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ZENITH DRUGS LIMITED
(Formerly - Zenith Drugs Private Limited)
CONTACT US:
www.zenithdrugs.com
info@zenithdrugs.com
+91 93291 45074 CIN: L24231MP2000PLC014465
Plant Add.-72/5&72/1,72/3,74/1/1,75/1/1 Muradpura (Orangpura), Dhar Road, Near Kalaria, INDORE, PIN-453001(MP) INDIA

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting ('EGM') of the Members of Zenith Drugs Limited (the "Company") will be held on **Thursday, 23rd July, 2026** at 02:00 P.M. at through **Video Conferencing (VC) / Other Audio-Visual Means (OAVM)**, in compliance with the applicable provisions of the **Companies Act, 2013** and the rules made thereunder, to transact the following business:

SPECIAL BUSINESSES:

RESOLUTION 1:- ISSUANCE OF UP TO 16,09,050 (SIXTEEN LAKH NINE THOUSAND FIFTY) FULLY CONVERTIBLE WARRANTS BY WAY OF PREFERENTIAL ALLOTMENT ON PRIVATE PLACEMENT BASIS TO PROMOTERS

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(a) and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} (hereinafter referred to as the "**Act**"), and in accordance with the provisions of Memorandum and Articles of Association of the Company, Uniform Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed ("**Stock Exchanges**"), the Rules, Regulations and Guidelines issued by the Securities and Exchange Board of India ("SEBI") including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions 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 has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot up to 16,09,050 (SIXTEEN LAKH NINE

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THOUSAND FIFTY) Fully Convertible Warrants ("Warrants"), by way of preferential allotment on private placement basis.

RESOLVED FURTHER THAT as per the provisions of Chapter V of ICDR Regulations, the 'Relevant Date' for the purpose of determining the minimum issue / exercise price of Warrants / equity shares to be allotted on conversion of Warrants, shall be June 23, 2026, being the date 30 days prior to the date of passing of this resolution i.e. July 23, 2026.

RESOLVED FURTHER THAT Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of ₹ 10/- (Rupee Ten Only) each at the option of Proposed Allottee, in one or more tranches, within 18 (eighteen) months from the date of allotment of such Warrants.

RESOLVED FURTHER THAT equity shares to be allotted upon conversion of Warrants shall be listed on the Stock Exchanges where the existing equity shares of the Company are listed and shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up equity shares of face value of ₹10/- (Rupee Ten Only) each of the Company and shall be subject to the provisions of Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT issue of Warrants and equity shares to be allotted on exercise of Warrants shall be subject to the following terms and conditions:

a) Each Warrant held by Proposed Allottee shall entitle him to apply for and obtain allotment of one equity share at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of Warrants ("Warrant Exercise Period").

b) An amount equivalent to 25% of the issue price of Warrants shall be paid by Proposed Allottee on or prior to the date of allotment of Warrants.

c) Balance amount i.e. 75% of the issue price of Warrants shall be paid by Proposed Allottee against the conversion of Warrants at any time during Warrant Exercise Period.

d) The pre-preferential shareholding, if any, of Proposed Allottee along with Warrants, being allotted and equity shares to be allotted to Proposed Allottee pursuant to the conversion of Warrants, shall be under lock-in for such period as may be prescribed under Chapter V of ICDR Regulations.

In case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities.

e) Warrants being allotted to Proposed Allottee shall not be sold, transferred, hypothecated or encumbered in any manner during the lock-in period provided under Chapter V of ICDR Regulations except to the extent and in the manner permitted there under.

f) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing of Special Resolution by Members, provided that where the issue and allotment of said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and / or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within a period of 15 days from the date of last such approval or within such further period(s) as may be prescribed or allowed by SEBI, Stock Exchange(s) and / or Regulatory Authorities etc.

g) Warrants and equity shares to be issued and allotted by the Company upon exercise of Warrants shall, in each case, be in dematerialized form.

h) The consideration for allotment of Warrants and / or equity shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of Proposed Allottee.

i) Upon exercise of the option to convert Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of Warrants is completed within 15 days from the date of such exercise by Proposed Allottee of such Warrants.

j) In the event the Proposed Allottee do not exercise Warrants within Warrant Exercise Period of 18 months from the date of allotment, Warrants shall lapse and the amount paid upfront shall stand forfeited by the Company.

