

# FREDUN PHARMACEUTICALS LIMITED

compassionate healthcare

CIN NO : L24239MH1987PLC043662



Date: 23<sup>rd</sup> May 2016

To The Listing Department  
The Bombay Stock Exchange Ltd  
Dalal Street, Fort,  
**Mumbai**

Dear sir

An Extra Ordinary General Meeting of Fredun Pharmaceuticals Limited will be held on Monday the 30<sup>th</sup> May 2016 at 11.00 a.m. at Ramee Guestline Hotel, Dadar, Plot No. 3, Kohinoor Road, Dadar (E) Mumbai-400 014.

As per the Listing Regulations enclosed herewith a copy of the Notice of the Extra Ordinary General Meeting for your records.

Thanking you

Yours faithfully

For Fredun Pharmaceuticals Limited

Authorized Signatory

Enclosed : as above

## NOTICE

Notice is hereby given that an Extra Ordinary General Meeting of the members of FREDUN PHARMACEUTICALS LIMITED will be held on Monday the 30th May 2016 at 11.00 a.m., Ramee Guestline Hotel- Dadar, Plot No 3, Kohinoor Road, Dadar (E), Mumbai-400 014 to transact the following business:

### SPECIAL BUSINESS:

1. To consider and, if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution:-

**RESOLVED THAT** pursuant to Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, the existing Authorized Share Capital of the Company of Rs. 6 Crores ( Rupees Six Crores ) divided into 57,00,000 (Fifty Seven Lacks) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 30,000 ( Thirty Thousand ) 8% Redeemable Cumulative Preference Shares of Rs. 100/- (Rupees One Hundred Only) each be and is hereby reclassified to Rs. 6 Crores (Rupees Six Crores) divided into 35,00,000 (Thirty Five Lacks ) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 2,50,000 (Two Lacks Fifty Thousand) 8% Redeemable Cumulative Preference Shares of Rs. 100/- (Rupees One Hundred Only) each .

**"RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V is as under:

V. The Authorized Share Capital of the Company is Rs. 6 Crores (Rupees Six Crores Only) divided into 35,00,000 (Thirty Five Lacks) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each, and 2,50,000 (Two Lacks Fifty Thousand) 8% Redeemable Cumulative Preference Shares of Rs. 100/- (Rupees One Hundred Only) each".

**"RESOLVED FURTHER THAT** consequent upon the reclassification in the Share Capital, the existing Article 3 of the Articles of Association of the Company regarding Authorized Capital be and is hereby amended as under:

3. The Authorized Share Capital of the Company is Rs. 6 Crores (Rupees Six Crores Only) divided into 35,00,000 (Thirty Five Lacks) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each and 2,50,000 ( Two lacks Fifty Thousand ) 8% Redeemable Cumulative Preference Shares of Rs. 100/- (Rupees One hundred only) each".

**"AND RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be necessary, desirable or appropriate to give effect to this Resolution."

2. To consider and if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution.

**"RESOLVED THAT"** in accordance with the provisions of Section 42,55,62 and other applicable provisions if any of the Companies Act 2013 read with Rules made there under The Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions as may be amended from time to time under the Companies Act, 2013 and the Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be necessary, the consent of the Company be and is hereby accorded to the Board to offer, issue and allot 2,50,000 (Two Lack Fifty Thousand) 8% Cumulative Redeemable Preference Shares Redeemable of face value of Rs. 100 /- each at par or at such price or prices, amounting to Rs. 2,50,00,000/- (Rupees Two Crores Fifty Lacks Only) at a dividend of 8% - to various entities/persons whether or not they are member(s) of the Company, with such rights and privileges and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting."

**"RESOLVED FURTHER THAT Pursuant to the provisions of Section 43 of the Act, with Rule 9 of Companies (Share Capital and Debenture) Rules 2014, the Cumulative redeemable Preference Shares shall:**

- (a) Carry a preferential right with respect to payment of dividend and repayment, in the case of a winding up or repayment of capital vis-a-vis Equity shares.
- (b) be non-participating in the surplus funds;
- (c) be non-participating in surplus assets and profits, on winding up which may remain after the entire capital has been repaid.
- (d) be paid dividend on a cumulative basis;
- (e) be non- convertible into Equity shares of the Company.

