

FREDUN PHARMACEUTICALS LIMITED

Compassionate Healthcare

CIN No : L24239MH1987PLC043662



September 25, 2019

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

Ref.: BSE Scrip Code - 539730

Subject: Outcome & Voting Results of 32nd Annual General Meeting for the Financial Year 2018-19

Dear Sir / Madam,

In compliance to Regulation 44(3) of SEBI Listing Regulations, 2015; we hereby submit the Voting Results of the business transacted at the 32nd Annual General Meeting (the “32nd AGM”) of the Company for the Financial Year 2018-19 held on Tuesday, September 24, 2019.

| <u>Fredun Pharmaceuticals Limited</u> | |
|--|--------------------|
| Date of AGM | September 24, 2019 |
| Total Number of Shareholders as on the record date i.e., September 17, 2019 | 1,378 |
| No. of Shareholders Present in the Meeting either person or through Proxy: - Promoter and Promoter Group: Public: | 03 25 |
| 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

Daulat Medhora

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



Encl.: A/a

Office Address: Manoj Industrial Premises, G.D. Ambekar Marg, Wadala (W), Mumbai - 400 031, (INDIA)

Phone No.: 91-22- 4031 8111 **Fax:** 91-22-4031 8133

Factory Address: 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



Agenda wise Disclosure

Resolution No. 1: To Approve the Audited Financial Statements of the Company for the year ended March 31, 2019 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 | 20,76,110 | 20,76,110 | 100 | 20,76,110 | 0 | 100 | 0 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 20,76,110 | 20,76,110 | 100 | 20,76,110 | 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 | 14,000 | 14,000 | 100 | 14,000 | 0 | 100 | 0 | 0 |
| | Poll | 8,915 | 8,905 | 100 | 8,905 | 0 | 100 | 0 | 10 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 22,915 | 22,905 | 100 | 22,905 | 0 | 100 | 0 | 10 |
| Total | | 20,99,025 | 20,99,015 | 100 | 20,99,015 | 0 | 100 | 0 | 10 |



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FREDUN PHARMACEUTICALS LIMITED

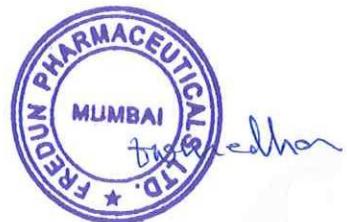
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Resolution No. 2: To approve the declaration of Dividend of 6.5% on the Equity Shares of the Company.

| 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 | 20,76,110 | 20,76,110 | 100 | 20,76,110 | 0 | 100 | 0 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 20,76,110 | 20,76,110 | 100 | 20,76,110 | 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 | 14,000 | 14,000 | 100 | 14,000 | 0 | 100 | 0 | 0 |
| | Poll | 8,915 | 8,905 | 100 | 8,905 | 0 | 100 | 0 | 10 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 22,915 | 22,905 | 100 | 22,905 | 0 | 100 | 0 | 10 |
| | Total | 20,99,025 | 20,99,015 | 100 | 20,99,015 | 0 | 100 | 0 | 10 |



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Resolution No. 3: To Approve Re appointment of Mr. Nariman Medhora retiring by rotation and being eligible offered himself 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 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | 20,76,110 | 0 | 0 | 0 | 0 | 0 | 0 | 20,76,110 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 20,76,110 | 0 | 0 | 0 | 0 | 0 | 0 | 20,76,110 |
| 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 | 14,000 | 14,000 | 100 | 14,000 | 0 | 100 | 0 | 0 |
| | Poll | 8,915 | 8,905 | 100 | 8,905 | 0 | 100 | 0 | 10 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 22,915 | 22,905 | 100 | 22,905 | 0 | 100 | 0 | 10 |
| Total | | 20,99,025 | 22,905 | 100 | 22,905 | 0 | 100 | 0 | 20,76,120 |



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Resolution No. 4: To Ratify the Remuneration of the Cost Auditor.

| 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 | 20,76,110 | 20,76,110 | 100 | 20,76,110 | 0 | 100 | 0 | 0 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 20,76,110 | 20,76,110 | 100 | 20,76,110 | 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 | 14,000 | 14,000 | 100 | 14,000 | 0 | 100 | 0 | 0 |
| | Poll | 8,915 | 8,905 | 100 | 8,905 | 0 | 100 | 0 | 10 |
| | Postal Ballot (if applicable) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | 22,915 | 22,905 | 100 | 22,905 | 0 | 100 | 0 | 10 |
| Total | | 20,99,025 | 20,99,015 | 100 | 20,99,015 | 0 | 100 | 0 | 10 |



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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 32nd Annual General Meeting of the members of
FREDUN PHARMACEUTICALS LIMITED (the Company) held
on 24th day of September, 2019 at 9.00 a.m. at
Ramee Guest Line, Hotel –Dadar Plot No.3,
Kohinoor Road, Dadar
Mumbai -400 014.

