

FREDUN PHARMACEUTICALS LIMITED

Compassionate Healthcare



CIN No : L24239MH1987PLC043662

Date: December 26, 2023

To,
The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort Mumbai - 400 001

Ref: BSE Symbol: FREDUN

BSE Script Code: 539730

Dear Madam/ Sir,

Sub: Notice of the Extra Ordinary General Meeting of Fredun Pharmaceuticals Limited

The Extra Ordinary General Meeting ('EOGM') of **Fredun Pharmaceuticals Limited** ('the Company') will be held on Thursday, January 18, 2024 at 03:00 P.M through Video Conferencing / Other Audio Visual Means. Pursuant to Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Notice of Extra Ordinary General Meeting which is being sent through electronic mode only to the Members of the Company.

The Notice of the Extra Ordinary General Meeting is also available on the website of the Company at www.fredungroup.com

Thanking you.

Yours Sincerely,
For Fredun Pharmaceuticals Limited

Jinkal Soni
(Jinkal Shah)
Company Secretary and Compliance Officer
Membership No: A40722

Encl: a/c

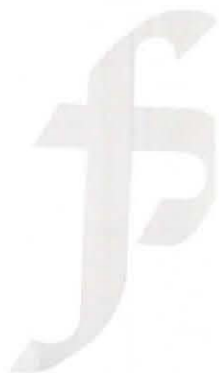
Registered Office: Urmi Estate, 11th Floor, Ganpatrao Kadam Marg, Lower Parel (W), Mumbai - 400013.

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





FREDUN PHARMACEUTICALS LIMITED

Registered Office Urmi Estate”, 11th Floor, Ganpatrao Kadam Marg, Lower Parel (W), Mumbai 400 013.
Corporate Office: “Urmi Estate”, 11th Floor, Ganpatrao Kadam Marg, Lower Parel (W), Mumbai 400013
Website: www.fredungroup.com ; **Tel No.:** +91 22 4031 8111; **Email:** business@fredungroup.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting (“**EOGM**”) of the Members of **Fredun Pharmaceuticals Limited** (the “**Company**”) will be held on **Thursday, January 18, 2024** at **03.00 P.M.** IST through Video Conferencing (“**VC**”)/other Audio Visual Means (“**OAVM**”) to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: ISSUANCE OF SECURITIES FOR AMOUNT UP TO AND NOT EXCEEDING 120 CRORES OR ITS EQUIVALENT IN INDIAN RUPEES OR IN ANY OTHER CURRENCY (IES).

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

"RESOLVED THAT pursuant to (i) Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations"), (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. (the "SAST Regulations"), (iv) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the "PIT Regulations"), (v) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), (vi) any other rules / regulations /guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India, BSE Limited where the shares of the Company are listed (the "Stock Exchange" or "BSE") and/or any other statutory/ regulatory authority; (vii) the provisions of the Foreign Exchange Management Act, 1999 (the "FEMA") and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) including the Foreign Exchange Management (Borrowing or Lending) Regulations, 2018, as amended, and the circulars or notifications issued thereunder including the Master Directions on External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, as amended from time to time and the Master Direction on Reporting under Foreign Exchange Management Act, 1999 dated January 1, 2016 as amended, (together the “ECB Guidelines”), Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004 as amended, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as

amended; (viii) the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme 1993 ("FCCB Scheme") as amended, (ix) Any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s), guideline(s) etc., and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; (ix) the memorandum and articles of association of the Company; (xi) subject to the approval(s), consent(s), permissions) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (the "Board", which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Member be and is hereby accorded to raise funds up to Rs. 120 crores by way of further public offer, rights issue, American Depository Receipts/Global Depository Receipts/Foreign Currency Convertible Bonds, qualified institutions placement, debt issue, preferential issue or any other method."

"RESOLVED FURTHER THAT, Mr. Fredun Medhora, CFO or Dr. (Mrs.) Daulat Medhora, Joint Managing Director and Chairperson or Jinkal Soni, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to send the necessary intimations to the Stock Exchange in relation to this resolution, as may be required under the Listing Regulations, to file necessary e-forms with the Registrar of Companies, and to do all such acts, deeds and things or incidental for signing and filing of forms, payment of fees etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolution;

"RESOLVED FURTHER THAT, a copy of this Resolution duly certified to be true by any of the Director(s) of the Company or the Company Secretary and Compliance Officer of the Company be issued as may be necessary to give effect to the above resolution."

