

FREDUN PHARMACEUTICALS LIMITED

Compassionate Healthcare



CIN No : L24239MH1987PLC043662

Date: 23rd September, 2022

To

BSE Ltd.,

Department of Corporate Services

Phiroze Jeejeebhoy Towers

Dalal Street, Fort,

Mumbai- 400001

Ref.: BSE Scrip Code - 539730

Dear Sir/ Madam,

Subject: Submission of Scrutinizer's Report for Extra Ordinary General Meeting held on Friday, 23rd September, 2022

Please find enclosed herewith the Report as issued by the Scrutinizer for the Remote E-Voting and E-voting conducted for the purpose of Extra Ordinary General Meeting.

Kindly take the same on your Records.

Thanking you,

For Fredun Pharmaceuticals Limited

Fredun
Nariman
Medhora

Digitally signed by
Fredun Nariman
Medhora
Date: 2022.09.23
18:52:10 +05'30'

Fredun Medhora
Managing Director
DIN: 01745348

Encl.: A/a

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



801, Embassy Centre, Plot No. 207, Jamnalal Bajaj Road, Nariman Point, Mumbai - 400 021.

Tel: +91-22-22824639 / 22824659 / 7021597117 / 9137774259

Mob: + 91-9819888185 • E-mail: agarwalkala@gmail.com / admin@kalaagarwal.com

www.kalaagarwal.com

FORM NO. MGT-13
SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND E-VOTING AT EXTRA
ORDINARY GENERAL MEETING

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21(2) of the
Companies (Management and Administration) Rules, 2014

To,
The Chairman
FREDUN PHARMACEUTICALS LIMITED
26 MANOJ INDUSTRIAL PREMISES,
G D AMBEKAR, WADALA
MUMBAI- 400031

Dear Madam,

Sub: 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 from time to time and e-voting conducted during the Extra-Ordinary General Meeting ('EGM') of members of Fredun Pharmaceuticals Limited held on Friday, 23rd September, 2022 at 9:00 a.m. through video conferencing ('VC') / other audio visual means ('OAVM').

I, Kala Agarwal, Practising Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of **FREDUN PHARMACEUTICALS LIMITED** ("the Company") to review the remote e-voting and e-voting done during the EGM and votes cast therein based on the data downloaded from the NSDL e-voting system, on the below mentioned resolutions at the **Extra-Ordinary General Meeting of the Members of FREDUN PHARMACEUTICALS LIMITED, held on Friday, 23rd September, 2022 at 9:00 a.m. through video conferencing ('VC') / other audio visual means ('OAVM')**, submit my report as under:

The notice dated 01st September, 2022 as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the EGM of the Company through electronic mode to those Members whose email addresses are

registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020, January 15, 2021 and May 13, 2022.

The Company have extended facility of Remote e-voting to the members of the Company through NSDL from **Tuesday 20th September, 2022 at 09.00 a.m IST to Thursday 22nd Septembr, 2022 till 5.00 p.m. IST.**

The Company had also provided e-voting facility to the shareholders present at the EGM through VC / OAVM and who had not cast their vote earlier.

The book closure started from Friday, 16th September, 2022 and will end on Friday 30th September, 2022 (both days inclusive) i.e. upto the date on which the Annual General Meeting (AGM) for the FY 2021-22 is scheduled to be held. The shareholders of the Company holding shares as on 15th September, 2022 were entitled to vote on the resolutions as contained in the Notice of the EGM.

After the closure of e-voting at the EGM, the report on e-voting done at the EGM and the votes cast under remote e-voting facility prior to the EGM were unblocked and downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>) in the presence of two witnesses, who are not in the employment of the Company. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted and the results were prepared.

I have scrutinized and reviewed the remote e-voting and e-voting done during the EGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting during the EGM on the resolutions contained in the notice of the EGM.

My responsibility as scrutinizer for the remote e-voting and e-voting during the EGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of remote e-voting and e-voting during the EGM in respect of the said resolutions:

SPECIAL BUSINESS:

Item No. 1- Special Resolution:

Issue of Convertible Warrants on preferential basis to Promoter & Promoter Group.

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
71	15,89,127	99.45

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	8787	0.55

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

SPECIAL BUSINESS:

Item No. 2- Special Resolution:

Issue of Equity Shares on preferential basis to Non-Promoters: **

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
73	15,89,442	99.47

(2) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	8472	0.53

(3) Invalid Votes:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

**** The Company in its notice of EGM, circulated on 1st September, 2022 proposed to issue and allot 62,996 Equity Shares to Non-Promoters on preferential basis. However, 1003 shares were subsequently withdrawn. Hence, 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.**

SPECIAL BUSINESS:

Item No. 3- Special Resolution- Issue of Convertible Warrants on preferential basis to Non-Promoters: ##

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
72	15,89,137	99.45

(2) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	8777	0.55

(3) Invalid Votes:

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

The Company in its notice of EGM, circulated on 1st September, 2022 proposed to issue and allot 2,22,752 number of Convertible Warrants to Non-promoters on a preferential basis. However, 8,002 warrants were subsequently withdrawn. Hence, the total number of convertible warrants to be allotted was reduced from 2,22,752 number of convertible warrants to 2,14,750 number of convertible warrants.

All of the above Three (3) Resolutions mentioned in the Notice of the EGM dated 01st September, 2022 as per the details mentioned above stand "PASSED" under Remote E-voting and voting conducted during the EGM through E-voting with requisite majority and hence deemed to be passed as on the date of EGM.

I hereby confirm that I am maintaining the Register received from NSDL electronically in respect of Remote E-voting conducted before the EGM and E-voting conducted during the EGM. I shall arrange to hand over these records to the Authorized Director(s) of the Company for safe keeping, after the Chairperson signs the Minutes.

Thanking you,
Yours Faithfully,

Kala
Agarwal

Digitally signed by Kala Agarwal
DN: c=IN, o=Personal,
2.5.4.20=f5b7214494e454e2b2205
4726a27f9a1c73133ac391a09792
8616028a2, postalCode=400007,
st=Maharashtra,
serialNumber=a8374722c99b78e46a
0948020ccca4b3a011319550a2
306418033478c, cn=Kala Agarwal
Date: 2022.09.23 18:48:27 +05'30'

KALA AGARWAL
PRACTICING COMPANY SECRETARY
COP No.: 5356
UDIN: F005976D001032309

Place: Mumbai
Date: 23rd September, 2022