

# FREDUN PHARMACEUTICALS LIMITED

*Compassionate Healthcare*



CIN No : L24239MH1987PLC043662

Date: January 19, 2024

To,

The BSE Limited.,  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers Dalal Street, Fort,  
Mumbai- 400001

**Ref: BSE Scrip Code: 539730**

**Subject: Submission of Voting Results of Extra Ordinary General Meeting.**

Dear Sir/ Madam,

With reference to the captioned subject matter, please find enclosed herewith the Voting Results of Extra Ordinary General of Fredun Pharmaceuticals Limited as required under Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements), 2015.

Kindly take note of the same.

Thanking You, Yours Sincerely,

For **FREDUN PHARMACEUTICALS LIMITED**

**JINKAL SONI**  
**(JINKAL SHAH)**  
**COMPANY SECRETARY AND COMPLIANCE OFFICER**

**Registered 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

**DISCLOSURE AS PER REGULATION 44 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

<b>Date of the EOGM</b>	<b>January 18, 2024</b>
<b>Total number of Shareholders on Record Date</b>	7214
<b>No. of shareholders present in the meeting either in person:</b>	
Promoters and Promoter Group:	NIL
Public:	NIL
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	3
Public:	46

**FREDUN PHARMACEUTICALS LIMITED**

<b>Resolution Required: (Special)</b>		<b>1. Issuance of securities for amount up to and not exceeding 120 crores or its equivalent in Indian rupees or in any other currency(ies)</b>						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		No						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstand ing shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Vote s - Agai nst</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	2272745	1068020	46.99	1068020	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>2272745</b>	<b>1068020</b>	<b>46.99</b>	<b>1068020</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	75000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>75000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	2247377	22736	1.01	22736	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>2247377</b>	<b>22736</b>	<b>1.01</b>	<b>22736</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>4595122</b>	<b>1090756</b>	<b>23.74</b>	<b>1090756</b>	<b>0</b>	<b>100</b>	<b>0</b>

**FREDUN PHARMACEUTICALS LIMITED**

<b>Resolution Required: (Special)</b>	<b>2. Re-Appointment of Managing Director Mr. Fredun Medhora (DIN 01745348) for the period of 5 Years)</b>
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<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	Yes
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Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	2272745	1068020	46.99	1068020	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>2272745</b>	<b>1068020</b>	<b>46.99</b>	<b>1068020</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	75000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>75000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	2247377	22736	1.01	22736	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>2247377</b>	<b>22736</b>	<b>1.01</b>	<b>22736</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>4595122</b>	<b>1090756</b>	<b>23.74</b>	<b>1090756</b>	<b>0</b>	<b>100</b>	<b>0</b>

**FREDUN PHARMACEUTICALS LIMITED**

<b>Resolution Required: (Special)</b>		<b>3. Appointment of Mrs. Daisy D'Souza (DIN-09348309) in the category of Independent Director for the period of 5 years</b>						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		No						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstand ing shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Vote s - Agai nst</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	2272745	1068020	46.99	1068020	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>2272745</b>	<b>1068020</b>	<b>46.99</b>	<b>1068020</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	75000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>75000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	2247377	22736	1.01	22736	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>2247377</b>	<b>22736</b>	<b>1.01</b>	<b>22736</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>4595122</b>	<b>1090756</b>	<b>23.74</b>	<b>1090756</b>	<b>0</b>	<b>100</b>	<b>0</b>

**FREDUN PHARMACEUTICALS LIMITED**

<b>Resolution Required: (Special)</b>		4. Re-Appointment of Whole Time Director designated as Jt. Managing Director Dr. (Mrs.) Daulat Nariman Medhora (DIN- 01745277) for the period of 5 Years.						
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	2272745	1068020	46.99	1068020	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>2272745</b>	<b>1068020</b>	<b>46.99</b>	<b>1068020</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	75000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>75000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	2247377	22736	1.01	22736	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>2247377</b>	<b>22736</b>	<b>1.01</b>	<b>22736</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>4595122</b>	<b>1090756</b>	<b>23.74</b>	<b>1090756</b>	<b>0</b>	<b>100</b>	<b>0</b>



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**FORM NO. MGT-13**

**SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND E-VOTING**

(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 CHAIRPERSON,**  
**FREDUN PHARMACEUTICALS LIMITED**  
11th Floor, Tower A, Urmi Estate 95,  
Ganpatrao Kadam Marg, Lower Parel (W),  
Delisle Road, Mumbai - 400013.

