



ZENITH DRUGS LIMITED
(Formerly - Zenith Drugs Private Limited)

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Dhar Road, Near Kalaria, INDORE, PIN-453001 (MP) INDIA



Registered Office Address - K. No. 72/5, Village Muradpura, Depalpur, Indore, Madhya Pradesh - 453001

CORRIGENDUM TO THE NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

An Extraordinary General Meeting ("EGM") of the Members of ZENITH DRUGS LIMITED ("the Company") is scheduled to be held on **Thursday, the 23rd July, 2026 at 02:00 P.M.** at through **Video Conferencing (VC) / Other Audio-Visual Means (OAVM)**.

The Notice of the EGM dated **26th June, 2026 ("EGM Notice")** was dispatched to the Shareholders of the Company on **30th June, 2026** in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India.

The Company had filed application with the stock exchange namely, NSE Limited ("NSE"), for seeking in-principle approval in relation to the proposed preferential issue of Fully Convertible Warrants By Way Of Preferential Allotment On Private Placement, for which the approval of the shareholders is being sought. Thereafter, the Company has received certain observations from stock exchange, pursuant to which, the Company is required to make certain changes in the Notice and Explanatory Statement to the EGM Notice.

Capitalized words and expressions used but not defined herein shall have the same meaning as assigned to them in the EGM Notice.

The Members of the Company are requested to note the following changes:

1. Point number 19) of the Explanatory Statement – 'Other Disclosure' shall be substituted and read as follows:

- a) The Company is in compliance with the conditions of continuous listing under SEBI LODR Regulations.
- b) Neither the Company nor its directors or promoters are categorized as wilful defaulters or fraudulent borrowers as per applicable SEBI guidelines.
- c) The Company has not made any preferential allotment of equity shares/convertible warrants during the year preceding the date of this notice.
- d) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.
- e) The Company has obtained the Permanent Account Number (PAN) of the Proposed Allottees. None of the proposed allottees are Qualified Institutional Buyers (QIB).
- f) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.

- g) The Company shall make an application to the Stock Exchange for seeking their In-principal approval for the proposed preferential issue.
- h) After Board Meeting PCS certificate to be placed on website of the company i.e <https://zenithdrugs.com/wp-content/uploads/2026/06/PCS-Certificate.pdf>

2. In Point number 1) of the Explanatory Statement – ‘Terms and Condition of Loan to be Repaid’ shall be added are as Follows:

Sr No.	Particular	Details
1	Type of Loan	Term Loan
2	Amount of Loan	365804653.00 (THIRTY SIX CRORE FIFTY EIGHT LAKH FOUR THOUSAND SIX HUNDRED FIFTY THREE)
3	Tenure of Loan	February, 2027
4	% of Loan	8.25% (3% plus Bank Reference Rate)
5	Purpose of loan	Business Use

3. Point No. 23 shall be inserted in the Explanatory Statement under the heading "Additional Disclosure Regarding Interim Utilisation of Funds" as follows:

The funds received pending their utilization for the stated object have been maintained in a separate bank account of the Company. The funds shall not been utilized for any purpose other than the objects for which they were proposed to be raised.

4. Point No. 22 of the Explanatory Statement – "Valuation Report from an Independent Registered Valuer" shall be substituted and read as follows:

The Proposed Preferential Issue results in allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company, so the Company has obtained a valuation report pursuant to Regulation 166A of SEBI (ICDR) Regulations, 2018 from Mr. AASHISH GUPTA Registered Valuer- (Reg No: ICAIRVO/06/RV-P00239/2019-2020) and considered the same for determining the price.

Further the Proposed Preferential Issue is not expected to result in change of control.

This report is also placed on the website of the Company <https://zenithdrugs.com/wp-content/uploads/2026/06/PCS-Certificate.pdf>

The Board of Director believe that the proposed preferential issue is in the best interest of the company and its members and therefore recommends the Special Resolution as set out in this notice, to the members for their approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the proposed resolution except to the extent of their shareholding in the Company, if any.