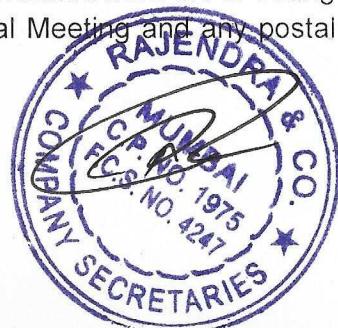
Dear Sir,

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 32nd Annual General Meeting held on 24th September 2019.

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 32nd Annual General Meeting of the members of Fredun Pharmaceuticals Limited (the Company) held on 24th day of September, 2019 at 9.00 a.m. at Ramee Guest Line, 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 NSDL and through Physical Ballot at the Annual General Meeting and any postal Ballot which was received through physical mail. .

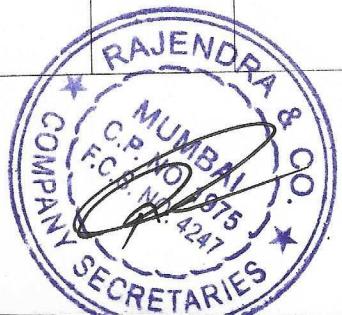
CERTIFIED FILING CENTRE (CFC)
(APPROVED BY CENTRAL GOVT. UNDER THE DEPT OF COMPANY AFFAIRES)



3. I submit my report as under:

- a) The e-voting period begins at 09.00 a.m., on Saturday the 21st September 2019 and ends at 05.00 p.m., on Monday 23rd September 2019. The votes received electronically from the Shareholders till Monday 23rd September 2019 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 **72** Ballot forms were received from shareholders at the venue were given to me and duly held in my safe custody, out of this **Two** forms have been rejected due to signature and name mismatch.
- 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 Shareregistry (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 | |
| 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, 2019 together with the reports of the Board of Directors and Auditors thereon.) | 2099015 | 100% | 0 | 0 | 10 | 0 | 2099025 |



RAJENDRA & CO.

COMPANY SECRETARIES

| | | | | | | | |
|---|---------|------|---|---|---------|-------|---------|
| Item No. 2 of the Notice (As an Ordinary Resolution for Declaration a Dividend of 6.5% on Equity Shares of the Company for the financial year ended 31 st March 2019.) | 2099015 | 100% | 0 | 0 | 10 | 0 | 2099025 |
| Item No. 3 of the Notice (As a Ordinary Resolution for to appoint a Director in place of Mr. Nariman Medhora who retires by rotation in term of Section 152 of the Company under The Companies Act 2013a and being eligible has offered himself for re-appointment) | 22905 | 1.09 | 0 | 0 | 2076120 | 98.91 | 2099025 |
| Item No. 4 of the Notice (As a Ordinary Resolution for the to ratify the remuneration of Cost Auditors. section 148 of the Companies Act 2013.) | 2099015 | 100% | 0 | 0 | 10 | 0 | 2099025 |

| Sr. No. | Particulars | No. of PBF/ E-Voting | No. of shares voted |
|---------|--|-------------------------|------------------------|
| a) | Valid Postal Ballot Forms received | 72 | 2085025 |
| b) | E-Voting Confirmations | 6 | 14000 |
| | Total | 78 | 2099025 |
| c) | Less : Invalid no. of votes casted for resolution no 1 & 2 | 2 | 10 |
| d) | Valid no. of votes casted (Net)for resolution No 1 ,& 2 | 76 | 2099015 |
| e) | Votes in favour for Resolution No. 1 & 2 | 76 | 2099015 |
| f) | Votes against for Resolution No. 1 & 2 | 0 | 0 |



CERTIFIED FILING CENTRE (CFC)

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

RAJENDRA & CO.
COMPANY SECRETARIES

| Sr. No. | Particulars | No. of PBF/ E-Voting | No. of shares voted |
|---------|--|-------------------------|------------------------|
| a) | Valid Postal Ballot Forms received | 72 | 2085025 |
| b) | E-Voting Confirmations | 6 | 14000 |
| | Total | 78 | 2099025 |
| c) | Less : Invalid no. of votes casted for resolution no 3 | 10 | 2076120 |
| d) | Valid no. of votes casted (Net)for resolution No 3 | 68 | 22905 |
| e) | Votes in favour for Resolution No. 3 | 68 | 22905 |
| f) | Votes against for Resolution No. 3 | 0 | 0 |

| Sr. No. | Particulars | No. of PBF/ E-Voting | No. of shares voted |
|---------|--|-------------------------|------------------------|
| a) | Valid Postal Ballot Forms received | 72 | 2085025 |
| b) | E-Voting Confirmations | 6 | 14000 |
| | Total | 78 | 2099025 |
| c) | Less : Invalid no. of votes casted for resolution no 4 | 2 | 10 |
| d) | Valid no. of votes casted (Net)for resolution No 4 | 76 | 2099015 |
| e) | Votes in favour for Resolution No. 4 | 76 | 2099015 |
| f) | Votes against for Resolution No. 4 | 0 | 0 |

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., 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

5. 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.
6. The Resolutions have been passed by the Requisite Majority.

Thanking you

Yours faithfully
For Rajendra and Co.,
Company Secretaries

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

Place : Mumbai
Date : 24th September 2019

UDIN No : F004247A000014488