k) Warrants by themselves until converted into equity shares, do not give to Proposed Allottee any voting rights in the Company in respect of such Warrants. However, Proposed Allottee shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of Warrants allotment and their conversion into equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, MR. SANDEEP BHARDWAJ having DIN-00539347 (Managing Director) of the Company be and are hereby severally authorized for and on behalf of the Company to do all such acts, deeds, matters and things as it / they may in its / their absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchanges for obtaining in-principle approval, listing and trading of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited, Central Depository Services (India) Limited and / or such other authorities as may be necessary for the purpose, signing and execution of various deeds, documents and agreements and also

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to modify, accept and give effect to any modifications therein and the terms and conditions of the proposed issue, offer and allotment of Equity Shares upon conversion of Warrants, utilization of issue proceeds, signing of all the deeds and documents as may be required without being required to seek any further consent or approval of Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, MR. SANDEEP BHARDWAJ having DIN-00539347 (Managing Director) be and is hereby authorized to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Executive Director or Key Managerial Personnel or any other officer(s) of the Company."

BY ORDER OF THE BOARD OF DIRECTORS OF
ZENITH DRUGS LIMITED

ZENITH DRUGS LIMITED
DIRECTOR

MR. SANDEEP BHARDWAJ
(MANAGING DIRECTOR)
DIN-00539347

DATE: JUNE 26, 2026
PLACE: Depalpur (Indore)

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NOTES:

1. The Ministry of Corporate Affairs ("**MCA**"), vide its General Circular No. 20/2020 dated May 05, 2020, read with the subsequent circulars issued from time-to-time, the latest one being General Circular No. 03/2025 dated September 22, 2025, ("**MCA Circulars**"), read with the applicable Securities of Exchange Board of India ("**SEBI**") Circulars issued from time-to-time, allowing the Companies to conduct the Extra-Ordinary General Meeting ("**EGM**") through Video Conferencing ("**VC**") or Other Audio-Visual Means ("**OAVM**"). In compliance with the provisions of the Companies Act, 2013 (the "**Act**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("**Listing Regulations**") and MCA Circulars, the EGM of the Company shall be conducted through VC/OAVM. **BIGSHARE SERVICES PRIVATE LIMITED** will be providing facilities in respect of:-

   (a) voting through remote e-voting;
   (b) participation in the EGM through VC/OAVM facility;
   (c) e-voting during the EGM.

2. Pursuant to the MCA and Listing Regulations the facility to appoint proxy to attend and cast vote for the Members is not available for this EGM. The Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.

3. The Members can join the EGM through VC/OAVM 15 minutes before, on and/or after the scheduled time of the commencement of the EGM by following the procedure mentioned in the Notice. The facility of participation at the EGM will be made available for 1,000 (One Thousand) Members on first come first served basis. This will not include large Shareholders (holding 2% or more of the Company's shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel (KMP), etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

4. *Participation of Members through VC/OAVM will be reckoned for the purpose of* quorum for the EGM as per section 103 of the Companies Act, 2013 (the Act).

5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM. Corporate Members intending to authorize their representatives to participate and vote are requested to send a

certified true copy of the board resolution / authorization letter to the Company at mail id of company i.e info@zenithdrugs.com or upload on the VC/OAVM portal / evoting portal.

6. A statement pursuant to Section 102 of the Act in respect of the special business of the Notice is annexed hereto.

7. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to mail id of company i.e info@zenithdrugs.com .

8. Pursuant to the provisions of Section 108 of the Act, read with the rule 20 of the Companies (Management and Administration) Rules, 2014 and Listing Regulations, and the Circulars issued by the MCA, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited for facilitating voting through electronic means, as the authorized agency.

9. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by Bigshare Services Private Limited. Members who have cast their votes by remote e-voting prior to the EGM may participate in the EGM but shall not be entitled to cast their votes again. The manner of voting remotely by Members holding shares in dematerialized mode, physical mode and for Members who have not registered their e-mail addresses is provided in the instructions for e-voting section which forms part of this Notice.

10. In line with the MCA, the Notice calling the EGM has been uploaded on the website of the Company at website of company i.e www.zenithdrugs.com . The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited ("NSE") at www.nseindia.com respectively, and is also available on the website of Bigshare Limited at www.bigshareonline.com

11. In compliance with the Circulars, the Notice of the EGM, instructions for evoting are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository Participants ("DPs").

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12. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their e-mail addresses with their respective DPs, and Members holding shares in physical mode are requested to update their e-mail addresses with the Company's RTA at info@bigshareonline.com.

