

## NOTICE OF 31ST ANNUAL GENERAL MEETING

**Notice** is hereby given that the **31st ANNUAL GENERAL MEETING (the "31st AGM")** of the members of **FREDUN PHARMACEUTICALS LIMITED** will be held on Thursday, September 27, 2018 at 9:00 A.M. Hotel Avon Ruby - 87, Naigaum Cross Road, Near Dadar Railway Station, Dadar East, Mumbai - 400014 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018 together with the reports of the Board of Directors and the Auditors thereon;
2. To declare a Dividend on Equity Shares of the Company for the Financial Year ended March 31, 2018.
3. To appoint a Director in place of Dr. (Mrs.) Daulat Medhora (DIN No.: 01745277) who retires by rotation in terms of Section 152 of Companies Act, 2013 and being eligible has offered herself for re-appointment.
4. Appointment of the Auditors:

To appoint Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013; read with Companies (Audit and Auditors) Rules, 2014; M/s. Savia & Associates, Chartered Accountants, (Firm Registration No. 109361W), retiring auditor of the Company be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of the Thirty first Annual General Meeting till the conclusion of the Thirty Sixth Annual General Meeting of the Company, as per the provisions of the Companies Act, 2013; at such remuneration plus Goods & Service Tax, out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors".

**"RESOLVED FURTHER THAT** to give effect to the above resolution, the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this regard."



**SPECIAL BUSINESS:**

**5. Reappointment of Mr. Nariman Medhora (DIN: 02060357), as Whole-time Director of the Company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and in accordance with the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 ("**Act**"), read with Schedule V of the Act, and other applicable provisions, if any, of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other consents and approvals as may be necessary, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Nariman Medhora (DIN: 02060357) as a Whole Time Director of the Company for a period of three years with effect from, May 5, 2018 who shall be liable to retire by rotation; on such terms and conditions including remuneration as set out in the Statement annexed to the Notice and such other conditions as the Board of Directors of the Company (the "**Board**") may deem fit."

**"RESOLVED FURTHER THAT** any one of the Executive Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

**6. Transaction with related parties under Section 188 of the Companies Act, 2013:**

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

**"RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules, regulations and notifications if any, approval of the members be and is hereby accorded for entering into Related Party Transactions by the Company with effect from October 1, 2018 up to the maximum amounts as appended below:



<b>Maximum aggregate value of contracts / transactions as may be entered into W.E.F October 1, 2018</b>	
<b>NAME OF THE RELATED PARTIES</b>	<b>Sale, Purchase, Supply, disposing off, or Buying, Leasing, Availing, Rendering, Using, etc. of any kind of Goods, Materials, Services and or Property of any description.</b>
<b>COMPANIES</b>	
Fredun Healthcare Pvt. Ltd	Rupees Fifty Crores (Rs. 50,00,00,000)
<b>INDIVIDUAL</b>	
Daulat N. Medhora	Rupees Five Crores (Rs. 5,00,00,000)
Fredun Medhora	Rupees Five Crores (Rs. 5,00,00,000)
Nariman Medhora	Rupees Five Crores (Rs. 5,00,00,000)
<b>FIRMS &amp; OTHERS</b>	
Fredna Enterprises	Rupees Fifty Crores ( Rs. 50,00,00,000)

**“RESOLVED FURTHER THAT** to give effect to this Resolution the Board of Directors and / or any Committee thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution and to do all acts, deeds, things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings related thereto”.

#### **7. To Increase the Borrowing Limit u/s 180(1)(c) of the Companies Act, 2013 upto Rs.100 Crores:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as **Special Resolution**:

**“RESOLVED THAT** in supersession of all the earlier Resolutions passed in this regard, consent of the Company be and is hereby accorded, pursuant to Sections 179, 180(1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the Companies (Meetings of Board and its Powers) Rules, 2014 and other Rules, Regulations, Notifications and Circulars issued including any statutory modification or re-enactment thereof for the time being in force, to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) for borrowing from time to time, any sum or sums of money for the purposes of the Company, upon such terms and conditions and with or without security, as the Board may in its discretion think fit, notwithstanding that the money or monies to be so borrowed by the Company (apart from the temporary loans obtained or to be obtained from time to time from the Company's Bankers in the ordinary course of business) together with the



sums already borrowed, may exceed the aggregate of the paid-up share capital of the Company and its free reserves that is to say, reserves not set apart for any specific purposes, provided however that the sums so borrowed and remaining outstanding on account of principal shall not, at anytime, exceed **Rs. 100 Crores** (Rupees One Hundred Crores Only)."

