

# FREDUN PHARMACEUTICALS LIMITED

*Compassionate Healthcare*



CIN No: L24239MH1987PLC043662

September 28, 2017

To,

BSE Ltd.,  
Listing Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street - Fort,  
Mumbai - 400 001

Ref.: BSE Scrip Code - 539730

**Subject: Scrutinizer Report & Voting Results of 30<sup>th</sup> Annual General Meeting**

Dear Sir / Madam,

In compliance to Regulation 44(3) of SEBI Listing Regulations, 2015, we hereby submit the Voting Results of the of the business transacted at the 30<sup>th</sup> Annual General Meeting (the "AGM") of the Company held on Friday, September 28, 2017.

<b>Fredun Pharmaceuticals Limited</b>	
Date of AGM	September 28, 2017
Total Number of Shareholders as on the record date i.e., September 21, 2017	514
No. of Shareholders Present in the Meeting either person or through Proxy:- Promoter and Promoter Group: Public:	2 14
No. of Shareholders attended the Meeting through video conferencing or through Proxy:- Promoter and Promoter Group: Public:	NIL

Report of the Scrutinizer is enclosed herewith.

Kindly take the same on your Records.

Thanking you,

For FREDUN PHARMACEUTICALS LIMITED

  
\_\_\_\_\_  
DIRECTOR

Office Address: Manoj Industrial Premises, G.D. Ambekar Marg, Wadala, Mumbai - 400 031, (INDIA)  
Factory Address: 14,15,16, Zorabian Industrial Complex, Vevoor, Palghar ( E), Dist: Palghar - 401 404.  
Phone: 91-22-4031 8111 Fax: 91-22-4031 8133 E-mail: [business@fredungroup.com](mailto:business@fredungroup.com) Web: [www.fredungroup.com](http://www.fredungroup.com)

### Agenda wise Disclosure

<b>Resolution No. 1:</b> To Approve the Audited Financials Statements of the Company for the year ended March 31, 2017.									
Resolution Required (Ordinary / <del>Special</del> )						Ordinary Resolution			
Whether Promoter / Promoter Group are interested in the Agenda / Resolution						No.			
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	No. of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes-in favour (4)	No. of votes-in against (5)	No. of votes in favour on votes polled (6) = [(4)/(2)]*100	No. of votes in against on votes polled (7) = [(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-voting	4,29,800	0	0	0	0	0	0	0
	Poll		4,29,800	100	4,29,800	0	100	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	<b>Total</b>		<b>4,29,800</b>	<b>4,29,800</b>	<b>100</b>	<b>4,29,800</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-voting	Nil	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	<b>Total</b>		<b>Nil</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-voting	565	0	0	0	0	0	0	0
	Poll		565	100	565	0	100	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	<b>Total</b>		<b>565</b>	<b>565</b>	<b>100</b>	<b>565</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>4,30,365</b>	<b>4,30,365</b>	<b>100</b>	<b>4,30,365</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>

**Resolution No. 2:** To approve the Payment of Dividend to eligible Investors.

Resolution Required (Ordinary / <del>Special</del> )						Ordinary Resolution			
Whether Promoter / Promoter Group are interested in the Agenda / Resolution						No.			
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	No. of votes polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of votes-in favour (4)	No. of votes-in against (5)	No. of votes in favour on votes polled (6) = $[(4)/(2)]*100$	No. of votes in against on votes polled (7) = $[(5)/(2)]*100$	Votes Invalid
Promoter and Promoter Group	E-voting	4,29,800	0	0	0	0	0	0	0
	Poll		4,29,800	100	4,29,800	0	100	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	<b>Total</b>	<b>4,29,800</b>	<b>4,29,800</b>	<b>100</b>	<b>4,29,800</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public Institutions	E-voting	Nil	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	<b>Total</b>	<b>Nil</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-voting	565	0	0	0	0	0	0	0
	Poll		565	100	565	0	100	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	<b>Total</b>	<b>565</b>	<b>565</b>	<b>100</b>	<b>565</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>4,30,365</b>	<b>4,30,365</b>	<b>4,30,365</b>	<b>100</b>	<b>4,30,365</b>	<b>100</b>	<b>0</b>	<b>0</b>

**Resolution No. 3:** To Approve the Re-appointment of Mr. Fredun Medhora, Retires by rotation and being eligible offer himself for re-appointment.