ITEM NO. 2: RE-APPOINTMENT OF MANAGING DIRECTOR MR. FREDUN MEDHORA (DIN-01745348) FOR THE PERIOD OF 5 YEARS.

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 Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, read with Schedule V to the Companies Act, 2013 and the Articles of Association of the Company, approval of the members be and is hereby accorded for the re-appointment of Mr. Fredun Medhora (DIN: 01745348) as the Managing Director of the Company, for a period of 5 (five) years with effect from October 14, 2023.

"RESOLVED FURTHER THAT, in the interest of the organization and the economy of the organization as a whole, Mr. Fredun Medhora has consented to be re-appointed as the Managing Director of the Company.

"RESOLVED FURTHER THAT, the term office of Mr. Fredun Medhora as the Managing Director shall be subject to retirement by rotation."

“RESOLVED FURTHER THAT, all the Directors and Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to the foregoing resolution including but not limited to filing of necessary forms and returns with the Registrar of Companies, Ministry of Corporate Affairs, Stock Exchanges, as may be required in this regard.”

ITEM NO. 3: APPOINTMENT OF MRS. DAISY D`SOUZA (DIN-09348309) IN THE CATEGORY OF INDEPENDENT DIRECTOR FOR THE PERIOD OF 5 YEARS.

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder including any statutory modification(s) or re-enactment thereof for the time being in force read with Schedule IV to the Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Daisy D`souza (DIN: 09348309), Additional Director of the Company in the category of Independent Director, in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from November 24, 2023”.

“RESOLVED FURTHER THAT, all the Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to the foregoing resolution, including but not limited to filing the necessary Forms with the Registrar of Companies, Ministry of Corporate Affairs.”

ITEM NO. 4: RE-APPOINTMENT OF WHOLE TIME DIRECTOR DESIGNATED AS JT. MANAGING DIRECTOR DR. (MRS.) DAULAT NARIMAN MEDHORA (DIN- 01745277) FOR THE PERIOD OF 5 YEARS.

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 Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, read with Schedule V to the Companies Act, 2013 and the Articles of Association of the Company, approval of the members be and is hereby accorded for the re-appointment of Dr. (Mrs.) Daulat Nariman Medhora (DIN-01745277) as the Whole time Director designated as Jt. Managing Director of the Company , for a period of 5 (five) years with effect from December 31, 2023.

“RESOLVED FURTHER THAT, the term office of Dr. (Mrs.) Daulat Nariman Medhora as the Whole time Director designated as Jt. Managing Director shall be subject to retirement by rotation.”

“RESOLVED FURTHER THAT, all the Directors and Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to the foregoing resolution including but not limited to filing of necessary forms and returns with the Registrar of Companies, Ministry of Corporate Affairs, Stock Exchanges, as may be required in this regard.”

**By Order of the Board
For Fredun Pharmaceuticals Limited**

**Sd/-
Jinkal Soni
(Jinkal Shah)
Company Secretary and Compliance Officer**

Place: Mumbai

Date: December 26, 2023

Registered Office:

Urmi Estate 11th Floor, Ganpatrao Kadam Marg,
Lower Parel (W), Mumbai 400 013.

NOTES:

1 The Ministry of Corporate Affairs (“MCA”) has, vide its Circular No. 10/2022 dated December 28, 2022, Circular No. 2/2022 dated -May 5, 2022, General Circular No. 02 / 2021 dated January 13, 2021 read with General Circular No. 20 / 2020, General Circulars No. 14 / 2020 and 17 / 2020 dated May 5, 2020, April 8, 2020 and April 13, 2020, respectively (collectively referred to as “MCA Circulars”), read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated - May 13, 2022, January 15, 2021 and May 12, 2020 respectively issued by the Securities and Exchange Board of India (SEBI), permitted the holding of the Extra-Ordinary General Meeting (“EGM”) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA / SEBI Circulars, the Extra-Ordinary General Meeting of the Company is being held through VC / OAVM.