**"RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to negotiate limits with the Bankers (including guarantees facilities), determine the terms and conditions including fixing the rate of interest, tenure etc. for each borrowing and for such purpose create and place fixed deposits as collateral execute loan agreement, Demand promissory Notes, Pledge / Hypothecation agreement, and other documents and deeds, receipts, acknowledgements and discharge in connection with the borrowings of the Company within the borrowing limits as prescribed above".

**"RESOLVED FURTHER THAT** the authority be and is hereby granted to issue short term and long-term debt instruments of the Company, including by way of issue of Debentures or such other instruments as the Board may deem proper including but not limited to issuance of commercial papers etc. in one or more tranches, such that the total outstanding borrowing by way of issue of such instruments outstanding at any one point of time shall not exceed aforesaid limit".

**"RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any other person as it may deem fit subject to the provision of the Companies Act, 2013 and such other applicable rules / provisions for the time been in force."

**By Order of the Board**  
**For Fredun Pharmaceuticals Limited**  
**Sd/-**  
**Fredun Medhora**  
**DIN: 01745348**  
**(Managing Director)**

**Place: Mumbai**

**Date: June 18, 2018**

**REGISTERED OFFICE:**

26, Manoj Industrial Premises,  
G.D. Ambekar Marg, Wadala,  
Mumbai - 400 031



**THE STATEMENT CONTAINING INFORMATION AS REQUIRED UNDER PROVISION IV OF PARA B OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 TO THE EXTENT APPLICABLE IS GIVEN HEREUNDER**

**I. GENERAL INFORMATION:**

- i. Nature of Industry: The Company is primarily in the business of Pharmaceuticals and Healthcare.
- ii. Date or expected date of commencement of Commercial production: Not Applicable
- iii. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- iv. Financial performance: Based on the Audited financial results for the year ended March 31, 2018:

Particulars	(Rupees in Lakhs) 2018
Turnover & Other Income	5971.08
Gross Profit before Interest Depreciation & Tax	586.42
Net Profit after Tax	175.09

- v. Foreign Investments or collaborators. If any: Not Applicable

**II. INFORMATION ABOUT THE APOINTEES:**

- i. Background Details:

Name of the Director	Mr. Nariman Medhora
Designation	Whole Time Director
Education	B.sc from Gujarat University He has wide experience in Plant checking, R.M.stores, Inventory Control and Purchase Department
Past Experience	He is associated with the Company since its Incorporation.

- ii. Past remuneration during the Financial year ended March 31, 2018:

Name of the Director	Mr. Nariman Medhora
Remuneration	Rs. 13,20,000/-

- iii. Recognition or Awards: NA

- iv. Job Profile and their suitability:

Mr. Nariman Bamansha Medhora is one of the Founder and Promoter Directors of Fredun



Pharmaceuticals Limited and is connected with the Company thereon. With his extensive experience and knowledge of the Pharmaceutical Industry the Company has grown to the current position.

Decision making in any business requires guidance and advice on ongoing basis and the knowledge and vast experience of Mr. Nariman Medhora is going to immensely benefit the Company to accomplish its goals.

v. Remuneration proposed:

As specified in the Explanatory Statement read with the resolution proposed for their re-appointment.

vi. Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of the Whole Time Director; the responsibilities shouldered by him and the Industry benchmarks, the remuneration proposed to be paid is in line with the remuneration packages paid to similar senior level counterpart(s) in other Companies.

vii. Pecuniary relationship(s) directly or indirectly with the Company or relationship with the Managerial Personnel, if any:

Besides the remuneration proposed to be paid to the Whole Time Director; he do not have any other pecuniary relationship with the Company except for that he is Husband of Dr. (Mrs.) Daulat Medhora, Chairperson & Joint Managing Director of the Company and Father of Mr. Fredun Medhora, Managing Director of the Company.

