



ZENITH DRUGS LIMITED

Date of the AGM/EGM	25/09/2024
Total number of shareholders on record date	1378
No. of shareholders present in the meeting either in person or through proxy: Promoters and promoter Group: Public:	Not Applicable Not Applicable
No. of shareholders attended the meeting through Video Conferencing: Promoters and promoter Group: Public:	7 18

Resolution 1 :Adoption of Audited Financial Statements.

Resolution required :(Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	12000000	12000000	100.00	12000000	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	12000000	12000000	100.00	12000000	0	100.00	0.00
Public - Institutions	E-VOTING	86400	0	0.00	0	0	0.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	86400	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	5062400	129600	2.56	129600	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	5062400	129600	2.56	129600	0	100.00	0.00
TOTAL		17148800	12129600	70.73	12129600	0	100.00	0.00

Resolution 2 :Declaration of Dividend.

Resolution required :(Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
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		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	12000000	12000000	100.00	12000000	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	12000000	12000000	100.00	12000000	0	100.00	0.00
Public - Institutions	E-VOTING	86400	0	0.00	0	0	0.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	86400	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	5062400	129600	2.56	129600	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	5062400	129600	2.56	129600	0	100.00	0.00
TOTAL		17148800	12129600	70.73	12129600	0	100.00	0.00

Resolution 3 :To approve the re-appointment of Mr. Bhupesh Soni (DIN: 00539355) as an Executive Director, liable to retire by rotation.

Resolution required :(Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoter & Promoter Group	E-VOTING	12000000	7999980	66.67	7999980	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	12000000	7999980	66.67	7999980	0	100.00	0.00
Public - Institutions	E-VOTING	86400	0	0.00	0	0	0.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	86400	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	5062400	129600	2.56	129600	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	5062400	129600	2.56	129600	0	100.00	0.00
TOTAL		17148800	8129580	47.41	8129580	0	100.00	0.00

Resolution 4 :To ratify the payment of remuneration to M/s. Nikhil Jain & Associates, Cost Accountants (Registration No. 06363).

Resolution required :(Ordinary / Special)	Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	12000000	12000000	100.00	12000000	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	12000000	12000000	100.00	12000000	0	100.00	0.00
Public - Institutions	E-VOTING	86400	0	0.00	0	0	0.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	86400	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	5062400	129600	2.56	129600	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	0	0	0.00	0	0	0.00	0.00
	TOTAL	5062400	129600	2.56	129600	0	100.00	0.00
TOTAL		17148800	12129600	70.73	12129600	0	100.00	0.00

SCRUTINIZER'S REPORT

To,
The Board of Director,
Zenith Drugs Limited
CIN: U24231MP2000PLC014465
K. No. 72/5, Village Muradpura
Depalpur, Madhya Pradesh - 453001

Subject: Consolidated Scrutinizer's Report on remote e-voting conducted 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 by Companies (Management and Administration) Amendment Rules, 2015 for the 24th Annual General Meeting of Zenith Drugs Limited held on Wednesday, September 25, 2024 at 01.00 p.m. (IST) through video conferencing ("VC") / other audio visual means ("OAVM")

Dear Sir/Madam,

I, Geetika Agrawal, Proprietor of Geetika Agrawal & Co., Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Zenith Drugs Limited ("the Company") vide Resolution passed at the Board Meeting held on Saturday, August 31, 2024, pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 24th Annual General Meeting (AGM) of Zenith Drugs Limited on Wednesday, September 25, 2024 at 01.00 p.m. (IST) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated August 31, 2024, convening the AGM, as confirmed by the Company in respect of the below mentioned resolutions passed at the AGM of the Company along with Integrated Annual Report 2023-2024 was sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, in compliance with the MCA circulars dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 (collectively referred to as MCA Circulars) and SEBI Circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and the latest being October 7, 2023.

The Notice and Integrated Annual Report 2023-2024 was also uploaded on the Company's website www.zenithdrugs.com, websites National Stock Exchange of India Limited at www.nseindia.com and on the website of Bigshare Services Private Limited www.bigshareonline.com.

1. MANAGEMENT'S RESPONSIBILITY:

The management of the Company is responsible to ensure compliance with the requirements of the Act, Rules and SS-2 relating to Voting through Remote e-Voting and through e-voting facility at the Meeting on the resolutions stated in the Notice calling the Meeting of the Company.

2. SCRUTINIZER'S RESPONSIBILITY:

Our responsibility as a Scrutinizer for the voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and submit a Scrutinizer's Consolidated Report of the votes cast in "favour" or "against" the resolutions stated in the Notice, based on the reports generated from the electronic voting system provided by Bigshare Services Private Limited ("Bigshare"), the agency engaged by the Company to provide facility to the members to cast their votes by way of Remote e-Voting and e-voting facility made available during the Meeting.

