

# FREDUN PHARMACEUTICALS LIMITED

CIN: L24239MH1987PLC043662

Registered Office: 26 Manoj Industrial Premises, G. D. Ambekar Marg, Wadala, Mumbai 400 031

Contact No.: +91 22 4031 8111 Fax: +91 22 4031 8133

Email: [business@fredungroup.com](mailto:business@fredungroup.com) Website: [www.fredungroup.com](http://www.fredungroup.com)



## NOTICE OF POSTAL BALLOT

To  
The Members  
Fredun Pharmaceuticals Limited

**NOTICE** is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014; SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; ("Listing Regulations") and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof, from time to time, to transact the following Special Businesses by the Members of Fredun Pharmaceuticals Limited ("the Company") by passing the Special Resolution(s) as set out in this Notice through Postal Ballot which includes E-voting (voting by electronic means).

The proposed resolution(s) along with explanatory statement under Section 102 of the Act setting out the material facts and the reasons thereof are enclosed herewith along with the Postal Ballot Form for your consideration. The attached Postal Ballot Form is to be used by the Members for the purpose of exercising his/ her vote in respect of the said resolutions.

As required under Rule 20(4)(v) and Rule 22(3) of the Companies (Management and Administration) Rules, 2014; an advertisement for dispatch of notice and E-voting will be published in newspapers specifying the relevant matters therein.

The Board of Directors of the Company has appointed Mr. Rajendra R. Vaze, Practising Company Secretary as the Scrutiniser ("Scrutiniser") (Membership No. CP NO.1975 FCS No. 4247) for conducting the Postal Ballot including E-voting process in a fair and transparent manner in accordance with the provisions of the Act and Rules made there under.

### **Electronic Voting [E-voting]:**

In compliance with Regulation 44 of the Listing Regulations and provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014; E-voting facility as an alternate is being provided to all the Members which would enable them to cast their votes electronically instead of dispatching physical Postal Ballot Form. For the purpose, the Company has obtained the services of Central Depository Services (India) Limited (CDSL). The E-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com) It may be noted that E-voting is optional. The detailed procedure for E-voting is enumerated in the instructions for shareholders voting electronically. In case the Member has exercised the vote in physical as well as electronic mode, the vote cast by electronic mode will only be considered valid.

You are requested to peruse the proposed resolutions along with Explanatory Statement and thereafter mark your assent or dissent by filling the necessary details and put your signature at the marked place in the Postal Ballot Form and return the same in the enclosed self-addressed Business Reply Envelope, so as to reach the Scrutinizer on or before 5:00 P.M. on Thursday, January 10, 2019. Your assent / dissent received after Thursday, January 10, 2019 would be strictly treated as if a reply from you has not been received.

In respect of shareholders opting for E-voting mode as above, they can cast their vote electronically between Wednesday, December 12, 2018 from 09:00 A.M. to Thursday, January 10, 2019 upto 05:00 P.M. as per the instructions provided in this notice of Postal Ballot.

The Scrutinizer will submit his Report to the Chairperson of the Company, upon completion of scrutiny of Postal Ballot forms and E-voting data provided by CDSL in a fair and transparent manner. The result of the Postal Ballot shall be announced by Saturday, January 12, 2019 at the Registered Office of the Company located at 26 Manoj industrial Premises, G. D. Ambekar Marg, Wadala, Mumbai 400 031 and shall also be displayed along with the Scrutiniser's Report on the Company's website [www.fredungroup.com](http://www.fredungroup.com) besides communicating to BSE Limited on which the shares of the Company are listed.

The Resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Postal Ballot forms or E-voting.



**POSTAL BALLOT – SHAREHOLDERS’ PROPOSED RESOLUTIONS:**

**Item No. 1:**

**To Regularize appointment of Dr. Chandrakant Shah; Non-Executive Independent Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended and other applicable provisions if any, consent of Members of the Company be and is hereby accorded for continuation of Directorship of Dr. Chandrakant Shah (DIN: 02843653) who was appointed as the Non- Executive Independent Director of the Company for a period of 5 years at the 28th Annual General Meeting of the Company held on September 30, 2015 till conclusion of 33rd Annual General Meeting by way of special resolution and who has crossed the age of 75 years, for the remaining period of his existing term of Directorship as Independent Directors of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors and / or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

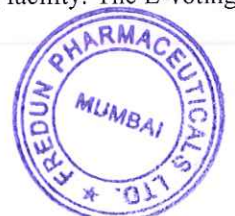
**By order of the Board  
For Fredun Pharmaceuticals Limited**

**Priyanka Chaturvedi  
Company Secretary Cum Compliance Officer**

**Place: Mumbai  
Date: December 5, 2018**

**Notes:**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the Members who have registered their e-mail addresses with the Company / Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding) as on Friday, December 7, 2018. Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to all the Members by permitted mode along with a self-addressed Business Reply Envelope.
3. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Shareholder(s).
4. A Member cannot exercise his vote by proxy on Postal Ballot.
5. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf the Postal Ballot form and return the form duly completed and signed in the attached self – addressed Business Reply Envelope so as to reach the Scrutinizer Mr. Rajendra R. Vaze , Practicing Company Secretary, C/O Purva Sharegistry, 9 Shiv Shakti Ind. Estate, J R Boricha Marg, Off N. M. Joshi Marg, Near Lodha Excelus, Lower Parel (East), Mumbai - 400 011, not later than 5:00 P.M. on Thursday, January 10, 2019. Envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered / speed post at the expense of the shareholder will also be accepted.
6. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014; as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company is pleased to provide E-voting facility to all its Members, to enable them to cast their votes electronically and has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the agency to provide E-voting facility. The E-voting



facility is available at the link [www.evotingindia.com](http://www.evotingindia.com) Instructions for the process to be followed for E-voting are annexed to this Postal Ballot Notice.