Further, Mr. Fredun Medhora, the Managing Director, Mr. Nariman Medhora, the Whole Time Director and Dr. (Mrs) D.N. Medhora being the Chairperson and Joint Managing Director of the Company are holding fully paid-up Equity Shares in the Company.

### **III. OTHER INFORMATION:**

i. Reasons for loss or inadequate profits:

For the time being, the Company is earning profits in its operations. Stiff market conditions and competitions generally have impact on the profits of the Company. But your Company in the past years have expanded its manufacturing capacities and contributes strongly to our revenues.



ii. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

In the previous year the Company's expenses went up drastically due to the development and expansion in the manufacturing unit at Palghar. An increase in the interest cost has also affected the profits of the Company. However, now that the expansion of the unit is almost complete, the Company expects good increase in productivity leading to much better profits.

iii. Expected increase in productivity and profits in measurable terms: Not Applicable

iv. Disclosures: The information and disclosures of the remuneration package of the Managerial Personnel have been duly mentioned in the notice of this Meeting.

**By Order of the Board**  
**For Fredun Pharmaceuticals Limited**  
**Sd/-**  
**Fredun Medhora**  
**DIN: 01745348**  
**(Managing Director)**

**Place: Mumbai**

**Date: June 18, 2018**

**REGISTERED OFFICE:**

26, Manoj Industrial Premises,  
G.D. Ambekar Marg, Wadala,  
Mumbai - 400 031

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 31 ST ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND 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.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013 ("the Act"), read with



the applicable rules thereon, a person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. A member holding more than ten percent of the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty-eight hours before the commencement of the Annual General Meeting.

3. Every member entitled to vote at the 31<sup>st</sup> Annual 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 Annual 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. Further, Corporate Members are required to send a Certified Copy of the Board Resolution, pursuant to Section 113 of the Act authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
4. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Register of Members of the Company will remain closed from September 21, 2018 to September 27, 2018; both days inclusive (Book Closure Date) for the purpose of Annual General Meeting.
5. Pursuant to the provisions of Section 124(5) and Section 124(6) of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules") and amendments thereto, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the demat account of the IEPF authority.

The Company at its 30<sup>th</sup> AGM held on September 28, 2017 had declared dividend at the rate of 6%. The unclaimed / unpaid amount is lying in the account and we thus request the shareholders to contact the Company or Purva in this matter. The details of the unclaimed / unpaid dividend is available on the website of the Company at [www.fredungroup.com](http://www.fredungroup.com)

6. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. Entry in the meeting hall shall be strictly restricted to the members / valid proxies only carrying the attendance slip.
7. 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, Off N. M. Joshi Marg, Near Lodha Excelus, 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.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent / Company.
9. Members may note that the Companies Act, 2013 and Rules made thereunder, allow the Company to send notices and documents, including Annual Report to the Shareholders through electronic mode to the Registered e-mail addresses of Shareholders.

8.1 Keeping in view the Green Initiative taken by the MCA and to save the cost involved in printing and dispatch, we propose to send all future communications including all the notices of General Meetings, Financial statements and Postal Ballot Notices etc. of the Company, in electronic mode.

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

8.3 In case of any changes in your E-mail address, the same may be communicated Immediately.

8.4 In case you are holding Shares in electronic form, please update your e-mail ID with your depository participant.

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

10. SEBI has decided that securities of Listed Companies can be transferred only in dematerialised form from December 5, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form before the said due date.
11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Share Transfer



Agent.