3. Further to above, we submit our report as under:

- i. The remote e-voting commenced on September 21, 2024 (09:00 AM IST) and ended on September 24, 2024 (05:00 PM IST). The e-voting services were provided by Bigshare.
- ii. The Company had also provided the facility of e-voting during the Meeting up to 15 minutes from conclusion of the AGM, for those shareholders who were present in the AGM through VC/OA VM facility and had not cast their vote on the Resolutions through remote e-voting and were otherwise not barred from doing so.
- iii. The Shareholders of the Company holding shares as on the cut-off date September 18, 2024 were entitled to vote on the resolutions as contained in the Notice of the AGM.
- iv. After the completion of e-voting process at the Meeting, the votes cast through e-voting at the Meeting and through remote e-voting prior to the date of Meeting were unblocked and downloaded from the e-voting website of Bigshare. The e-voting data/ results downloaded from e-voting system of Bigshare, were scrutinized and reviewed, the votes were counted, and the results were prepared.



- v. The Consolidated result of the voting for the 24th Annual General Meeting is annexed herewith as Annexure – A
- vi. The combined list of Members who voted "FOR/AGAINST/INVALID" for the resolutions through remote e-voting process will be handed over to the Company Secretary of the Company.
- vii. Based on such results, we hereby certify that the resolutions set out in the Notice have been approved and passed by the requisite consent of the Members and accordingly, we request the Company to announce the voting results.

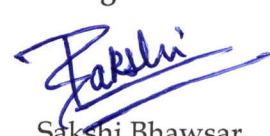
Thanking you,
Yours faithfully,

For Geetika Agrawal & Co.,
Company Secretaries


Geetika Agrawal
Proprietor
FCS No.: 4988
CP. No.: 3482

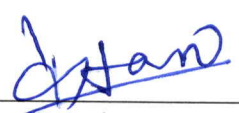


For and on behalf of Zenith Drugs Limited


Sakshi Bhawsar
Company Secretary & Compliance Officer

Place: Indore
Date: September 25, 2024
UDIN: F004988F001319092

We the undersigned witnessed that the votes were unblocked from the e-voting website of Bigshare Services Private Limited (www.bigshareonline.com) in our presence.

Witness 1:
Signature: 
Name: Ketan Loomba

Witness 2:
Signature: 
Name: Aarushi Neema

Annexure – A

Resolution 1: Ordinary Resolution:

Adoption of Audited Financial Statements

- a. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon.
- b. To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, and the report of the Auditors thereon.

(i) Voted "*in Favor*" of the resolution:

Number of members voted	Number of votes cast in Favour of the resolution (Shares)	% of total number of valid votes cast
11	12129600	100%

(ii) Voted "*Against*" the resolution:

Number of members voted	Number of votes cast Against the resolution (Shares)	% of total number of valid votes cast
0	0	0

(iii) *Invalid Votes:*

Number of Members	Number of votes cast (Shares)
0	0

Resolution 2: Ordinary Resolution:

To declare a final dividend of Rs. 0.5/- per equity share for the financial year ended March 31, 2024

(i) Voted "*in Favor*" of the resolution:

Number of members voted	Number of votes cast in Favour of the resolution (Shares)	% of total number of valid votes cast
11	12129600	100%

(ii) Voted "*Against*" the resolution:

Number of members voted	Number of votes cast Against the resolution (Shares)	% of total number of valid votes cast
0	0	0



(iii) **Invalid Votes:**

Number of Members	Number of votes cast (Shares)
0	0

Resolution 3: Ordinary Resolution:

To approve the re-appointment of Mr. Bhupesh Soni (DIN: 00539355) as an Executive Director, liable to retire by rotation.

(i) Voted "*in Favor*" of the resolution:

Number of members voted	Number of votes cast in Favour of the resolution (Shares)	% of total number of valid votes cast
8	8129580	100%

(ii) Voted "*Against*" the resolution:

Number of members voted	Number of votes cast Against the resolution (Shares)	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes:**

Number of Members	Number of votes cast (Shares)
0	0

Resolution 4: Ordinary Resolution:

To ratify the payment of remuneration to M/s. Nikhil Jain & Associates, Cost Accountants (Registration No. 06363).

(i) Voted "*in Favor*" of the resolution:

Number of members voted	Number of votes cast in Favour of the resolution (Shares)	% of total number of valid votes cast
11	12129600	100%

(ii) Voted "*Against*" the resolution:

Number of members voted	Number of votes cast Against the resolution (Shares)	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes:**

Number of Members	Number of votes cast (Shares)
0	0