Resolution Required (Ordinary / <del>Special</del> )						Ordinary Resolution			
Whether Promoter / Promoter Group are interested in the Agenda / Resolution						Yes			
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	No. of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes-in favour (4)	No. of votes-in against (5)	No. of votes in favour on votes polled (6) = [(4)/(2)]*100	No. of votes in against on votes polled (7) = [(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-voting	4,29,800	0	0	0	0	0	0	0
	Poll		4,29,800	100	4,29,800	0	100	0	4,29,800
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	<b>Total</b>		<b>4,29,800</b>	<b>4,29,800</b>	<b>100</b>	<b>4,29,800</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-voting	Nil	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	<b>Total</b>		<b>Nil</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-voting	565	0	0	0	0	0	0	0
	Poll		565	100	565	0	100	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	<b>Total</b>		<b>565</b>	<b>565</b>	<b>100</b>	<b>565</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>4,30,365</b>	<b>4,30,365</b>	<b>4,30,365</b>	<b>100</b>	<b>4,30,365</b>	<b>100</b>	<b>0</b>	<b>4,29,800</b>

**Resolution No. 4:** To Appoint the Statutory Auditors of the Company.

Resolution Required (Ordinary / <del>Special</del> )						Ordinary Resolution			
Whether Promoter / Promoter Group are interested in the Agenda / Resolution						No			
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	No. of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes-in favour (4)	No. of votes-in against (5)	No. of votes in favour on votes polled (6) = [(4)/(2)]*100	No. of votes in against on votes polled (7) = [(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-voting	4,29,800	0	0	0	0	0	0	0
	Poll		4,29,800	100	4,29,800	0	100	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	<b>Total</b>		<b>4,29,800</b>	<b>4,29,800</b>	<b>100</b>	<b>4,29,800</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-voting	Nil	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	<b>Total</b>		<b>Nil</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-voting	565	0	0	0	0	0	0	0
	Poll		565	100	565	0	100	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	<b>Total</b>		<b>565</b>	<b>565</b>	<b>100</b>	<b>565</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>4,30,365</b>	<b>4,30,365</b>	<b>4,30,365</b>	<b>100</b>	<b>4,30,365</b>	<b>100</b>	<b>0</b>	<b>0</b>

**Resolution No. 5:** To Increase the Authorized Share Capital of the Company.

Resolution Required (Ordinary / Special)						Special Resolution			
Whether Promoter / Promoter Group are interested in the Agenda / Resolution						No			
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	No. of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes-in favour (4)	No. of votes-in against (5)	No. of votes in favour on votes polled (6) =[(4)/(2)]*100	No. of votes in against on votes polled (7) =[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-voting	4,29,800	0	0	0	0	0	0	0
	Poll		4,29,800	100	4,29,800	0	100	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	<b>Total</b>	<b>4,29,800</b>	<b>4,29,800</b>	<b>100</b>	<b>4,29,800</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public Institutions	E-voting	Nil	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	<b>Total</b>	<b>Nil</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-voting	565	0	0	0	0	0	0	0
	Poll		565	100	565	0	100	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	<b>Total</b>	<b>565</b>	<b>565</b>	<b>100</b>	<b>565</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>4,30,365</b>	<b>4,30,365</b>	<b>4,30,365</b>	<b>100</b>	<b>4,30,365</b>	<b>100</b>	<b>0</b>	<b>0</b>

**Resolution No. 6:** To Appoint the Managing Director of the Company.

Resolution Required (Ordinary / Special)						Special Resolution			
Whether Promoter / Promoter Group are interested in the Agenda / Resolution						Yes			
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	No. of votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes-in favour (4)	No. of votes-in against (5)	No. of votes in favour on votes polled (6) =[(4)/(2)]*100	No. of votes in against on votes polled (7) =[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-voting	4,29,800	0	0	0	0	0	0	0
	Poll		4,29,800	100	4,29,800	0	100	0	4,29,800
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	<b>Total</b>		<b>4,29,800</b>	<b>4,29,800</b>	<b>100</b>	<b>4,29,800</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-voting	Nil	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	<b>Total</b>		<b>Nil</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-voting	565	0	0	0	0	0	0	0
	Poll		565	100	565	0	100	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	<b>Total</b>		<b>565</b>	<b>565</b>	<b>100</b>	<b>565</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>4,30,365</b>	<b>4,30,365</b>	<b>4,30,365</b>	<b>4,30,365</b>	<b>100</b>	<b>4,30,365</b>	<b>0</b>	<b>4,29,800</b>