2 As the Members can attend and participate in the EGM through VC/OAVM only, the facility to appoint proxies to attend and vote on behalf of the Members is not available for this EGM and hence the Proxy Form, Attendance Slip and Road Map are not annexed to this Notice. The deemed venue for the Extra-Ordinary General Meeting shall be the Registered office of the Company situated at “URMI ESTATE”, 11th Floor, Ganpatrao Kadam Marg, Lower Parel Mumbai-400013.

3 Corporate members intending to send their authorized representatives to attend/participate in the EGM through VC/OAVM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy (in PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. authorizing its representatives to attend the EGM through VC/OAVM by e-mail to cs@fredungroup.com.

4 In compliance with the aforesaid MCA and SEBI Circulars, notice of the Extra-Ordinary General Meeting is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company’s Website www.fredungroup.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL (Agency for providing the Remote Voting Facility) at www.evoting.nsdl.com.

5 Members who have not registered their e-mail address, so far, are requested to register their e-mail address, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their email addresses by sending their details to the Registrar and Share Transfer Agents, “**Purva sharegistry (India) Pvt. Ltd**” for receiving all communication including Notices, Circulars, etc., from the Company electronically.

6 As per Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository and transmission or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Share Transfer Agents, "Purva share registry (India) Pvt. Ltd" for assistance in this regard.

7 Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

8 The Register of Members and Share Transfer Books of the Company will remain closed from Friday, January 12, 2024 to Thursday, January 18, 2024 (both days inclusive).

9 The Explanatory Statement, as required under Section 102(1) of the Companies Act 2013 in respect of Special Business mentioned in the Notice is annexed hereto.

10 The documents referred to in the accompanying Notice calling the EGM and the Explanatory Statement annexed thereto will be available for inspection in electronic mode. Members who wish to inspect the aforementioned documents are requested to write to the Company by sending e-mail to cs@fredungroup.com the same will be replied by the Company suitably.

11 Voting through electronic means (Remote E-Voting):

a) In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the e-voting facility (the "Remote e-voting") to its Members holding Shares in physical or dematerialized form, as on the cut-off date, being Thursday, January 11, 2024 to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. For this purpose, the Company has engaged the services of National Securities Depositories Ltd ("NSDL") as the Agency to provide e-voting facility.

b) In terms of the Companies (Management and Administration) Rules, 2014 with respect to the voting through electronic means, the Company is also offering the facility for e-voting services provided by NSDL at the EGM. The Members attending the Meeting through VC / OAVM should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote at the EGM through e-voting system for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by remote e-voting may attend the EGM through VC / OAVM but shall not be entitled to vote at the EGM. The voting rights of the Members 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, January 11, 2024.

c) The Company has appointed Ms. Kala Agarwal (FCS No. 5976), Practicing Company Secretary, as the Scrutinizer for conducting the Remote e-voting and the e-voting process at the EGM in a fair and transparent manner and she has communicated her willingness to be appointed as such and will be available for same.

d) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

e) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Thursday, January 11, 2024. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date only shall be entitled to vote.

f) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will not later than 48 hours of conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairperson or any other person as authorized by the Chairperson. The results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company www.fredungroup.com and on the website of NSDL viz. www.evoting.nsdl.com. The results shall simultaneously be communicated to the Stock Exchanges.

g) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. Thursday, January 18, 2024.

The instructions for shareholders voting electronically and joining the EGM through video conferencing (VC) or other audio-visual means (OAVM) are as under:

1 Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

2 Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.

3 The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

4 The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. 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 NSDL.

6 In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.fredungroup.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7 EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

The remote e-voting period begins on Monday, January 15, 2024 at 09:00 A.M and ends on Wednesday, January 17, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL 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, January 11, 2024 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, January 11, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders	i Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer

holding securities in demat mode with NSDL.

or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

ii If you are 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>

iii 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

v Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store  Google Play



Individual Shareholders holding securities in demat mode with CDSL

1 Existing users who have opted for Easi / Easiest, they can login through their 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 are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.

