

## N O T I C E

Notice is hereby given that the **31<sup>st</sup> Annual General Meeting** of the Members of KABRA DRUGS LIMITED, will be held at 270 Shastri Market, Indore – 452 007 on Wednesday the 30<sup>th</sup> September, 2020 at 10:00 A.M. to transact the following business: -

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon.
2. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

**RESOLVED THAT** subject to the provisions of Sections 139, 142 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and Companies (Audit and Auditors) Rules 2014, ( including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. RISHI SEKHRI AND ASSOCIATES (Firm Reg. No. 128216W) Chartered Accountants, Mumbai retiring statutory auditor be and are hereby re appointed as the Statutory Auditors of the Company to hold office from the conclusion this AGM until the conclusion of the AGM to be held in the year of 2022, for period of 3 years at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company on the recommendation of the Audit Committee.

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

**RESOLVED FURTHER THAT**, pursuant to Section 13(2) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, subject to approval of the Central Government (power delegated to Registrar of Companies) and any other Regulatory Authorities as may be necessary, consent of the Board Of Directors be and is hereby accorded to change the name of the Company from "**KABRA DRUGS LIMITED**" to "**MIGHTO LIMITED**"

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

**RESOLVED FURTHER THAT**, to shift registered office of the Company from “Shop No. 270, Shastri Market, , Indore, Madhya Pradesh, 452001” to “Kabra Drugs Ltd, No. 373, 3rd Floor, Sarakki Main Road, I G Circle, J P Nagar 1 st Phase, Bangalore 560078”

5. Pursuant to Regulation of the SEBI (LODR) Regulations, 2015 and other applicable rules thereto, following appointments were considered to be approved :

- a) **Resolved that**, Mr. Bharat Dewda (Din No. 08137846) resignation as Independent Non Executive director of the company in 31<sup>st</sup> Annual General Meeting to be held on 30<sup>th</sup> September, 2020.
- b) **Resolved that**, Mr. Arvind Hirve (Din No. 08156008) resignation as Independent Non Executive director of the company in 31<sup>st</sup> Annual General Meeting to be held on 30<sup>th</sup> September, 2020.
- c) **Resolved that**, Mr. Bangalore Venkatakrishnappa Ananth Kumar (Din No. 08644948) is reappointed as Whole-time director of the company in 31<sup>st</sup> Annual General Meeting to be held on 30<sup>th</sup> September, 2020 till the conclusion of the 32<sup>nd</sup> AGM held in year 2021.

- d) **Resolved that**, Mr. Ramachandran Muralidharan (Din No. 02418630) is appointed as Independent Non Executive director of the company from the designation additional director of the company in 31<sup>st</sup> Annual General Meeting to be held on 30<sup>th</sup> September, 2020 till the conclusion of the 32<sup>nd</sup> AGM held in year 2021.
- e) **Resolved that**, Mr. Ananthkumar Shilpa (Din No. 08677992) is appointed as Director of the company from the designation additional director of the company in 31<sup>st</sup> Annual General Meeting to be held on 30<sup>th</sup> September, 2020 till the conclusion of the 32<sup>nd</sup> AGM held in year 2021.
- f) **Resolved that**, Mr. Bangalore Rajeevalochana Prasanna (Din No. 08680771) is appointed as Director of the company from the designation additional director of the company in 31<sup>st</sup> Annual General Meeting to be held on 30<sup>th</sup> September, 2020 till the conclusion of the 32<sup>nd</sup> AGM held in year 2021.
- g) **Resolved that**, Mr. Churchil Durai M Jebastine (Din No. 07018943) is appointed as the Independent Non Executive director of the company in 31<sup>st</sup> Annual General Meeting to be held on 30<sup>th</sup> September, 2020 till the conclusion of the 32<sup>nd</sup> AGM held in year 2021.

Place: Indore  
Date: 02.09.2020



**By Order of the Board**  
**For Kabra Drugs Limited**

**MURALIDHARAN R**  
**Director**  
**DIN: 02418630**

**NOTES:**

1. A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. Proxies in order to be effective must be received by the company not less than 48 hours before the commencement of this meeting. Members/ proxies should bring their attendance slip duly filled in order to attend the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company.
2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereunder and forms part of the Notice.
3. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Register of Members and Share Transfer Register of the Company will remain close from Wednesday, September 23, 2020 to Wednesday, September 30, 2020 (both days inclusive).
5. Shareholders desiring any information as regards the accounts are requested to write to the Company at least 10 Days before the Annual General Meeting to enable the Management to keep the information ready.
6. The shareholders are hereby informed that all the correspondence in connection with the shares is addressed to the Registrar & Share Transfer Agent M/S Skyline Financial Services Pvt. Ltd, A/505, Dattani Plaza, Andheri-Kurla Road, Safeed Pool, Andheri (East), Mumbai, Maharashtra, 400072.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Skyline Financial Services Pvt. Ltd.

8. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Skyline Financial Services Pvt. Ltd, for consolidation into single folio.
10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the Concerned Depository Participant and holdings should be verified.
11. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
12. Electronic copy of the Notice of the 31<sup>st</sup> Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2019- 20 will also be available on the Company's website at [www.kabradrugs.com](http://www.kabradrugs.com) physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours (11.00 A.M. to 5.00 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company. Even after registering for e- communication, members are entitled to receive such communication in physical form, upon making a request for the same by post. For any communication, the shareholders may also send requests to the Company's investor email id: [kabradrugs@gmail.com](mailto:kabradrugs@gmail.com).

### **SHAREHOLDER INSTRUCTIONS FOR E-VOTING**

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

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 27.09.2020 AT 09.00 A.M. and ends on 29.09.2020 AT 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23th September, 2020 may cast their  
 vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **<KABRA DRUGS LIMITED >** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) ***Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.***
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [www.kabradrugsltd.com](http://www.kabradrugsltd.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 29.09.2020 up to 5:00 pm without which the vote shall not be treated as valid.

Investor who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 23th September, 2020 are requested to send the written / email communication to the Company at [www.kabradrugs.com](http://www.kabradrugs.com) mentioning their Folio No. / DP ID and Client ID to obtain the Login- ID and Password for e-voting.

The Company has appointed Mr. Anil Jain of M/s. Jain Anil & Associates, Practicing Chartered Accountant (Membership No.039803) as the Scrutinizer for purpose of E voting to count the votes casted in favour or against the resolution proposed for all the items of the Notice as mentioned in the Notice and to comply with the provisions of Section 108 of the Companies Act, 2013

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

Place: Indore  
Date: 02.09.2020

**By Order of the Board  
For Kabra Drugs Limited**



A handwritten signature in black ink, appearing to be "R. Muralidharan".

**MURALIDHARAN R  
Director  
DIN: 02418630**

**KABRA DRUGS LIMITED****CIN: L02423MP1989PLC005438****Reg. Office: 270, Shastri Market, Indore, MP 452007.**

ANNUAL GENERAL MEETING On 30.09.2020 at 10.00 A.M. at registered office of the company

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

\* Applicable for shareholding in electronic form.

I/We certify that I/We am/are a registered shareholder / proxy for the registered shareholder of the Company. I/We hereby record my/our presence at the Annual General Meeting of the Company

*Signature of Member/s/ Proxy*

**NOTE:** A member or his duly appointed Proxy willing to attend the meeting must fill-up this Admission Slip and hand over at the entrance.

**PROXY FORM****Form No MGT-11**

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

CIN	L02423MP1989PLC005438
Name of Company	KABRA DRUGS LIMITED
Reg. Office Address	270, Shastri Market, Indore, MP 452007 IN
Name of the Member	
Registered Address	
E Mail Id	
Folio No./Client ID	

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

Name			
Address			
E mail Id		Signature	

OR FAILING HIM

Name			
Address			
E mail Id		Signature	

OR FAILING HIM

Name			
Address			
E mail Id		Signature	

As my/ our Proxy to attend and vote for me/us on my/ our behalf at the Annual General Meeting of the Company to be held on 30.09.2019 at 03.00 P.M. at registered office of the company and at any adjournment thereof and respect of such resolution mentioned below:

Resolution No.	Resolution	*Optional	
Ordinary Business		For	Against
01	Adoption of financial statement for the year ended 31st March, 2019, together with Auditors' Report and Directors' Report		
02	Re-Appoint M/s Rishi Sekhri and Associates as Statutory Auditor of the Company		
03	Change in name of the Company from "KABRA DRUGS LIMITED" to "MIGHTO LIMITED"		
04	Shift of registered office of the Company from “Shop No. 270, Shastri Market, Indore, Madhya Pradesh, 452001” to “Kabra Drugs Ltd,No. 373, 3rd Floor, Sarakki Main Road, I G Circle, J P Nagar 1 st Phase, Bangalore 560078”		
05	Appointment/Resignation of Directors of the company.		
a)	Resignation of Mr. Bharat Dewda (Din No. 08137846) from designation of Non-Executive director.		
b)	Resignation of Mr. Arvind Hirve (Din No. 08156008) from designation of Non-Executive director.		
c)	Re-appointment of Mr. Bangalore Venkata Krishnappa Ananth Kumar (Din No. 08644948) as Whole-time director of the company from designation of additional director.		
d)	Re-appointment of Mr. Ramachandran Muralidharan (Din No. 02418630) as Non-Executive director of the company from designation of additional director.		
e)	Re-appointment of Mrs. Ananth Kumar Shilpa (Din No. 08677992) as Director of the company from designation of additional director.		
f)	Re-appointment of Mr. Bangalore Rajeevalochana Prasanna (Din No. 08680771) as Director of the company from designation of additional director.		
g)	Appointment of Mr. Churchil Durai M Jebastine (Din No. 07018943) as the Independent Non-Executive director of the company.		

Signed on this .....day of .....2020.

Signature of shareholder ...../ Signature of Proxy .....

Affix  
Revenue  
Stamp

**NOTE:**

1 This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2 For the Resolution, Explanatory Statement and Notes, please refer to Notice of the Annual General Meeting forming part of the Annual report

3 \*It is Optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

# Route Map to the venue of the AGM