12. In case of joint holders attending the Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the item no. 4, 5, 6 & 7 of the Notice is annexed herewith – in case of special resolution.
14. 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 5:00 P.M.) on all working days except Saturdays, Sundays and Holidays, up to and including the date of the Annual General Meeting of the Company.
15. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. All Shareholders holding Shares as on September 20, 2018 (end of the day) being the cut-off date [i.e record date for the purpose of Rule 20(2)(ii) of the Companies (Management and Administration) Rules, 2015] fixed for determining voting rights of members will be entitled to participate in E-voting process. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is / are deemed to have been passed as if they have been passed at the Annual General Meeting.
16. Members can opt for only one mode of voting, i.e. either by Ballot Form or e -voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through the Ballot form shall be treated as invalid. The members who have cast their votes by remote E-voting prior to the meeting can also attend the meeting but shall not be entitled to cast their votes.
17. The Board vide its Resolution passed on June 18, 2018 has appointed Mr. Rajendra R. Vaze, Practicing Company Secretaries (Membership No. FCS 4247 CP NO. 1975) as Scrutinizer for conducting the remote E-voting and Ballot form process in accordance with the law and in a fair and transparent manner.
18. The Chairperson shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.



19. Pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, details of Directors seeking re-appointment at the Annual General Meeting of the Company to be held on September 27, 2018 are provided in **Annexure A** of this Notice. The Company had received the consents / declarations for their re-appointments as required under the Act and the rules framed thereunder.
20. Members may contact Mr. Fredun Medhora the Managing Director of the Company for any grievances connected with electronic means at the Registered office of the Company i.e.at 26, Manoj Industrial Premises G.D. Ambekar Marg, Wadala, Mumbai - 400 031.
21. The Scrutinizer shall, after the conclusion of the voting at the General Meeting, first count the votes cast at the meeting and then unblock the votes cast through remote e-voting. In the presence of at least two witnesses not in the employment of the Company and shall make not later than 48 hours of the conclusion of the Annual General Meeting as envisaged under Regulation 44 of SEBI Listing Regulations, 2015; a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson of Company / Meeting in writing, who shall countersign the same and declare the results of the voting forthwith. The results declared with the Scrutinizer's report shall be placed on the website of the Company and will be forwarded to the BSE Limited.

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

- i. The Remote E-voting period begins on Monday, September 24, 2018 (9:00 A.M. IST) and ends on Wednesday, September 26, 2018 (5:00 P.M. IST). 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) i.e., September 20, 2018 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:

<b>For Members holding shares In Demat Form and Physical Form</b>	
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 [www.evotingindia.co.in](http://www.evotingindia.co.in) and register themselves as Corporate.
  - 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 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 Monday, September 24, 2018 (9:00 A.M. IST) and ends on Wednesday, September 26, 2018 (5:00 P.M. IST). During this period, members of



the Company, holding Shares either in physical form or in dematerialized form, as on September 20, 2018 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 September 20, 2018.
3. Mr. Rajendra R. Vaze Practicing Company Secretaries 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 two 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 consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairperson of the Company.
5. The Chairperson shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
6. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.fredungroup.com](http://www.fredungroup.com). The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed. The resolution shall be deemed to be passed on the date of the Annual General Meeting subject to receipt of sufficient votes.
7. In case of any queries, you may refer the frequently asked Questions (FAQs) for and e-voting user manual for Shareholders available at the "downloads" Section of [www.evoting.com](http://www.evoting.com) or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

#### **Item No. 4:**

Appointment of Statutory Auditors of the Company – In terms of Section 139 (1) of the Companies Act, 2013; every Company shall, at the first Annual General Meeting, appoint an individual or a firm as an Auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth Annual General Meeting. M/s.Savia & Associates, Chartered Accountants who were appointed as the Statutory Auditors of the Company for the financial year i.e. 2013-14 hold the office upto the conclusion of 31st Annual General Meeting. Thus, the appointment of Statutory Auditors for a period of five consecutive years has been put up



for the approval of members.

The requirement to place the matter relating to appointment of Auditors for ratification by Members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi.

Accordingly, the resolution of appointment of the Auditors does not contain the clause of ratification of such appointment of the Auditors, who are proposed to be appointed in the ensuing 31st Annual General Meeting of the Company scheduled to be held on Thursday, September 27, 2018 at 09:00 A.M.