**Resolution No. 7:** To Appoint the Whole Time Director of the Company.

Resolution Required (Ordinary / Special)						Special Resolution			
Whether Promoter / Promoter Group are interested in the Agenda / Resolution						Yes			
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	No. of votes polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of votes-in favour (4)	No. of votes-in against (5)	No. of votes in favour on votes polled (6) = $[(4)/(2)]*100$	No. of votes in against on votes polled (7) = $[(5)/(2)]*100$	Votes Invalid
Promoter and Promoter Group	E-voting	4,29,800	0	0	0	0	0	0	0
	Poll		4,29,800	100	4,29,800	0	100	0	4,29,800
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	<b>Total</b>		<b>4,29,800</b>	<b>4,29,800</b>	<b>100</b>	<b>4,29,800</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-voting	Nil	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	<b>Total</b>		<b>Nil</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-voting	565	0	0	0	0	0	0	0
	Poll		565	100	565	0	100	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	<b>Total</b>		<b>565</b>	<b>565</b>	<b>100</b>	<b>565</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>4,30,365</b>	<b>4,30,365</b>	<b>4,30,365</b>	<b>4,30,365</b>	<b>100</b>	<b>4,30,365</b>	<b>0</b>	<b>4,29,800</b>





# RAJENDRA & CO.

COMPANY SECRETARIES

*Rajendra R. Vaze*

B.Com LL.B. F.C.S. GCD.

Devdha Manzil, 2nd Floor, Maharshi Dadasaheb Rege Road (Shivaji Park Road No. 3), Dadar,  
Mumbai - 400 028. Tel : 24450622 / 32936166 Cell : 9821116504 Email : cs.rajendra@yahoo.in

## Consolidated Scrutinizer's Report

[Pursuant to Section 108 of The Companies Act, 2013 ]

(Rule 20 of The Companies (Management and Administration) Rules 2014

To

The Chairman of 30<sup>th</sup> Annual General Meeting of the members of  
**FREDUN PHARMACEUTICALS LIMITED (the Company)** held  
on 28<sup>th</sup> day of September, 2017 at 9.30 a.m. at Ramee Guestline Hotel-Dadar  
Plot No 3, Kohinoor Road, Dadar (E)  
Mumbai-400 014

Dear Sir,

Sub : Scrutinizer's Report on remote E voting conducted pursuant to the provisions of Section 108 of The Companies Act, 2013 ("The Act" ) read with Rule 20 of the Companies (Management and Administration ) Rules 2014 (the Rule) as amended in respect of E Voting and Postal Ballot results of the members of Fredun Pharmaceuticals Limited for the 30<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September 2017.

1. I, Rajendra Vaze, a Company Secretary in practice. ( FCS No 4247 CP No. 1975 ) of **Rajendra and Co., Company Secretaries** of Devdha Manzil 2<sup>nd</sup> floor, D. Rege Road, Dadar (W) Mumbai -400 028 have been appointed as a Scrutinizer by the Board of Directors of Fredun Pharmaceuticals Limited (the Company) for the purpose of scrutinizing the E-Voting/Physical Ballot/Poll under The provisions of Section 108 of The Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules. 2014 (Rules) related to the agenda items transacted at the 30<sup>th</sup> Annual General Meeting of the members of Fredun Pharmaceuticals Limited (the Company) held on 28<sup>th</sup> day of September, 2017 at 9.30 a.m. at Ramee Guestline Hotel- Dadar Plot No 3, Kohinoor Road, Dadar Mumbai-400 014

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act. 2013 and Rules relating to E- Voting and Physical Ballot and Poll taken at the Annual General Meeting. My responsibility as a scrutinizer is restricted to make a Scrutinizer's report of the votes cast in favour or against the resolutions based on the reports generated from the E-Voting system provided by CDSL and through Physical Ballot at the Annual General Meeting and any postal Ballot which was received through physical mail. .

**CERTIFIED FILING CENTRE (CFC)**  
(APPROVED BY CENTRAL GOVT. UNDER THE DEPT. OF COMPANY AFFAIRS)



3. I submit my report as under:

- a) The e-voting period begins at 09.00 a.m., on Monday the 25<sup>th</sup> September 2017 and ends at 05.00 p.m., on Wednesday 27<sup>th</sup> September 2017. The votes received electronically from the Shareholders till Monday 27<sup>th</sup> September 2017 upto 05.00 p.m. being the last date and time fixed by the Company for e-voting was considered for my scrutiny.
- b) At the AGM, the chairman announced that the Members present at the AGM and who have not cast their vote by E-Voting or through the Physical mail can exercise their voting rights through the Poll which was made available at the Venue of the AGM
- c) Thereafter total of **16** Ballot forms were received from shareholders at the venue were given to me and duly held in my safe custody.
- c) I have monitored the process of electronic voting through the Scrutinizer's secured link
- d) As per the requirement of The Companies Act 2013 the particulars of all votes received (through physical & electronic mode) from the Members have been accordingly entered in a register separately maintained for the purpose. None of the incomplete, unsigned or incorrect Ballot forms have been considered.
- e) I further report that the e-voting data and physical Ballots were scrutinized by me for verification of votes cast in favour and against the resolution. The signatures verification process was also conducted by the Registrar and Transfer Agents of the company i.e. M/S Purva Sharegistry (India) Pvt. Limited.