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 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended from time to time and evoting conducted during the Extra-Ordinary General Meeting, for the Extra-Ordinary General Meeting of Fredun Pharmaceuticals Ltd held on Thursday, 18<sup>th</sup> January, 2024 at 03:00 p.m. through Video Conferencing ('VC') /Other Audio Visual Means ('OAVM').**

I, Kala Agarwal, Practicing Company Secretary (Membership No. 5976 & Certificate of Practice No. 5356), have been appointed as the Scrutinizer by the Board of Directors of **Fredun Pharmaceuticals Ltd** ("the Company") for the purpose of Remote E-voting and E-voting at the **Extra-Ordinary General Meeting of the Equity Shareholders of Fredun Pharmaceuticals Ltd** held on **Thursday, 18<sup>th</sup> January, 2024 at 03:00 p.m. through Video Conferencing ('VC') /Other Audio Visual Means ('OAVM')**, submit my report as under:

The notice dated 26<sup>th</sup> December, 2023, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the EOGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the Ministry of Corporate Affairs ('MCA') Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ('SEBI') Circular dated May 12, 2020.

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

The book closure started from Friday, 12<sup>th</sup> January, 2024 and ended on Thursday, 18<sup>th</sup> January, 2024. The shareholders of the Company holding shares as on 11<sup>th</sup> January, 2024 were entitled to vote on the resolutions as contained in the Notice of the EOGM.

The Company had appointed National Securities Depository Limited ("NSDL") for conducting the Electronic voting by the shareholders of the Company at the EOGM. The remote e-voting commenced on Monday, 15<sup>th</sup> January, 2024 at 09:00 A.M. and ended on Wednesday, 17<sup>th</sup> January, 2024 at 05:00 P.M. and the NSDL remote e-voting portal was blocked for voting thereafter. After the closure of e-voting at the EOGM, the report on e-voting done at the EOGM and the votes cast under remote e-voting facility prior to the EOGM were unblocked and downloaded from the e-voting website of NSDL 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 EOGM 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 EOGM on the resolutions contained in the notice of the EOGM.

My responsibility as Scrutinizer for the remote e-voting and e-voting during the EOGM 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 EOGM in respect of the said resolutions:



**SPECIAL BUSINESS:****ITEM NO. 1- SPECIAL RESOLUTION-****ISSUANCE OF SECURITIES FOR AMOUNT UP TO AND NOT EXCEEDING 120 CRORES OR ITS EQUIVALENT IN INDIAN RUPEES OR IN ANY OTHER CURRENCY (IES):**

(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
65	1090756	100%

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**SPECIAL BUSINESS:**

**ITEM NO. 2- SPECIAL RESOLUTION-**

**RE-APPOINTMENT OF MANAGING DIRECTOR MR. FREDUN MEDHORA (DIN-01745348) FOR THE PERIOD OF 5 YEARS:**

(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
65	1090756	100%

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	00

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**SPECIAL BUSINESS:**

**ITEM NO. 3- SPECIAL RESOLUTION-**

**APPOINTMENT OF MRS. DAISY D`SOUZA (DIN-09348309) IN THE CATEGORY OF INDEPENDENT DIRECTOR FOR THE PERIOD OF 5 YEARS.**

(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
65	1090756	100%

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	00

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**SPECIAL BUSINESS:**

**ITEM NO. 4- SPECIAL RESOLUTION-**

**RE-APPOINTMENT OF WHOLE TIME DIRECTOR DESIGNATED AS IT. MANAGING DIRECTOR DR. (MRS.) DAULAT NARIMAN MEDHORA (DIN- 01745277) FOR THE PERIOD OF 5 YEARS.**

(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
65	1090756	100%

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	00

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

All of the above four (4) Resolutions mentioned in the Notice of the EOGM dated 26<sup>th</sup> December, 2023 as per the details mentioned above stand "PASSED" under Remote E-voting and voting conducted during the EOGM through E-voting with requisite majority and hence deemed to be passed as on the date of EOGM.

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

Thanking You,  
Yours Faithfully,

**KALA AGARWAL**  
**(PRACTISING COMPANY SECRETARY)**  
**COP: 5356**

**PLACE: MUMBAI**  
**DATE: 19<sup>TH</sup> JANUARY, 2024**  
**UDIN: F005976E003256146**