- (f) Carry the voting rights as per the provisions of Section 47(2) of the Act;  
(g) Shall be redeemed with a period of 3 ( Three years) from the date of allotment but at the option of the Board of Directors to redeem at any time after the period of one year from the date of allotment.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps including any alterations, modifications and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By order of the Board  
For FREDUN PHARMACEUTICALS LIMITED

Fredun N. Medhora  
Managing Director

Place : Mumbai  
Date : 27th April 2016

**REGISTERED OFFICE:**

26, MANOJ INDUSTRIAL PREMISES  
G DAMBEKAR, WADALA, MUMBAI-400 031.

**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT AN EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Proxies submitted on behalf of companies, societies, etc, must be supported by an appropriate resolution/authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person or shareholder.

Every member entitled to vote at the Extra Ordinary General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Extra Ordinary General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.

2. The members/proxies should bring their attendance slips sent herewith, duly filled in for attending the meeting.
3. The business set out in the notice will be transacted through electronic Remote E-voting system and the Company is providing facility for voting by electronic means.
4. Entry in the meeting hall shall be strictly restricted to the members/valid proxies only carrying the attendance slip.
5. The members are requested to notify any change in their registered address/residential status immediately to the Registrars M/S, Purva Sharegistry (India) Pvt. Limited Unit No. 9, Shiv Shakti Indl. Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai-400 011. In case of Dematerialised shares, the aforesaid information should be given to the Depository Participant with whom the member has an account.
6. Members may note that The Companies Act, 2013 and Rules there under, allow the Company to send notices and documents, to the shareholders through electronic mode to the Registered e-mail addresses of shareholders.

In order to facilitate the same, we request you to furnish your e-mail ID quoting your folio number to our Registrar & Share Transfer Agents M/S, Purva Sharegistry (India) Pvt. Limited.

In case of any changes in your email address, the same may be communicated immediately.

In case you are holding shares in electronic form, please update your e-mail ID with your Depository

Participant.

Please note that as a member of the Company, you will always be entitled to receive all communications in Physical form, upon request.

7. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the item nos. 1 & 2 of the Notice is annexed herewith.
8. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 A.M. to 6:00 P.M.) on all working days except Saturdays, Sundays & Holidays, up to and including the date of the Extra Ordinary General Meeting of the Company.
9. In compliance with the provisions of Section 108 of the Companies Act, 2013, the Rules framed there under and as per the Listing Agreement the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice. All shareholders holding shares as on 23rd May 2016 (end of the day) being the cut-off date [i.e. record date for the purpose of Rule 20(3)(vi) of the Companies (Management and Administration) Rules, 2014] fixed for determining voting rights of members will be entitled to participate in e-voting process.
10. Members who do not have access to e-voting facility may send duly completed Ballot form (attached with this notice) so as to reach the Scrutinizer Mr. Rajendra Vaze, the practicing Company Secretary and Purva Share Registry (India) Pvt. Ltd, Unit no. 9 Shiv Shakti Ind. Estt. J. R. Boricha marg Opp. Kasturba Hospital Lane Lower Parel (E) Mumbai 400011 not later than 29th May 2016. Ballot Form received after this date will be treated as invalid.
11. The Board vide its Resolution passed on 27th April 2016 has appointed Mr. Rajendra Vaze, practicing Company Secretary (Membership No. F4247 COP No. 1975) as Scrutinizer for conduction the e-voting and Ballot process in accordance with the law and in a fair and transparent manner.
12. Members may contact Mr. Fredun Medhora the Managing Director for any grievances connected with electronic means at the Registered office of the Company at 26 Manoj Industrial Premises, G D Ambekar Marg, Wadala, Mumbai-400 031 Tel No : 022-4031 8111

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least Two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the total votes cast in favour if any forthwith to the Chairman of the Company. The results declared along with the Scrutinizer's report shall be placed on the website of the Company and on the website of the agency within two (2) days of the passing of the resolution at the relevant general meeting of the Company.