2 After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of

	<p>e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3 If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4 Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1 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.

2 Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3 A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4 Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5 Password details for shareholders other than Individual shareholders are given below:

a If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c How to retrieve your ‘initial password’?

i If your email ID is registered in your demat account or with the company, your ‘initial

password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6 If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

a Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7 After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8 Now, you will have to click on "Login" button.

9 After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1 After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2 Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3 Now you are ready for e-Voting as the Voting page opens.

4 Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5 Upon confirmation, the message "Vote cast successfully" will be displayed.

6 You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7 Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1 Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the

Scrutinizer by e-mail to pcskalaagarwal@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1 In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@fredungroup.com

2 In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@fredungroup.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3 Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4 In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1 The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

2 Only those Members/ shareholders, who will be present in the 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 EGM.

3 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 EGM.

4 The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1 Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under **“Join meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2 Members are encouraged to join the Meeting through Laptops for better experience.

3 Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4 Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5 Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@fredungroup.com. The same will be replied by the company suitably.

6 Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request to cs@fredungroup.com.any time before 5:00 p.m. IST on Thursday, January 11, 2024 mentioning their name, Demat account number/folio number, email id, mobile number. The shareholders who do not wish to speak during the EOGM but have queries may send their queries to cs@fredungroup.com.any time before 5:00 p.m. IST on Thursday, January 11, 2024, mentioning their name, Demat account number/folio number, email id, mobile number. These queries will be replied by the Company suitably by email. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

By Order of the Board
For Fredun Pharmaceuticals Limited

Sd/-
Jinkal Soni
(Jinkal Shah)
Company Secretary and Compliance Officer

Place: Mumbai

Date: December 26, 2023

Registered Office:

Urmi Estate 11th Floor, Ganpatrao Kadam Marg,
Lower Parel (W), Mumbai 400 013.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
SETTING OUT ALL MATERIAL FACTS:**

ITEM NO. 1

The Company intends to raise funds with the objective to penetrate further in the domestic, developing and new international markets with its new line of products by way of augmenting its manufacturing capacities. In order to meet the requirements of above objectives, the Company proposes to issue further capital by way of further public offer, rights issue, American Depository Receipts/Global Depository Receipts/Foreign Currency Convertible Bonds, qualified institutions placement, debt issue, preferential issue or a combination thereof in one or more tranches and/or one or more issuances for an aggregate amount up to and not exceeding Rs. 120 Crores (Rupees One Hundred and Twenty Crores Only) or its equivalent in Indian rupees or in any other currency(ies);

As the pricing of the offer cannot be decided except at a later stage, it is not possible to state upfront the price of Securities to be issued. However, the same would be in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations"), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the Companies Act, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014, Framework for issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, the Master Direction - External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 or any other guidelines/regulations/ consents, each as amended, as may be applicable or required. The "Relevant Date" for the purpose of determination of price of equity shares and/or eligible convertible securities shall be the date as determined in accordance with the ICDR Regulations and as mentioned in the resolution. A Company can undertake the issue only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 23, 42 and 62 of the Companies Act, 2013 read with Rules framed thereunder (the "**Companies Act**") further read with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Accordingly, the approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulation, 2018 and SEBI (LODR) Regulations, the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 1 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, other are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

ITEM NO.2

Based on the recommendation of Nomination & Remuneration Committee by its resolution passed at the meeting held on November 08, 2023 the Board of Directors vide their resolution passed on November 08, 2023 re-appointed Mr. Fredun Medhora (DIN: 01745348), Managing Director of the Company subject to the approval of members of the Company. In the interest of the organization, Mr. Fredun Medhora (DIN: 01745348) has consented to be reappointed as the Managing Director of the Company. The terms and conditions of his re-appointment are set out in the resolution proposed to be passed, including the following:

a) Term of re-appointment – Five Years w.e.f. October 14, 2023. He shall be liable to retire by rotation.

b) Remuneration- 54,00,000 pa. (Rupees Fifty Four lakhs only per annum)

c) Nature of Duties- The MD shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company including performing duties as assigned to the MD from time to time by serving on the Board or any other executive body or any committee of such a Company.

d) Perquisites :

i) Medical Expenses: The Company shall pay and or reimburse all expenses incurred for himself and for his family subject to Rs. 1,00,000/- per Year subject to the taxability as per Income Tax Act, 1961.

ii) Leave Travel Concession: The Company shall pay and or reimburse Travel Expenses incurred while on leave for himself and for his family once in a year in accordance with any rules specified by the Company but the amount should not exceed Rs. 80,000/- per year subject to the taxability as per the Income Act, 1961.

