2) of the Act.

Further, with respect to Section 185, the Company can grant loans/guarantees/securities to entities in which Directors may be interested only in full compliance with the conditions, exemptions and restrictions prescribed therein. The resolution seeks Members' approval for enabling the Company to undertake such transactions within the framework of the law.

Accordingly, consent of the Members is sought for passing an Special Resolution as set out at Item No. 4 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

Item No. 5:

Mrs. Twinkle Agarwal, Practicing Company Secretary with extensive experience of more than 3 years in providing Secretarial and legal services.

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) ('LODR') Regulations, 2015, The Board of Directors (the Board) at their meeting held on 28th November 2025 based on recommendation of the Audit Committee, have recommended to the shareholders to appoint Mr. Twinkle Agarwal, Practicing Company Secretary (M. No. 52868, COP 25605) as Secretarial Auditors of the company for a term (audit period) of five consecutive financial years from 2025-2026 to 2029-2030. The proposed remuneration of Secretarial Auditor for Financial Year.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

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

Place: Indore

Date: 28th November 2025

**Sd/-
Nanjappan Aravind
Managing Director
(DIN:01895602)**

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 26th December 2025, Friday, at 09:00 A.M.** at Ginger Hotel, Chhoti Khajrani, A.B Road, Indore, Madhya Pradesh 452008, 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 the Annual Report for reference at the meeting.*

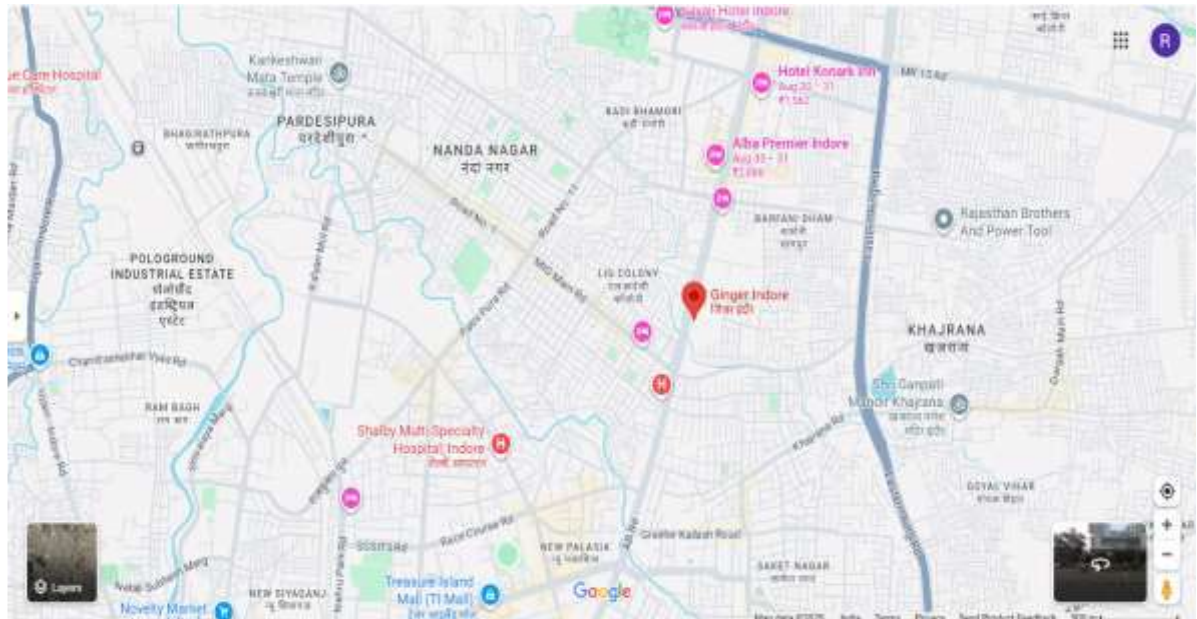
ROUTE MAP FOR EXTRA ORDINARY GENERAL MEETING OF KABRA DRUGS LIMITED

Date: 26th December 2025

Time: 09:00 A.M.

Venue: Ginger Hotel, Chhoti Khajrani, A.B Road, Indore, Madhya Pradesh 452008

MAP LOCATION SCREEN SHOT



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 26th December 2025, Friday at 09.00 AM** and any adjournment thereof in respect of such resolution as indicated in ballot paper.

Affix Revenue
Stamp

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 **26th December 2025, Friday, at 09:00 A.M.** at Ginger Hotel, Chhoti Khajrani, A.B Road, Indore, Madhya Pradesh 452008, 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 appoint Ms. Ritu Tiwari (DIN: 11040362), as non-executive independent director.			
2	To appoint Ms. Nikita Sinha (DIN: 11126745), as non-executive independent director.			
3	To approve & revised the remuneration payable to Mr. Kuniyamuthur Nanjappan Anand.			
4	To make loan(s) and to give guarantee(s), provide security(ies) or make investment(s) in terms of section 186 and section 185 of the companies act, 2013.			
5	To appoint Mrs. Twinkle Agarwal as Secretarial Auditor of the Company			

***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 _____ 2025

Signature of Shareholder

Signature of Proxy holder(s)