#### **PROCESS AND MANNER FOR MEMBERS OPTING FOR E- VOTING**

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on 9.00 am on Friday the 27th May, 2016 and ends on 5.00 p.m on Sunday the 29th May, 2016. 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 23rd May, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "Fredun Pharmaceuticals Limited" from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification code/Captcha code as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and cast your vote earlier for EVSN of any Company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in their PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account maintained with the DP of CDSL or with the Company records for the said demat account or folio in dd/mm/yyyy format.
	•

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant Fredun Pharmaceuticals Limited on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the frequently asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**Other Instructions:**

1. The e-voting period commences on Friday the 27th May, 2016 from 9:00 A.M. onwards and ends on Sunday the 29th May, 2016 at 5:00 P.M. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on 23rd May, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
2. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 23rd May, 2016.
3. Mr. Rajendra Vaze, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
4. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Managing Director of the Company.
5. Members who do not have access to e-voting facility may send duly completed Ballot Form (Attached to this notice) so as to reach the Scrutinizer, Mr. Rajendra Vaze, Practicing Company Secretary and Purva Share Registry (India) Pvt. Ltd. Unit no. 9 Shiv Shakti Ind. Estt. J.R. Boricha marg Opp. Kasturba Hospital Lane Lower Panel (E) Mumbai 400 011 not later than 29th May, 2016. Ballot Form received after this date will be treated as invalid.
6. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
7. The results shall be declared on or after the Extra Ordinary General Meeting (EOGM) of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website [www.fredungroup.com](http://www.fredungroup.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) within two (2) days of passing of the resolution at the EOGM of the Company and communicated to the stock exchanges, where the shares of the Company are listed.

**ANNEXURE TO NOTICE :**

Explanatory statement Pursuant to Section 102 of the Companies Act, 2013

**Item No. 1**

**Reclassification of Authorized Share Capital and Consequent Alteration of Memorandum of Association and Articles of Association**

The present Authorized capital of the Company is Rs. 6 Crores (Rupees Six Crores) divided into 57,00,000/- (Fifty Seven Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 30,000 (Thirty Thousand) 8% Redeemable Cumulative Preference Shares of Rs. 100/- (Rupees Hundred each only).

As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association and Articles of Association only with the consent of Shareholders and hence it is proposed to alter the Share Capital Clause as per the details stated in the Resolution.

On reclassification of Authorized Capital, it would be necessary to amend Clause V of the Memorandum of Association and also Article 3 of Articles of Association. The Resolution seeks approval of Members to reclassify the Share Capital and to amend the said Clause and Article. A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at the Registered Office between 11.00 a.m. to 1.00 p.m. on any working day of the Company.

The Board of Directors recommends the passing of this Resolution by special resolution.

None of the Directors / key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution

**Item No. 2**

The Board of Directors of the Company have decided to issue 8% Redeemable Preference shares to the

Investors who have agreed to provide financial Assistance to the Company.

The proposed Special Resolution is an enabling Resolution authorizing the Board of Directors to raise resources by the issue of 2,50,000 ( Two Lacks Fifty Thousand Only) 8% Cumulative Redeemable Preference Shares to be issued Redeemable Preference Shares of face value of Rs. 100/- each.

The Preference Shares may be issued to the various entities/persons/any Investors whether or not they are member(s) of the Company. The Board shall also be authorized to approve any modification, alteration and re-setting of all or any of the terms and conditions of the Preference Shares from time-to-time in consultation and agreement with the subscribers/ holders of Preference Shares. The terms and conditions of the Preference Shares shall however be subject to provisions of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company.

The Preference Shares shall rank in priority to Equity Shares for repayment of Capital and payment of Dividend. The Preference Shares shall be transferred in the same manner as Equity shares. The Preference Shares shall be redeemed in accordance to the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company. However, the final terms and conditions of the issue of Preference Shares shall be determined by the Board and may be different for different branches and / or series of Preference Shares.

Pursuant to provisions of Section 62 of the Companies Act, 2013 and the Listing Agreement entered into with the Stock Exchange, any offer or issue of shares in a Company to persons other than the shareholders of the Company requires prior approval of the Members in General Meeting by way of a Special Resolution. The consent of the Members is therefore, sought to authorize the Board to issue Preference Shares as aforesaid. The Board of Directors of the Company recommends the Resolution for the approval of the Members, in the best interest of the Company.