Items no. of Notice	Votes in the favour of the Resolution		Votes against the Resolution		Invalid Votes		Total Votes
	Nos.	% of total number of valid votes cast (Favour and Against)	Nos	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of Invalid votes	Nos.
<b>Item No. 1 of the Notice</b> (As an Ordinary Resolution for Adoption of Audited Balance sheet/financial statement of the Company for the financial year ended 31 <sup>st</sup> March, 2017 together with the reports of the Board of Directors and Auditors thereon.	430365	100	0	0	0	0	430365
<b>Item No. 2 of the Notice</b> (As an Ordinary Resolution for Declaration of Dividend on Equity Shares for the year ended 31 <sup>st</sup> March 2017.	430365	100	0	0	0	0	430365



<b>Item No. 3 of the Notice</b> ( As an Ordinary Resolution for the appointment of Mr. Fredun Medhora who retires by rotation and being eligible offering himself for re-appointment.	565	0.13	0	0	429800	99.87	430365
<b>Item No. 4 of the Notice</b> ( As an Ordinary Resolution for the ratification in respect of appointment of M/S. Savla & Associates Chartered Accountants, (Firm Registration No. 109361W) as Statutory Auditors and fix their remuneration.	430365	100	0	0	0	0	430365
<b>Item No. 5 of the Notice</b> (As an Ordinary Resolution for the Increasing Authorized Capital Under Section 61 of The Companies Act 2013.	430365	100	0	0	0	0	430365
<b>Item No. 6 of the Notice</b> (As a Special Resolution for the appointment of Mr. Fredun Medhora as the Managing Director of the Company under The Companies Act 2013.	565	0.13	0	0	429800	99.87	430365
<b>Item No. 7 of the Notice</b> (As a Special Resolution for the appointment of Dr (Mrs) Daulat Medhora as Whole time Director designated as the Joint Managing Director of the Company under The Companies Act 2013.	565	0.13	0	0	429800	99.87	430365

4. The votes were unblocked in the presence of two witness i.e. Mr. Gitesh Nimkar and Mr. Pradeep Ghume who are not the employees of the company..





# RAJENDRA & CO.

COMPANY SECRETARIES

*Rajendra R. Vaze*

B.Com LL.B. F.C.S. GCD.

Devdha Manzil, 2nd Floor, Maharshi Dadasaheb Rege Road (Shivaji Park Road No. 3), Dadar,  
Mumbai - 400 028. Tel : 24450622 / 32936166 Cell : 9821116504 Email : cs.rajendra@yahoo.in

Sr. No.	Particulars	No. of PBF/E-Voting	No. of shares voted
a)	Postal Ballot Forms received	16	430365
b)	E-Voting Confirmations	0	0
	<b>Total</b>	<b>16</b>	<b>430365</b>
c)	Less : Invalid no. of votes casted for resolution no 1, 2 4, and 5	0	0
d)	Valid no. of votes casted for resolution No 1, 2 , 4 & 5	16	430365

Sr. No.	Particulars	No. of PBF/E-Voting	No. of shares voted
a)	Postal Ballot Forms received	16	430365
b)	E-Voting Confirmations	0	0
	<b>Total</b>	<b>16</b>	<b>430365</b>
c)	Less : Invalid no. of votes casted for resolution no 3, 6 & 7	2	429800
d)	Valid no. of votes casted for resolution No 3,6, & 7	14	565

5. As per The companies Act, the vote of the related parties cannot be counted for the Resolution No 3, 6 & 7 of the notice and hence the same have been considered as invalid.
6. The Register and all other papers relating to e-voting/Physical Ballot shall remain in our safe custody until the chairman considers,, approves and sign the minutes of the Annual General Meeting and thereafter the same shall be handed over to the company.

Thanking you

Yours faithfully  
For Rajendra and Co.,  
Company Secretaries

(CS Rajendra Vaze)  
FCS No . 4247 C.P. No 1975



Place : Mumbai  
Date : 28<sup>th</sup> September 2017

**CERTIFIED FILING CENTRE (CFC)**

(APPROVED BY CENTRAL GOVT. UNDER THE DEPT. OF COMPANY AFFAIRS)