Brief Profile pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to the Secretarial Standard on General Meetings (SS-2), is given at “Annexure A”.

The Directors, therefore, recommend the resolution appearing under the Item No. 2 of the accompanying Notice for your approval.

None of the Directors, key managerial personnel and their relatives, except Dr. (Mrs.) Daulat Nariman Medhora and Mr. Nariman Medhora concerned or interested in the resolutions.

ITEM NO. 3

Based on the recommendation of Nomination & Remuneration Committee by its resolution passed on November 24, 2023 the Board of Directors vide their resolution passed on November 24, 2023 appointed Mrs. Daisy D'souza (DIN: 09348309) as an Additional Director of the Company in the category of Independent Director subject to the approval of members at the General Meeting of the Company. The Company has received a notice as required under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mrs. Daisy D'souza (DIN: 09348309) as an Independent Director of the Company for a term of 5 consecutive years with effect from November 24, 2023 The term of Mrs. Daisy D'souza shall not be liable to retirement by rotation.

The Company has received from Mrs. Daisy D'souza, (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the "Rules");(ii) Intimation in Form DIR-8 in terms of the Rules to the effect that she is not disqualified under the provisions of Section 164 of the Act; (iii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations");

Brief Profile pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to the Secretarial Standard on General Meetings (SS-2), is given at "Annexure A".

The Directors, therefore, recommend the resolution appearing under the Item No. 3 of the accompanying Notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, except to the extent of their respective interest as shareholders of the Company.

ITEM NO.4

Based on the recommendation of Nomination & Remuneration Committee by its resolution passed at the meeting held on December 21, 2023 the Board of Directors vide their resolution passed on December 21, 2023 re-appointed Dr. (Mrs.) Daulat Nariman Medhora (DIN: 01745277), Whole time Director designated as Jt Managing Director of the Company subject to the approval of members of the Company. In the interest of the organization, Dr. (Mrs.) Daulat Nariman Medhora (DIN: 01745277) has consented to be reappointed as the Whole time Director designated as Jt Managing Director of the Company. Since, she has surpass the age of seventy years during her appointment as a Whole time Director and Jt Managing Director, requires the approval of members by way of a special resolution under Section 196(3)(a) of the Companies Act, 2013. The terms and conditions of his re-appointment are set out in the resolution proposed to be passed, including the following:

a) Term of re-appointment - Five Years w.e.f. December 31, 2023. She shall be liable to retire by rotation.

b) Remuneration- 12,00,000 pa. (Rupees Twelve Lakhs only per annum)

c) Nature of Duties- The Whole time Director designated as Jt Managing Director shall devote her whole time and attention to the business of the Company and perform such duties as may be entrusted to her by the Board from time to time and separately communicated to her and exercise

such powers as may be assigned to her, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company including performing duties as assigned to the Whole time Director designated as Jt Managing Director from time to time by serving on the Board or any other executive body or any committee of such a Company.

d) Perquisites :

i) Medical Expenses: The Company shall pay and or reimburse all expenses incurred for herself and for her family subject to Rs. 1,00,000/- per Year subject to the taxability as per Income Tax Act, 1961.

ii) Leave Travel Concession: The Company shall pay and or reimburse Travel Expenses incurred while on leave for herself and for her family once in a year in accordance with any rules specified by the Company but the amount should not exceed Rs. 80,000/- per year subject to the taxability as per the Income Act, 1961.

Brief Profile pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to the Secretarial Standard on General Meetings (SS-2), is given at "Annexure A".

The Directors, therefore, recommend the resolution appearing under the Item No. 4 of the accompanying Notice for your approval.