For the purpose of Sub- Rule 3 of Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 the complete material facts concerned with and relevant to the issue of Preference Shares are stated below:

- (a) 2,50,000( Two Lacks Fifty Thousand Only) 8% Cumulative Redeemable Preference Shares at a nominal value of Rs.100/- each amounting to Rs.2,50,00,000/- ( Rupees Two Crores Fifty Lacks Only).
- (b) The shares shall be cumulative, non participating and non-convertible.
- (c) Objectives of the issue are to rebuilding and strengthening the long-term resource base of the Company, including meeting the working capital requirements.
- (d) The shares will be issued and offered in accordance with the provisions of Section 42 of the Act and the Rules made there under.
- (e) The face value of the Preference Shares shall be Rs. 100/-
- (f) The rate of dividend shall be 8% .
- (g) The shares shall be redeemed at par/ in accordance with Section 55 of the Act or as varied after due approval of preference shareholders under section 48 of the Act at a fixed time or on the happening of a particular event /or at any time at the Company's option / at any time at the shareholder's option out of profits available for distribution as dividend or out of proceeds of a fresh issue of shares made for the purpose of redemption but the redemption can take place any time within the period of 3 (Three Years) from the date of allotment but at the option of the Board of Directors to redeem at any time after the period of one year from the date of allotment.
- (h) The current shareholding pattern of the Company is as under:

S.No.	Equity Shareholder	No.of Shares	Percentage of Holding (%)
1	Promoters	1751110	74.44
2	FII/NRI/OCB	0	0
3	Mutual funds	75000	3.19
4	Corporate Bodies	19000	0.81
5	Public	507290	21.56
	<b>Total</b>	<b>2352400</b>	<b>100</b>

(I) The expected dilution in Equity Share Capital is NIL.

There is no subsisting default in the redemption of Preference Shares issued by the Company or in payment of dividend due on any Preference Shares issued by the Company previously.

None of the Directors is in any way concerned or interested in the Resolution except to the extent of shares that may be allotted to them.

The Board of Directors of the Company have placed the matter before the shareholders for approving the issue of 8% Redeemable Cumulative Preference Shares by special resolution.

By order of the Board  
For FREDUN PHARMACEUTICALS LIMITED

Fredun N. Medhora  
Managing Director

Place: Mumbai  
Date : 27th April 2016  
REGISTERED OFFICE:

26, MANOJ INDUSTRIAL PREMISES  
G D AMBEKAR, WADALA,  
MUMBAI-400 031.





**FREDUN PHARMACEUTICALS LTD**  
CIN: L24239MH1987PLC043662

**ATTENDANCE SLIP**

Regd. Office: 26 Manoj Industrial Premises, G D Ambekar Marg, Wadala, Mumbai-400 031 Maharashtra  
Phone:022-40318111

Extra Ordinary General Meeting on Monday the 30th May 2016 at 11.00 a.m.

Registered Folio No. / DP ID/Client ID	
Name and address of the Member(s) Joint Holder 1 Joint Holder 2	

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company at Ramee Guestline Hotel- Dadar , Plot No 3, Kohinoor Road, Dadar ( E ), Mumbai – 400 014

on **Monday , 30th May 2016 at 11.00 a.m.**

\_\_\_\_\_  
Member's/Proxy's name in Block Letters

\_\_\_\_\_  
Member's/Proxy's Signature

Please hand it over at the Attendance Verification Counter at the ENTRANCE



**PROXY FORM**

**FREDUN PHARMACEUTICALS LTD**  
CIN: L24239MH1987PLC043662

Regd. Office: 26 Manoj Industrial Premises, G D Ambekar Marg, Wadala, Mumbai-400 031  
Maharashtra Phone:022-40318111

Extra Ordinary General Meeting on Monday the 30th May 2016 at 11.00 a.m.

