

FREDUN PHARMACEUTICALS LIMITED

Compassionate Healthcare



CIN No : L24239MH1987PLC043662

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

September 28, 2018

Ref.: BSE Scrip Code - 539730

Subject: Outcome & Voting Results of 31st 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 31st Annual General Meeting (the “AGM”) of the Company held on Thursday, September 27, 2018.

<u>Fredun Pharmaceuticals Limited</u>	
Date of AGM	September 27, 2018
Total Number of Shareholders as on the record date i.e., September 20, 2018	
<u>No. of Shareholders Present in the Meeting either person or through Proxy: -</u> Promoter and Promoter Group: Public:	03 24
<u>No. of Shareholders attended the Meeting through video conferencing or through Proxy: -</u> 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

Dr. (Mrs.) Daulat Medhora
Chairperson & Jt. Managing Director



Encl.: A/a

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 Web: www.fredungroup.com

Agenda wise Disclosure

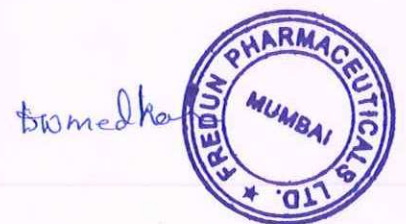
Resolution No. 1: To Approve the Audited Financial Statements of the Company for the year ended March 31, 2018 together with the Reports of the Directors and the Auditors thereon.

Resolution Required (Ordinary / Special)						Ordinary			
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	0	0	0	0	0	0	0	0
	Poll	18,50,810	18,50,810	100	18,50,810	0	100	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	Total	18,50,810	18,50,810	100	18,50,810	0	100	0	0
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
	Total		Nil	0	0	0	0	0	0
Public Non-Institutions	E-voting	3	3	100	3	0	100	0	0
	Poll	220	220	100	220	0	100	0	2
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	Total	223	223	100	223	0	100	0	2
Total		18,51,033	18,51,033	100	18,51,033	0	100	0	2



Resolution No. 2: To approve the Payment of Dividend.

Resolution Required (Ordinary / Special)						Ordinary			
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	0	0	0	0	0	0	0	0
	Poll	18,50,810	18,50,810	100	18,50,810	0	100	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	Total	18,50,810	18,50,810	100	18,50,810	0	100	0	0
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
	Total	Nil	0	0	0	0	0	0	0
Public Non-Institutions	E-voting	3	3	100	3	0	100	0	0
	Poll	220	220	100	220	0	100	0	2
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	Total	223	223	100	223	0	100	0	2
Total	18,51,033	18,51,033	100	18,51,033	0	100	0	2	



Resolution No. 3: To Approve Re appointment of Dr. (Mrs.) Daulat Medhora retiring by rotation and being eligible offers herself for re- appointment

Resolution Required (Ordinary / Special)						Ordinary			
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	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
	Total	Nil	0	0	0	0	0	0	0
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
	Total	Nil	0	0	0	0	0	0	0
Public Non-Institutions	E-voting	3	3	100	3	0	100	0	0
	Poll	220	220	100	220	0	100	0	2
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	Total	223	223	100	223	0	100	0	2
Total		223	223	100	223	0	100	0	2

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

Resolution Required (Ordinary / Special)						Ordinary			
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	0	0	0	0	0	0	0	0
	Poll	18,50,810	18,50,810	100	18,50,810	0	100	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	Total	18,50,810	18,50,810	100	18,50,810	0	100	0	0
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
	Total	Nil	0	0	0	0	0	0	0
Public Non-Institutions	E-voting	3	3	100	3	0	100	0	0
	Poll	220	220	100	220	0	100	0	2
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	Total	223	223	100	223	0	100	0	2
Total		18,51,033	18,51,033	100	18,51,033	0	100	0	2

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Resolution No. 5: To Reappoint of Mr. Nariman Medhora as Whole Time Director of the Company

Resolution Required (Ordinary / Special)						Special			
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	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
	Total	Nil	0	0	0	0	0	0	0
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
	Total	Nil	0	0	0	0	0	0	0
Public Non-Institutions	E-voting	3	3	100	3	0	100	0	0
	Poll	220	220	100	220	0	100	0	2
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	Total	223	223	100	223	0	100	0	2
Total		223	223	100	223	0	100	0	2

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Resolution No. 6: To Approve Transaction with Related Party under Section 188 of the Companies Act, 2013.