13. All the correspondence pertaining to shareholding, transfer of shares, transmission etc. should be lodged at the Company's RTA at:- BIGSHARE SERVICES PRIVATE LIMITED, Office No S6-2, 6th floor Pinnacle Business Park Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, Maharashtra, E-mail: info@bigshareonline.com .

14. SEBI has mandated the submission of the PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs. Members holding shares in physical form are required to submit their PAN details to the RTA.

15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their DPs in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.

16. The Members who wish to nominate, any person to whom his securities shall vest in the event of his death may do so by submitting the nomination Form to the Company or the RTA of the Company. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation.

17. Since the EGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

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18. Mr. SHUBHAM JAIN, Partner of the M/s. G & J ASSOCIATES, Practicing Company Secretaries Firm, has been appointed as the Scrutinizer to scrutinize the votes to be casted through remote e-voting and e-voting during the meeting in a fair and transparent manner. The Scrutinizer shall, immediately after and not later than 2 (two) working days from the conclusion of the meeting, make a Scrutinizer's Report of the total votes cast in favour and against the resolution and invalid votes, if any, to the Chairman of the meeting.

19. The result of the e-voting along with the Scrutinizer's Report, shall be displayed at the Registered Office of the Company and on its website viz. website of company i.e www.zenithdrugs.com immediately after declaration. The results shall also be forwarded to the stock exchanges where the Company's equity shares are listed on NSE within the timelines as prescribed by law.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EGM ARE AS UNDER: -

The remote e-voting period begins on Monday, July 20, 2026 at 09:00 A.M. and ends on Wednesday, July 22, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by Bigshare Services Private Limited for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, July 16, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, July 16, 2026.

HOW DO I VOTE ELECTRONICALLY USING BIGSHARE SERVICES PRIVATE LIMITED E-VOTING SYSTEM?

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

i. The voting period begins on **Monday, July 20, 2026 at 09:00 A.M. and ends on Wednesday, July 22, 2026 at 05:00 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 (record date) of may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

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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.

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.

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers *i.e.* **BIGSHARE**, *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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option

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

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	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account. through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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.

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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.com or call at 022-48867000.

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
- Please enter you '**USER ID**' (User id description is given below) and '**PASSWORD**' which is shared separately on you register email id.
    - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
    - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
    - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

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Plant Add.-72/5&72/1, 72/3, 74/1/1, 75/1/1 Muradpura (Orangpura), Dhar Road, Near Kalaria, INDORE, PIN-453001(MP) INDIA

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Note *If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password**?
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

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3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.
  NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.
  (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
  - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
  - Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".
    Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)
  - Your investor is now mapped and you can check the file status on display.

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Investor vote File Upload:

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

4. **Procedure for joining the AGM/EGM through VC/ OAVM:**

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on **"VOTE NOW"** "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK**" option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.

- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.

- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

Given below are important SEBI updates for attention of the shareholders: -

i) SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_ IAD- 1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD- 1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at https://scores.sebi.gov.in/ or through the website of the Company at www.zenithdrugs.com.

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ii) To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/ MIRSD/POD- 1/P/CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details. Members may also refer to relevant FAQs published by SEBI on its website and can be viewed at the following link https://www.sebi.gov.in/sebi_data/faqfil es/jan-2024/1704433843359.pdf In compliance to the SEBI Circular SEBI/ HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, if the service requests are received by RTA (like Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange, endorsement, subdivision/ splitting, consolidation of securities certificates/ folios, transmission and transposition of securities) from those Members whose details, as mentioned in SEBI Circular dated November 3, 2021, are duly updated in the system, the RTA/ Company shall verify and process the service requests and issue a "Letter of Confirmation" in lieu of physical securities certificate(s), to the securities holder/ claimant within 30 (Thirty) days of its receipt of such request after removing objections, if any, which shall be valid for a period of 120 (One Hundred and Twenty) days from the date of its issuance, within which the securities holder/ claimant shall make a request to the DP for dematerialising the said securities. If the Members fail to submit the dematerialisation request within 120 (One Hundred and Twenty) days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Members can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation.

iii) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/ 2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and

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signed Form No. ISR-4. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/ electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

BY ORDER OF THE BOARD OF DIRECTORS OF
ZENITH DRUGS LIMITED

ZENITH DRUGS LIMITED
DIRECTOR

MR. SANDEEP BHARDWAJ
(MANAGING DIRECTOR)
DIN-00539347

DATE: JUNE 26, 2026

PLACE: Depalpur (Indore)

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STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013.