None of the Directors, key managerial personnel and their relatives, except Mr. Nariman Medhora and Mr. Fredun Medhora concerned or interested in the resolutions.

ANNEXURE A

Details of Directors pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements Regulations, 2015

Name of Director	Mr. Fredun Medhora	Dr. (Mrs.) Daulat Medhora	Mrs. Daisy D'souza
Date of Birth	09-10-1986	16-03-1945	30-07-1972
Age	37 years	78 years	51 years
Date of appointment/ re-appointment on the Board	08-11-2023	21-12-2023	24-11-2023
Brief resume of the Director	As detailed above	As detailed above	As detailed above
Terms and conditions or appointment/re-appointment	As detailed above	As detailed above	As detailed above
Relationship with Directors and Key Managerial Personnel	Son of Dr. (Mrs.) Daulat Nariman Medhora and Mr. Nariman Medhora	Spouse of Mr. Nariman Medhora and Mother of Mr. Fredun Medhora	Not applicable
Nature of expertise in specific functional area	Business Entrepreneurship	Business Entrepreneurship and Pharmaceutical industry	Involved in Banking, she also has experience and understanding in marketing. During the years she worked with Mandvi Bank as Officer cum in charge for around 12 to 13 years since 1996. Also, she has worked with Saraswat Bank as a Junior Officer and Marketing Officer for around 12 years since 2007.
Qualification	He is a graduate with honours of Magna Cum Laude in Business Entrepreneurship from Piattsburgh University New York having completed 127	She has completed her Ph. D in chemistry from University Department of Chemical Technology (UDCT).	She has done Masters in Commerce from University of Mumbai in 1995 and acquired her Bachelor's Degree from University of Mumbai in 1993.

	<p>credits in 2.5 years. He has achieved the highest graduating grade point average for entire major. He was also awarded a standing in the Dean's List for all the semesters. He was the recipient of Direct Marketing Seminar Scholarship whilst working with the Director of Small Business Development Center (SBDC) Piattsburgh New York for helping new entrepreneurs setup their business. He has gained experience in creating organization flow charts for (SBDC) office and working with prospective clients through research and gathering background information for their interests. During his Internship he was also involved in developing the Supply Chain</p>		
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	<p>Management Major at the School of Business. He has been a member of the Beta Gamma Sigma Honour Society and also Phi Kappa Phi Honour Society.</p> <p>The wide experience gained by him during his graduation in US has helped him in completing his Masters in Business Administration from Cardiff Business School Wales.</p> <p>During his studies in Cardiff he worked in the Finance Department of Student's Union of Cardiff University where he created process flow charts and job description of each individual within the office. He was assigned the topic "Prospects of Neutraceuticals Industry in India" for his thesis during his MBA course.</p>		
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Remuneration last drawn	Rs. 54,00,000/-	Rs. 12,00,000/-	N.A.
Details of remuneration to be paid	Rs. 54,00,000/-	Rs. 12,00,000/-	Eligible for sitting fees and Commission, if any, as approved.
Board Membership of other listed Companies as on March 31, 2023	Nil	Nil	Euro Products Limited
Membership / Chairmanship of Committees of other Boards.	Nil	Nil	Member in the following Board Committee of Archer Euro Products Limited: a. Nomination & Remuneration Committee b. Stakeholder Relationship Committee
Justification in choosing the appointee as Independent Director / Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements	Not applicable	Not applicable	The Nomination & Remuneration Committee taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mrs. Daisy Dsouza qualifications and the experience in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the

			Company. The Board is of the opinion that Mrs. Daisy Dsouza continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.
Number of securities shares held	1,79,172 (equity shares)	14,10,898 (equity shares)	2,500 (convertible warrants)

**By Order of the Board
For Fredun Pharmaceuticals Limited**

**Sd/-
Jinkal Soni
(Jinkal Shah)
Company Secretary and Compliance Officer**

Place: Mumbai
Date: December 26, 2023

Registered Office:
Urmi Estate 11th Floor, Ganpatrao Kadam Marg,
Lower Parel (W), Mumbai 400 013.