Resolution Required (Ordinary / Special)						Special			
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	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
	Total	Nil	0	0	0	0	0	0	0
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
	Total	Nil	0	0	0	0	0	0	0
Public Non-Institutions	E-voting	3	3	100	3	0	100	0	0
	Poll	220	220	100	220	0	100	0	2
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	Total	223	223	100	223	0	100	0	2
Total		223	223	100	223	0	100	0	2



Resolution No. 7: To Increase the Borrowing limit u/s 180(1)(c) of the Companies Act, 2013 upto Rs. 100 crores

Resolution Required (Ordinary / Special)						Special			
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	0	0	0	0	0	0	0	0
	Poll	18,50,810	18,50,810	100	18,50,810	0	100	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	Total	18,50,810	18,50,810	100	18,50,810	0	100	0	0
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
	Total	Nil	0	0	0	0	0	0	0
Public Non-Institutions	E-voting	3	3	100	3	0	100	0	0
	Poll	220	220	100	220	0	100	0	2
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	Total	223	223	100	223	0	100	0	2
Total		18,51,033	18,51,033	100	18,51,033	0	100	0	2

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RAJENDRA & CO.

COMPANY SECRETARIES

Rajendra R. Vaze

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

Devdha Manzil, 2nd Floor, Maharshi Dadasaheb Rege Road, (Shivaji Park Road No.3), Dadar, Mumbai-400 028.
Tel.: 022 2445 0622 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 31st Annual General Meeting of the members of **FREDUN PHARMACEUTICALS LIMITED (the Company)** held on 27th day of September, 2018 at 9.00 a.m. at Hotel Avon Ruby 87, Naigaum Cross Road Near Dadar Railway Station 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 31st Annual General Meeting held on 27th September 2018.**

1. I, Rajendra Vaze, a Company Secretary in practice. (FCS No 4247 CP No. 1975) of **Rajendra and Co., Company Secretaries** of Devdha Manzil 2nd 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 31st Annual General Meeting of the members of Fredun Pharmaceuticals Limited (the Company) held on 27th day of September, 2018 at 9.00 a.m. at Hotel Avon Ruby 87, Naigaum Cross Road Near Dadar Railway Station Dadar (E)-Mumbai-400 014

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



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.

3. I submit my report as under:

- a) The e-voting period begins at 09.00 a.m., on Monday the 24th September 2018 and ends at 05.00 p.m., on Wednesday 26th September 2018. The votes received electronically from the Shareholders till Wednesday 26th September 2018 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 51 Ballot forms were received from shareholders at the venue were given to me and duly held in my safe custody, out of this (2) Two forms have been rejected
- 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.
	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	
Item No. 1 of the Notice (As an Ordinary Resolution for Adoption of Audited Balance sheet/financial statement of the Company for the financial year ended 31 st March, 2018 together with the reports of the Board. of Directors and Auditors thereon.	1851033	99.999	-	-	10	--	1851043



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COMPANY SECRETARIES

Item No. 2 of the Notice (As an Ordinary Resolution for Declaration of Dividend on Equity Shares for the year ended 31 st March 2018.	1851033	99.999	-	-	10	--	1851043
Item No. 3 of the Notice (As an Ordinary Resolution for the appointment of Dr. (Mrs) Daulat Medhora who retires by rotation and being eligible offering himself for re-appointment.	223	95.50	-	-	10	4.5	233
Item No. 4 of the Notice (As an Ordinary Resolution for re-appointment of M/S. Savla & Associates Chartered Accountants, (Firm Registration No. 109361W) as Statutory Auditors and fix their remuneration.	1851033	99.999	-	-	10	--	1851043
Item No. 5 of the Notice (As a Special Resolution for the re-appointment of Mr. Nariman Medhora as a the whole-time Director of the Company under The Companies Act 2013.	223	95.50	-	--	10	4.5	233
Item No. 6 of the Notice (As a Special Resolution for the to transact with Related Parties under Section 188 of the Company under The Companies Act 2013.	223	95.50	-	-	10	4.5	233
Item No. 7 of the Notice (As a Special Resolution for to increasing the Borrowing Limit u/s 180(1)(c) of the Companies Act, 2013 upto .Rs 100 Crores	1851033	99.999	-	-	10	-	1851043



Sr. No.	Particulars	No. of PBF/ E-Voting	No. of shares voted
a)	Valid Ballot Forms received	49	1851030
b)	E-Voting Confirmations	3	3
	Total	52	1851033
c)	Less : Invalid no. of votes casted for resolution no 1 ,2,4 and 7	2	10
d)	Valid no. of votes casted (Net)for resolution No 1 ,2,4 and 7	52	1851033
e)	Votes in favour for Resolution No. 1 ,2,4 and 7	52	1851033
f)	Votes against for Resolution No. 1 ,2,4 and 7	-	-

Sr. No.	Particulars	No. of PBF/ E-Voting	No. of shares voted
a)	Valid Ballot Forms received	49	220
b)	E-Voting Confirmations	3	3
	Total	52	223
c)	Less : Invalid no. of votes casted for resolution no 3 ,5, and 6	2	10
d)	Valid no. of votes casted (Net)for resolution No 3 ,5,and 6	52	223
e)	Votes in favour for Resolution No. 3 ,5, and 6	52	223
f)	Votes against for Resolution No. 3 ,5, and 6	-	-

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..