**Item No. 5:**

Subject to the approval of the members, the Board proposes to seek members' approval under Schedule V of the Companies Act, 2013 to reappoint Mr. Nariman Medhora (DIN: 02060357) as a Wholetime Director of the Company, designated as Executive Director, for a further period of 3 (three) years from the expiry of his present term, that is, May 4, 2018; on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Nariman Medhora are as under:

**a) Tenure:** From May 5, 2018 to June 4, 2021 (Three years)

**b) Remuneration:** Rs. 1,10,000/- per month with effect from May 5, 2018 upto June 4, 2021.

**c) Perquisites:**

- 1. Medical Expenses:** The Company shall pay and / or reimburse all expenses incurred for himself and for his family subject to Rs. 80,000/- per year subject to the taxability as per Income Tax Act, 1961.
- 2. Leave Travel Concession:** The Company shall pay and / or reimburse Travel Expenses incurred while on leave for himself and for his family once in a year in accordance with any rules specified by the Company, but the amount should not exceed Rs. 80,000/- per year subject to the taxability as per the Income Tax Act, 1961.

The total remuneration payable to Mr. Nariman Medhora will be as per the provisions of Schedule V of the Companies Act, 2013.

Mr. Nariman Medhora is well recognized in the Pharma Field for last three decades. He is the founder of the Company and is associated with the Company since the year 1987. His great



knowledge and vast experience will immensely benefit the Company. He has been instrumental in formulating long term vision and strategy of the Company.

He has already crossed the age of 80 but considering his vast experience and knowledge it is justified to appoint him as the Whole Time Director of the Company. His presence on the Board will be of immense value to the Company.

In view of this the Board of Directors of the Company have placed the matter before the shareholders for approving the reappointing of Mr. Nariman Medhora as the Whole time Director by Special Resolution.

The terms and conditions of the reappointment of the Whole Time Director may be altered and varied from time to time by the Board as the Board of Directors may consider necessary and deem fit so as not to exceed the limits prescribed under section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013.

Notwithstanding, where in any Financial Year during the currency of tenure of the Whole Time Director, the Company has no profits or if the profits are inadequate, it may continue to pay him remuneration by way of salary and perquisites as above, as minimum remuneration.

The Whole Time Director shall be entitled to leave in accordance with rules of the Company. Leave accumulated but not availed of at the time of leaving the services of the Company on any ground shall be allowed to be encashed. This will not be considered as a perquisite.

The appointment of Mr. Nariman Medhora as the Whole Time Director maybe terminable by either party by giving two months' notice in writing.

Disputes between the Company and the Whole Time Director or with the heirs or with the legal representatives may be settled by Arbitration under the Indian Arbitration Act, 1940.

Apart from the aforesaid remuneration, the Whole Time Director shall also be entitled to the reimbursement of entertainment and conveyance expenses, other expenses actually incurred by him in the course of and for the purpose of the Company's business.

The Whole Time Director shall not be paid any sitting fees for attending the meetings of Board of Directors or Committee thereof.

The Whole Time Director shall not become interested or otherwise concerned directly or through his wife or through his children in any selling agency of the Company except with the consent of the Company as per the provisions of the law in forces as applicable to the Company.

The draft agreements to be entered into between the Company and Mr. Nariman Medhora





and the remuneration to be payable on his appointment is placed for the approval of the Members.

The copy of the draft agreement to be entered into by the Company with Mr. Nariman Medhora is open for inspection by Members at the Registered Office of the Company between 11:00 A.M. and 4:00 P.M. on all working days except Saturdays, Sundays and Holidays.

Mr. Nariman Medhora, Mr. Fredun Medhora and Dr. (Mrs.) D. N. Medhora are interested in the resolution pertaining to the appointment of Mr. Nariman Medhora. No other Director(s) is interested in the Resolution.

#### Item No. 6:

The provisions of Section 188(1) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 govern the following Related Party Transactions which requires a Company to obtain prior approval of the Board of Directors and in case the transactions which are either not in the ordinary course of business or not on arm's length basis and exceeds the threshold prescribed under Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014 shall require prior approval of the shareholders through resolution.

