



CIN No : L24239MH1987PLC043662

September 23, 2022

BSE Limited

Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400001.

Scrip Code - 539730

Dear Sirs,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Proceedings of the Extra-Ordinary General Meeting of the Company

Pursuant to Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the gist of proceedings of the Extra Ordinary General Meeting (EGM) of Fredun Pharmaceuticals Limited held on Friday, September 23, 2022 through Video Conferencing or Other Audio- Visual Means ("VC/ OAVM") to transact the business as stated in notice of the Meeting.

Kindly take the same on your Records.

Thanking You

For Fredun Pharmaceuticals Limited

Fredun Nariman Medhora

Managing Director

DIN: 01745348

Encl.: as above

Registered Office: Manoj Industrial Premises, G.D. Ambekar Marg, Wadala (W), Mumbai - 400 031, (INDIA)

Corporate Office: Urmi Estate, 11th Floor, Ganpatrao Kadam Marg, Lower Parel (W), Mumbai - 400013.

Phone No.: 91-22- 4031 8111 **Fax:** 91-22-4031 8133

Factory: 14,15,16, Zorabian Industrial Complex, Vevoor, Palghar (E), Dist: Palghar - 401 404.

Phone No.: +917045957828, +917045957829, +917045957830, +917045956857

E-Mail: business@fredungroup.com **Web:** www.fredungroup.com



Gist of proceedings of the Extra-Ordinary General Meeting of the Company

A. Date, time and venue of the Extra-Ordinary General Meeting ("Meeting/EGM"):

The Extra-Ordinary General Meeting of the Company was held on Friday, September 23, 2022 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). The Meeting commenced at 9:00 A.M and concluded at 10:25 A.M.

B. Proceedings in brief:

- Dr. (Mrs.) Daulat Nariman Medhora, Chairperson of the Company chaired the Meeting.
- Ms. Jinkal Shah, Company Secretary and Compliance Officer informed that the Meeting was held through VC / OAVM in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India.
- The requisite quorum being present, the Company Secretary called the Meeting to order.
- The Company Secretary further informed that remote e-voting commenced at 9:00 a.m. on Tuesday, September 20, 2022 and concluded at 5:00 p.m. on Thursday, September 22, 2022.
- She briefed the Members with general instructions for attending the meeting through VC and process of voting at the meeting through electronic voting system.
- The Company Secretary also informed that Ms. Kala Agarwal (FCS No. 5976), Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the voting through electronic means (i.e. remote e-voting and voting at the Meeting through electronic voting system).

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- With the permission of the Members, the Notice of EGM being already circulated electronically was considered as being read.

C. Resolutions contained in the Notice dated August 27, 2022**Special Business**

Item No. 1: Issue of convertible warrants on preferential basis to promoter & promoter group.

Item No. 2: Issue of Equity Shares on preferential basis to Non-Promoters.

In the Meeting the following resolution was placed for approval of Shareholders subject to the following changes:

In the list of allottees, the name of Mr. Venkat Gogineni at Sr. No. 16 was withdrawn.

Sr. No.	Names of Proposed Allottees	Category	Proposed No. of Equity Shares to be issued
16.	Venkat Gogineni	Non-Promoter	1,003

Accordingly, the total number of Equity Shares to be allotted was reduced from 62,996 number of Equity Shares to 61,993 number of Equity Shares.

The consent of the members was accorded to issue and allot 61,993 (Sixty-One Thousand Nine Hundred and Ninety-Three Only) equity shares of the Company of the face value of Rs.10/- (Rupees Ten) each fully paid-up ("**Equity Shares**") for cash consideration on preferential basis, at a price of Rs. 996.20/- (Rupees Nine Hundred Ninety-Six and Twenty Paise only) per Equity Share (including premium of Rs. 986.20/- per share) aggregate consideration not exceeding Rs.6,17,57,426.60/- (Rupees Six Crores Seventeen Lakhs Fifty-Seven Thousand Four Hundred Twenty-Six and Sixty Paise only).

All other details of the resolution remain the same.

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Item No. 3: Issue of convertible warrants on preferential basis to non-promoters.

In the Meeting the following resolution was placed for approval of Shareholders subject to the following changes:

In the list of allottees, the name of Mr. Masood Hasan Dariwala at Sr. No. 13, Mr. Murtaza Hasan Dariwala at Sr. 14 and Mr. Rohinton Adi Kanga at Sr. No 38 were withdrawn.

Sr. No.	Names of Proposed Allottees	Category	Proposed No. of Convertible Warrants to be issued
13.	Masood Hasan Dariwala	Non-Promoter	5,000
14.	Murtaza Hasan Dariwala	Non-Promoter	2,500
38.	Rohinton Adi Kanga	Non-Promoter	502

Accordingly, the total number of convertible warrants to be allotted to Non-Promoters was reduced from 2,22,752 number of convertible warrants to 2,14,750 number of convertible warrants.

The consent of the members was accorded to issue and allot 2,14,750 convertible warrants (“Warrants”) and each Warrants are convertible into one equity shares of face value of Rs. 10/- each fully paid-up (“Equity Share”) of the Company at any time within 18 months from the date of allotment of the Warrants as per the SEBI ICDR Regulations for cash to Non-Promoters on preferential issue basis at a Price of Rs. 996.20/- per Warrant (including Premium of Rs. 986.20/-) at an aggregate consideration not exceeding Rs. 21,39,33,950/- (Rupees Twenty-Two Crores Thirty-Nine Lakhs Thirty-Three Thousand Nine Hundred and Fifty Only).

All other details of the resolution remain the same.

D. Voting by members:

- The Company had provided remote e-voting facility to its members to cast votes electronically on the resolutions set out in the Notice.

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- The facility to vote at the meeting through electronic voting system, was also made available to the members who participated in the meeting and had not cast their votes through remote e-voting.

E. Result of voting (remote e-voting and voting at the meeting through electronic voting system)

All the resolutions set out in the Notice have been passed with requisite majority.

Notes:

- i. The Company will separately intimate the voting results (remote e-voting and voting at the meeting through electronic voting system) to BSE Limited and also upload on the website of the Company and NSDL.
- ii. This document does not constitute minutes of the proceedings of the Extra-Ordinary General Meeting of the Company.

For Fredun Pharmaceuticals Limited

Fredun Nariman Medhora
Managing Director
DIN: 01745348

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