5. Point No. 11 of the Explanatory Statement – "Shareholding Pattern Before (as on the date of the Notice, i.e. 26 June 2026) and After the Preferential Issue" shall be substituted and read as follows:

The Shareholding Pattern giving the present position and also considering full allotment of Convertible Warrants to promoters, as per Resolution of the Notice is given below:

Sr. No	Category	Pre-Issue (As on 30.06.2026)	(As on 30.06.2026)	Post Issue after Convertible Warrants*	(As on 30.06.2026)
		No. of Shares	(%) of Holding	No. of Shares*	(%) of holding*
A. Promoter Holding					
(A)	Shareholding of Promoter and Promoter Group				
1	Indian				
(a)	Individuals/ Hindu Undivided Family	1,20,00,000	69.98%	1,36,09,050	72.55%
(b)	Bodies Corporate	-	-	-	-
(c)	Financial Institutions/ Banks	-	-	-	-
(d)	Any Others	-	-	-	-
	Sub Total(A)(1)	1,20,00,000	69.98%	1,36,09,050	72.55%
2	Foreign				
A	Individuals (Non Residents Individuals/ Foreign Individuals)	-	-	-	-
B	Bodies Corporate	-	-	-	-
C	Institutions	-	-	-	-
D	Any Other	-	-	-	-
	Sub Total(A)(2)	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	1,20,00,000	69.98%	1,36,09,050	72.55%
B. Non- Promoter's/Public Holding					
1	Institutions (Domestic)				
(a)	Mutual Funds/ UTI	-	-	-	-
(b)	Any Other	-	-	-	-
	Sub Total(B)(1)	-	-	-	-
2	Institutions (Foreign)				
	Foreign Portfolio Investors Category I	-	-	-	-

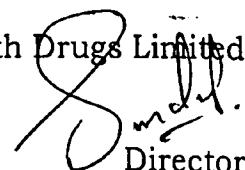
	Sub Total(B)(2)	-	-	-	-
3	Non-institutions				
(a)	Bodies Corporate	5,79,600	3.38%	5,79,600	3.09 %
(b)	Non-Resident Indians (NRIs)	88,800	0.50%	88,800	0.47 %
(c)	Foreign Companies	-	-	-	-
(d)	Individuals	41,94,400	24.46%	41,94,400	22.36%
(e)	IEPF	-	-	-	-
(f)	Any other (Unclaimed or Suspense or Escrow Account; LLP; HUF and Clearing Members)	2,86,000	1.67%	2,86,000	1.53%
	Sub Total(B)(3)	51,48,800	30.02%	51,48,800	27.45%
	Total Public Shareholding (B)= (B)(1)+(B)(2) + (B)(3)	51,48,800	30.02%	51,48,800	27.45%
	GRAND TOTAL (A)+(B)	1,71,48,800	100.00%	1,87,57,850	100.00%

* the figures in the shareholding pattern are based on the assumption that all the Warrants will be subscribed pursuant to the shareholders' resolution and all the said Warrants will be exercised / converted into equity shares. However, if any Warrants are not subscribed or exercised, the figures will change accordingly.

This Corrigendum to the Notice of the EGM shall form an integral part of the Notice of EGM which has already been circulated to shareholders of Company and on and from the date hereof, the Notice of the EGM shall always be read in conjunction with this Corrigendum. This corrigendum is also be made available on website of the stock exchange i.e. NSE and on the website of the Company <https://zenithdrugs.com/wp-content/uploads/2026/06/PCS-Certificate.pdf>

All other contents of the Notice of EGM save and except as modified or supplemented by this Corrigendum, shall remain unchanged.

**By order of the Board
For, Zenith Drugs Limited**

For Zenith Drugs Limited,

Director.

**SANDEEP BHARDWAJ
Managing Director**

**Date:10/07/2026
Place: Depalpur**