Sr. No.	Particulars	LIMITS
i.	sale, purchase or supply of any goods or materials directly or through appointment of any agents	Amounting to 10% or more of the Annual Turnover or Rs. 100 crore, whichever is less as Per clause (a) & (e) respectively of section 188(1).
ii.	selling or otherwise disposing of, or buying, property of any kind directly or through appointment of any agent	Amounting to 10% or more of net worth or Rs. 1 crore, whichever is less as per clause (b) & clause (e) respectively of section 188(1).
iii.	leasing of property of any kind	Amounting to 10% or more of the Net worth or Amounting to 10% or more of the turnover or Rs. 100 crore whichever is less as per clause (c) of section 188(1).
iv.	availing or rendering of any services directly or through appointment of agents	Amounting to 10% or more of the turnover or Rs. 50 crore, whichever is less as per clause (d) & (e) respectively of section 188(1).
v.	appointment to any office or place of profit in the Company, its subsidiary or associate Company	Exceeding monthly remuneration of Rs. Two and half lakh.



vi.	underwriting the subscription of any securities or derivatives thereof, of the Company	Exceeding 1% of the net worth
<b>Note : It is hereby clarified that the limits specified in sub-clauses (i) to (iv) shall apply for transaction or transactions to be entered into either individually or taken together with the previous transactions during a Financial Year</b>		

Further, third proviso to Section 188(1) provides that nothing shall apply to any transaction entered into by the Company in its ordinary course of business other than transactions which are not on arm's length basis.

In the light of provisions of the Companies Act, 2013; the Board of Directors of your Company has approved the proposed transactions along with annual limits that your Company may enter into with its Related Parties (as defined under the Companies Act, 2013) for the financial year 2018-19 and beyond.

All the prescribed disclosures as required to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Power) Rules, 2014 are given herein below in a tabular format for the noting by the members.

<b>Maximum aggregate value of contracts / transactions as may be entered into W.E.F October 1, 2018</b>	
<b>NAME OF THE RELATED PARTIES</b>	<b>Sale, Purchase, Supply, disposing off, or Buying, Leasing, Availing, Rendering, Using, etc. of any kind of Goods, Materials, Services and or Property of any description.</b>
<b>COMPANIES</b>	
Fredun Healthcare Pvt. Ltd	Rupees Fifty Crores (Rs. 50,00,00,000)
<b>INDIVIDUAL</b>	
Daulat N. Medhora	Rupees Five Crores (Rs. 5,00,00,000)
Fredun Medhora	Rupees Five Crores (Rs. 5,00,00,000)
Nariman Medhora	Rupees Five Crores (Rs. 5,00,00,000)
<b>FIRMS &amp; OTHERS</b>	
Fredna Enterprises	Rupees Fifty Crores ( Rs. 50,00,00,000)



**Pursuant to explanation 3 of Rule 15 of Chapter XII the following particulars of the transactions with Related Party are given below:**

1.	Name of the Related Party	Fredun Healthcare Private Limited	Fredna Enterprises	The Directors of the Company
2.	Name of the director or key managerial personnel who is related party	Mr. Nariman Medhora & Mr. Fredun Medhora	Mr. Nariman Medhora	Mr. Nariman Medhora Mr. Fredun Medhora Dr. (Mrs.) Daulat N. Medhora
3.	Nature of relationship	Common Directors	Proprietor	Common Directors
4.	Nature, material terms, monetary value, and particulars of the contract or arrangement.	1. To purchase & sale of goods, material and articles and rendering of services.  2. To take/give on lease office space, flats or premises if/as and when required	1. To purchase & sale of goods, material and articles and rendering of any services .  2. Entering into a Leave and License Agreement - for taking on lease the premises for the factory premises of the Company	To take on lease flat(s), land or any other premises as and when as may be required by the Company

Members are hereby informed that pursuant to second proviso of Section 188(1) of the Companies Act, 2013 no member of the Company shall vote on such special resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a Related Party.

The Board of Directors of your Company have approved this item in the Board Meeting held on June 18, 2018 and have recommended the Resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution.

Except Promoter Directors and Key Managerial Personnel of the Company and their relatives, no other person is concerned or interested in this Resolution.