Name of the Member(s):

Registered Address:

E-mail ID:

Folio No./DP ID/Client ID:

I/We being member(s) of FREDUN PHARMACEUTICALS LTD, holding \_\_\_\_\_ shares of the Company hereby appoint:

- (1) Name..... Address .....
- Email Id..... Signature .....or failing him;
- (2) Name..... Address.....
- Email Id..... Signature .....or failing him;
- (3) Name..... Address.....
- Email Id..... Signature .....or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/or behalf at the Extra Ordinary Meeting of the Company to be held on Monday 30th May, 2016 at 11.00 a.m. at Ramee Guestline Hotel- Dadar, Plot No 3, Kohinoor Road, Dadar (E), Mumbai –400 014., and at any adjournment thereof in respect of following resolutions:

**Special Business :**

1. Alteration in the Authorized Capital of the Company .
2. Issue of 8% Redeemable Cumulative Preference Shares & finalizing the terms and conditions of the Issue.

Signed this .....day of .....2016

Signature of the Member .....

Signature of the Proxy holder(s) .....

**Notes:**

1. This form of proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the Resolutions, Explanatory Statement and Notes please refer to the Notice of the Extra Ordinary General Meeting. .

EVSN ( Electronic Voting Sequence Number )	
160502001	

FREDUN PHARMACEUTICALS LIMITED

CIN: L24239MH1987PLCO43662

Registered Off: 26, Manoj Industrial Premises G. D. Ambekar Marg, Wadala Mumbai- 400031  
Tel – 022 40318111, Fax – 022 40318133 Email-business@fredungroup.com

BALLOT FORM

Sr. No.  
Name(s) of Shareholder(s) :  
(in BLOCK LETTERS)  
(including joint holders, if any)  
Registered Address of the :  
sole/first named shareholder  
Registered Folio No. or  
DP ID/ Client ID\* :  
(\*Applicable to investors  
holding shares in  
dematerialized form)  
Number of shares held :

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through ballot for the business stated in the Notice dated 27<sup>th</sup> April 2016 of the Company sending my/our Assent or Dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below.

Sr. No.	Brief Description of Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We Dissent to the Resolution (AGAINST)
1.	Special Resolution for Alteration of the Authorized Capital of the Company.			
2.	Special Resolution for the issue of 8% Redeemable Cumulative Preference Shares & finalizing the terms and conditions of the issue.			

Place: \_\_\_\_\_

Date : \_\_\_\_\_ (Signature of the shareholder)

**Note : Please read carefully the instructions printed overleaf before exercising the vote**

ELECTRONIC VOTING PARTICULARS

EVSN	USER ID	PASSWORD
160502001		

#### INSTRUCTIONS

1. This Form should be completed and signed by the Member. In case of joint holdings, this Form should be completed and signed (as per the specimen signature registered with the Company/Depository Participant) by the first named Member and in his absence, by the next named Member.
2. In the case of shares held by Companies, Trusts, Societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority together with the attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to persons voting on the Ballot form. Where the form has been signed by a representative of the President of India or the Governor of the State, a certified copy of the nomination should accompany the Ballot Form. In case the Ballot Form is signed by the Power of Attorney holder, it needs to be accompanied by a certified true copy of the Power of Attorney (POA). The registration number of the POA needs to be mentioned below the signature of the Power of Attorney holder.
3. The consent must be accorded by recording the assent in the Column FOR and dissent in the column AGAINST by placing a tick mark (✓) in the appropriate column.
4. The Member need not use all the votes nor needs to cast all the votes in the same way.
5. In the following cases, the Ballot Form would be rejected.
  - a. Ballot cast on a plain paper instead of the pre-printed Ballot Form.
  - b. Unsigned Ballot Form.
  - c. Not ticked against FOR or AGAINST.
6. Duly completed Ballot Form should reach the scrutinizer not later than the close of working hours (17.00 hours) on 29th May, 2016. All Ballot Forms received after this date would be treated as if reply from such Member had not been received.
7. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member as on 26th May, 2016.
8. The Scrutinizer's decision on the validity of a Ballot Form would be final.
9. The results of the Ballot would be declared at the Registered Office of the Company as specified in the Notice. The results will thereafter be published in newspaper(s), for the information of Members.
10. The exercise of vote through Ballot is not permitted through a proxy.
11. There will be only one Ballot Form for every folio/client ID irrespective of the number of Joint Shareholder(s).

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