ITEM-1:

The Special Resolution set out in Item No. 1 of this Notice are proposed pursuant to the provisions of Sections 23, 42, and 62 of the Companies Act, 2013 (the "Act") and in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations").

The Company proposes to issue, offer and allot on a preferential basis:

1. Up to 16,09,050 (Sixteen Lakh Nine thousand Fifty) Fully Convertible Warrants ("Warrants"), each carrying a right to subscribe to equity share of the Company having face value of ₹ 10/- (Rupee One Only) each, to promoter at an issue price of ₹ 43.50/- per Warrant, which is higher than the price determined in accordance with Chapter V of ICDR Regulations. The total amount to be raised from the issue of Warrants shall aggregate up to ₹ 6,99,93,675 (Rupees Six Crore Ninety-Nine Lakh Ninety-Three Thousand six hundred seventy-five Only);

The said proposals have been considered and approved by the Board at its meeting held on June 26, 2026. The proposed preferential issues to Proposed Allottees are subject to the receipt of all necessary stipulated approvals including that of Members, Stock Exchanges etc.

The details of the issues and other particulars as required in terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issues and Regulation 163 of ICDR Regulations are set forth below:

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1. Objects of the Preferential Issue and Utilization of Issue Proceeds:

The proceeds of the Preferential Issue are proposed to be utilized for:

Sr. No.	Object of the Issue	Total estimated amount to be utilised for each of the Objects* (Rs. in Crore)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	Repayment of HDFC Term Loan	4,00,00,000	Within 24 months from receipt of funds
2.	Working Capital Requirement	2,99,93,675	Within 24 months from receipt of funds
	Total	6,99,93,675	

* considering 100% conversion of Warrants into Equity Shares within the stipulated time.

2. Maximum number of specified securities to be issued

The Company shall issue 16,09,050 Fully Convertible Warrants.

3. Relevant date

The "Relevant Date" as per Regulation 161 of the SEBI ICDR Regulations is *Tuesday i.e., 23rd June, 2026* (i.e., 30 days prior to the date of EGM and where the *Relevant Date* falls on a weekend or a holiday, the day preceding such weekend or holiday shall be reckoned to be the Relevant Date in accordance with the SEBI ICDR Regulations).

4. Pricing of the Preferential Issue

The Equity Shares of the Company are listed at National Stock Exchange of India Limited ("NSE"). The issue of convertible warrants to the Proposed Allottee will be at Rs. 43.50/- per warrant which is higher than the calculated price in accordance with Regulation 164 of the SEBI (ICDR) Regulations. (Being frequently traded shares).

Hence, based on the above, the Board of Directors of the Company has decided the issue price of Convertible Warrants on preferential basis shall be at Rs. 43.50/- each.

5. Basis for Preferential Allotment

The issue is being made to the Proposed Allottees, who have expressed interest in subscribing to the Convertible Warrants and have agreed to bring in the required funds.

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6. The Name and Address of Monitoring Agency

Not Applicable

7. Intent of the Promoters/Directors/Key Managerial Personnel or senior management of the issuer to subscribe to the offer

These are the Promoters of the Company intends to subscribe to the offer:

Serial Number	Name	Category	No. of warrants to be subscribed	Percentage
1.	AJAY SINGH DASSUNDI	Promoter	5,36,350	23.45%
2.	BHUPESH SONI	Promoter	5,36,350	21.31%
3.	SANDEEP BHARDWAJ	Promoter	5,36,350	22.41%

Other than the above mentioned promoters no other Promoters, Promoter Group, Directors/Key Managerial Personnel or Senior Management of the issuer to subscribe the offer.

8. Tenure

The Warrants shall be convertible into equity shares within a period of 18 (Eighteen) months from the date of allotment of the Warrants.

9. Lock-in Period

The Convertible Warrants to be allotted will be subject to lock-in as per the provisions of Chapter V of the SEBI ICDR Regulations.

As Proposed allottees already holds equity shares in the company prior to the proposed preferential issue. Accordingly, the requirement of lock-in of pre-preferential shareholding under Regulation 167(6) of the SEBI (ICDR) Regulations, 2018 is applicable.

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees , if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities. Accordingly, the pre-preferential holding of all the proposed allottees have been locked-in as per applicable provisions.