**Item No. 7**

In terms of the provisions of Section 180(1)(C) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in General Meeting, borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid up capital and its free reserves (reserves not set apart for any specific purpose).

Considering the Company's future growth plans, both organic & inorganic, it is necessary to obtain the approval of the members for borrowing monies in excess of the aggregate of the paid-up capital of the Company and its free reserves and to secure the re-payment upto Rs.100 Crores thereof. In furtherance of the same, the Board recommends passing of the Special Resolution set out in Item No. 7 of the Notice.

The Board of Directors of your Company have approved this item in the Board Meeting held on June 18, 2018 and have recommended the Resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are interested in the resolution, other than their Shareholding in the Company.

**By Order of the Board  
For Fredun Pharmaceuticals Limited  
Sd/-  
Fredun Medhora  
DIN: 01745348  
(Managing Director)**

**Place: Mumbai**

**Date: June 18, 2018**

**REGISTERED OFFICE:**

26, Manoj Industrial Premises,  
G.D. Ambekar Marg, Wadala,  
Mumbai - 400031



**Annexure A****Details of Directors seeking Appointment / Reappointment at the 31st AGM of the Company to be held on September 27, 2018*****(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2 on General Meetings)***

NAME	Dr. (Mrs.) Daulat Medhora	Mr. Nariman Medhora
Date of Birth	16/03/1945	05/11/1937
Date of Appointment	08/06/1987	30/09/2015
Qualification / expertise in specific functional areas	Masters In Chemistry Ph. D in Chemsitry	B.SC from Gujarat University He has wide experience in Plant checking, R.M.stores, Inventory Control and Purchase Department
Brief Profile	<p>She is a Promoter Director of the Company &amp; holds a Ph.D in Chemistry from UDCT. She was awarded Lady Tata Schlorship for her R &amp; D work. She started her career as an R&amp;D Manager in a leading Company and was approved as an expert staff in Fine Chemicals by FDA where she developed manufacturing processes of a number of drugs and drug intermediaries.</p> <p>In 1994 she along with her husband Mr. N. B. Medhora set up an Export Oriented Pharmaceutical Unit employing about 150 persons in the backward areas of Palghar in the name of Fredun Pharmaceuticals Ltd.</p> <p>She is a Lifetime member of Indian Pharmaceuticals Association from the year 2001 was awarded with Rashtriya Ratan Award by Global Economic Council, New Delhi. In November 2008 she was also</p>	<p>Mr. N. B. Medhora is one of the Promoter Directors of Fredun Pharmaceuticals Ltd., till October 2014 after which he has assumed the post of a Mentor to guide the Company forward with his extensive experience. He completed his B.sc from Gujarat University &amp; joined Asbestos Magnesia and Friction Materials (AMFM), a wholly owned subsidiary of Turner &amp; Neuvel a UK based Company in 1958 as an Inspector in Quality Control Department. In the year 1962 he joined M/s. Sarabhai Chemicals Ltd., at Baroda a leading Pharmaceutical Company in the capacity of a chemist in their Quality Control Department. During his tenure in Sarabhai Chemicals Ltd. he gained a wide experience in various departments like Plant checking, R.M. stores, Inventory Control and Purchase Department. In 1973 he was promoted as an Export - Import incharge. Thus he has an immense knowledge about the Pharma industry Besides this, it has also helped him in developing the necessary contacts with importers in</p>



	awarded Bharat Nav Nirman Ratan Award by All India Business Development Association, New Delhi.	Asian & African countries. He left Sarabhai Chemicals Ltd. In 1988 to start his own concern to manufacture Pharmaceutical Formulations.  He also started a Proprietary Company M/s. Fredna Enterprises in 1990. This concern is involved in the manufacturing of a specialty product Micro-Crystalline Hydroxyapatite Compound used as an organic calcium supplement. It has acquired Industrial galas / Plots in Palghar for the manufacturing of this product.
Directorship held in other Companies	NILL	NILL
Membership of committees across Companies	NILL	NILL
Shares held as on 31/03//2018	13,40,710 Equity shares	3,74,300 Equity shares
Relationship Between the Directors	Dr. (Mrs.) Daulat Medhora is wife of Mr. Nariman Medhora and Mother of Mr. Fredun Medhora	Mr. Nariman Medhora is husband of Dr. (Mrs.) Daulat Medhora and Father of Mr. Fredun Medhora



# PROXY FORM

Fredun Pharmaceuticals Ltd. Annual Report 2017-2018

## FREDUN PHARMACEUTICALS LTD

CIN: L24239MH1987PLC043662

### Registered Office:

26 Manoj Industrial Premises,  
G D Ambekar Marg, Wadala,  
Mumbai-400 031 Maharashtra  
Phone:022-4031811  
Email: [buseness@fredungroup.com](mailto:buseness@fredungroup.com)  
Website: [www.fredungroup.com](http://www.fredungroup.com)

### PROXY FORM

#### MGT-11

#### PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of  
the Companies (Management and Administration) Rules, 2014]

### 31st Annual General Meeting, Thursday, September 27, 2018 at 09:00 A.M.

Name of Shareholder / Proxyholder / Authorized Representative	
Registered Address	
E-mail ID	
DP ID & Client ID / Registered Follo	

I / We, being the shareholder(s) of \_\_\_\_\_ shares of the above-named Company,  
hereby appoint:

1.	Name	
	Address	
	E-mail ID	
	Signature	

Or failing him;

2.	Name	
	Address	
	E-mail ID	
	Signature	

Or failing him;



3.	Name	
	Address	
	E-mail ID	
	Signature	

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **31st Annual General Meeting** of the Company, to be held on Thursday, September 27, 2018 at 09:00 A.M. Hotel Avon Ruby - 87, Naigaum Cross Road, Near Dadar Railway Station, Dadar East, Mumbai - 400014 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018.
2.	To declare a Dividend on Equity Shares of the Company for the Financial Year ended March 31, 2018.
3.	To appoint a Director in place of Dr. (Mrs.) Daulat Medhora (DIN No.: 01745277) who retires by rotation and being eligible has offered herself for re-appointment.
4.	To Appoint the Auditors M/s. Savia & Associates, Chartered Accountants, (Firm Registration No. 109361W) as the Statutory Auditors of the Company
5.	To Reappoint Mr. Nariman Medhora (DIN: 02060357), as Whole-time Director of the Company.
6.	To transact with Related Parties under Section 188 of the Companies Act, 2013.
7.	To increase the Borrowing Limit u/s 180(1)(c) of the Companies Act, 2013 upto Rs.100 Crores

Signed this 18th day of June 2018.

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy Holder: \_\_\_\_\_

<b>Affix Revenue Stamp of Rs. 1/-</b>
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**Note:** 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.





# ATTENDANCE SLIP

Fredun Pharmaceuticals Ltd. Annual Report 2017-2018

## FREDUN PHARMACEUTICALS LTD

CIN: L24239MH1987PLC043662

### Registered Office:

26 Manoj Industrial Premises,  
G D Ambekar Marg, Wadala,  
Mumbai-400 031 Maharashtra  
Phone:022-4031811  
Email: [buseness@fredungroup.com](mailto:buseness@fredungroup.com)  
Website: [www.fredungroup.com](http://www.fredungroup.com)

### ATTENDANCE SLIP

### 31st Annual General Meeting, Thursday, September 27, 2018 at 09:00 A.M.

DP ID & Client ID / Registered Folio	
Name of Shareholder / Proxyholder / Authorized Representative	
Name of Joint Member(s), if any	
No. of Shares held	

I certify that I am a registered shareholder / proxy for the registered Shareholder of the Company and hereby record my presence at the 31st Annual General Meeting of the Company on Thursday, September 27, 2018 at 09:00 A.M. Hotel Avon Ruby - 87, Naigaum Cross Road, Near Dadar Railway Station, Dadar East, Mumbai – 400 014.

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

### Note:

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.
3. The e-voting facility is available at the link [www.cdslindia.com](http://www.cdslindia.com) The electronic voting particulars are set out as follows:

EVSN (Remote E-Voting Event Number)	USER ID	PASSWORD/PIN