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10. Listing

The Company will make an application to the Stock Exchanges on which the existing Equity Shares are listed, for listing of the Equity Shares allotted to the Convertible Warrant holders pursuant to conversion of the Convertible Warrants. Such Equity Shares, once allotted, shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

11. Shareholding Pattern before and after the preferential issue

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 31.03.2026)		Post Issue after Convertible Warrants*	
		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	**1,20,00,000**	**69.98%**	**1,36,09,050**	**72.55%**

	(A)= (A)(1)+(A)(2)				
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	5,45,200	3.18%	5,45,200	2.91%
(b)	Non-Resident Indians (NRIs)	91,200	0.53%	91,200	0.49%
(c)	Foreign Companies	-	-	-	-
(d)	Individuals	4,24,0800	24.72%	4,24,0800	22.60%
(e)	IEPF	-	-	-	-
(f)	Any other (Unclaimed or Suspense or Escrow Account; LLP; HUF and Clearing Members)	2,71,600	1.58%	2,71,600	1.44%
	Sub Total(B)(3)	5,14,8,800	30.02%	5,14,8,800	27.45%
	Total Public Shareholding (B)= (B)(1)+(B)(2) +(B)(3)	5,14,8,800	30.02%	5,14,8,800	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.

12. Time frame within which the preferential issue shall be completed

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (fifteen) days from the date of

passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

13. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee: NA

14. The percentage of post preferential issue capital that may be held by the allottee and change in control, if any, in the issuer consequent to the *preferential issue*

Sr. No.	Name of the Allottee	Category	Pre- Preferential Holding		Number of shares to be allotted	Post – Preferential Holding*	
1.	AJAY SINGH DASSUNDI	Promoter	38,61,990	22.52%	5,36,350	43,98,340	23.45%
2.	SANDEEP BHARDWAJ	Promoter	36,66,990	21.38%	5,36,350	42,03,340	22.41%
3.	BHUPESH SONI	Promoter	34,60,980	20.18%	5,36,350	39,97,330	21.31%

There will be no change in controlling the issuer consequent to the preferential issue.

15. Material terms of issue of Equity Shares, to be issued upon conversion of Convertible Warrants, on Preferential Basis

The Equity Shares to be issued, upon conversion of convertible warrants shall rank pari – passu with the existing Equity Shares of the Company in all respects.

16. Undertaking

The Company hereby undertakes that:

a) Neither the Company, nor its Directors' or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its

Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

b) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations.

c) As the Equity Shares have been listed for a period of more than ninety days 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.

d) The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so.

e) *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 equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.

17. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

Sr. No.	Name of Allottee	Current Status	Proposed Status
1	AJAY SINGH DASSUNDI	Promoter	Promoter
2	SANDEEP BHARDWAJ	Promoter	Promoter
3	BHUPESH SONI	Promoter	Promoter

18. Practicing Company Secretary's Certificate:

The certificate from M/s. G&J Associates., Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting.

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

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Plant Add.- 72/5&72/1, 72/3, 74/1/1, 75/1/1 Muradpura (Orangpura), Dhar Road, Near Kalaria, INDORE, PIN-453001 (MP) INDIA

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

19.Other Disclosures

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

20.The Proposed Allottees have confirmed that:

i. they have not sold any equity shares of the Company during the 90 Trading Days preceding the relevant date.
ii. they have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the *said securities*.
iii. they shall undertake to comply with the provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (if applicable).

21.Principal terms of assets charged as securities

Not Applicable

22.Valuation Report from an Independent Registered Valuer

The proposed preferential issue will result in an allotment of not more than 5% (five per cent) of the post-issue fully diluted share capital of the Company to Mr. Ajay Singh Dassundi, Mr. Sandeep Bhardwaj, and Mr. Bhupesh Soni, who are individual allottees under the proposed preferential issue.

ZENITH
KEEPING HOPES ALIVE

ZENITH DRUGS LIMITED
(Formerly - Zenith Drugs Private Limited)
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Accordingly, all the aforesaid allottees are deemed to be "persons acting in concert" in terms of the applicable laws. Upon aggregating the equity shares proposed to be allotted to all such persons acting in concert, the total allotment does not exceed 5% (five per cent) of the post-issue fully diluted share capital of the Company. Therefore, the Company is not required to obtain a valuation report pursuant to Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

BY ORDER OF THE BOARD OF DIRECTORS OF
ZENITH DRUGS LIMITED

ZENITH DRUGS LIMITED
DIRECTOR

MR. SANDEEP BHARDWAJ
(MANAGING DIRECTOR)
DIN-00539347

DATE: JUNE 26, 2026
PLACE: Depalpur (Indore)