7. Members can opt for only one mode of voting, that is, either by physical Postal Ballot or E-voting. In case Members cast their votes through both the modes, voting done by E-voting shall prevail and votes cast through physical Postal Ballot will be treated as "INVALID".
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Member / beneficial owner (in case of electronic shareholding) as on **Friday, December 7, 2018**. The voting period commences on Wednesday, December 12, 2018 at 9:00 A.M. (IST) and ends on Thursday, January 10, 2019 at 5:00 P.M. (IST).
9. Members who have received this Postal Ballot Notice by E-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the Company's website: [www.fredungroup.com](http://www.fredungroup.com) where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 P.M. (IST) on Thursday, January 10, 2019.
10. During the voting period, Members can login to CDSL's E-voting platform any number of times till they have voted on all the resolution(s). Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
11. The resolutions, if approved, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or E-voting i.e. Thursday, January 10, 2019.
12. Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the Members at the Company's Registered Office during business hours on all working days except Saturday from the date of dispatch of this Postal Ballot Notice till Thursday, January 10, 2019.
13. **Members who have not registered their E-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.**
14. **The Scrutinizer's decision on the validity of the Postal Ballot shall be final.**

#### INSTRUCTIONS FOR E-VOTING

1. The voting period begins on Wednesday, December 12, 2018 at 9:00 A.M. and ends on Thursday, January 10, 2019 at 5:00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday, December 7, 2018 may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.
  - (i) The shareholders should log on to the E-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - (ii) Click on Shareholders / Members
  - (iii) Now Enter your User ID
    - For CDSL: 16 digits beneficiary ID
    - For NSDL: 8 Character DPID followed by 8 Digits Client ID
    - Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (iv) Next enter the Image Verification as displayed and Click on Login.
  - (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
  - (vi) If you are a first-time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)



	<ul style="list-style-type: none"> <li>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 which is printed on Postal Ballot Form as Sr. No. in the PAN field.</li> <li>In case the sequence number is less than 8 digits, enter the applicable number of '0's before the number after the first two characters of the name in CAPITAL letters. <u>E.g.</u> If your name is Ramesh Kumar with sequence number as 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of Fredun Pharmaceuticals Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The M-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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 a Compliance User should be created 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 linked in the login 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.

(xix) 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.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**Explanatory Statement to the Accompanying Notice dated December 5, 2018**

*[Pursuant to section 102 of the Companies Act, 2013]*

**Item No. 1:**

**To Regularize appointment of Dr. Chandrakant Shah; Non-Executive Independent Director of the Company:**

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; prescribes that no Listed Entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a Special Resolution is passed to that effect.

Dr. Chandrakant Shah (DIN: 02843653) who was appointed as the Non-Executive Independent Director of the Company at the 28th Annual General Meeting of the Company held on September 30, 2015 for a period of five years by way of Special Resolution have crossed the age of 75 years.

In view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; continuation of Dr. Chandrakant Shah (DIN: 02843653), aged 80 years (Date of Birth: December 6, 1938); as the Non-Executive Independent Director of the Company requires Members approval by way of a Special Resolution.

Dr. C. K. Shah has done Post-graduation in Anesthesia in G.S. Medical College & K.E.M Hospital (from year 1959 to year 1965). Apart from this he had Residency in Anesthesia in KEM hospital (from year 1965 to year 1967). He started his practice in the year 1967. He has been honorary Anesthetist from year 1969 to 2011 in Holy Spirit Hospital, Andheri, Mumbai. During his tenure with Holy Spirit Hospital, he had issued various study papers and had given various lectures.

Dr. Chandrakant Shah is associated with medical profession and medicines since year 1967. He has vast experience in the medical profession and his valuable guidance is immensely beneficial to the Company.

The Nomination and Remuneration Committee discussed the matter and recommended the continuation of Directorship for the remaining period of his term.

The Board based on the recommendation of the Nomination and Remuneration Committee and considering benefits of his expertise, has recommended the resolution for approval of the shareholders by way of Special Resolution.

Except the above Director(s), none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.



**By order of the Board  
For Fredun Pharmaceuticals Limited**

**Priyanka Chaturvedi  
Company Secretary Cum Compliance Officer**

**Place: Mumbai  
Date: December 5, 2018**



# FREDUN PHARMACEUTICALS LIMITED

CIN: L24239MH1987PLC043662

Registered Office: 26 Manoj Industrial Premises, G. D. Ambekar Marg, Wadala, Mumbai 400 031

Contact No.: +91 22 4031 8111 Fax: +91 22 4031 8133

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## POSTAL BALLOT FORM

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Name of the Sole / First named shareholder including joint holders (if any):	
Address of the Sole / First named shareholder:	
DP ID no. / Client ID no.*:  Registered folio no.**:  (*Applicable to Members holding Shares in Dematerialized form) (**Applicable to Members holding Shares in Physical form)	
Number of Equity Shares held:	

I / We hereby exercise my/our vote in respect of the Ordinary / Special Resolution to be passed through Postal Ballot for the business stated in the notice of the Company dated Wednesday, December 5, 2018 by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below: -

Sr. No.	Particulars	No. of Share(s) held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	To Regularize appointment of Dr. Chandrakant Shah; Non-Executive Independent Director of the Company.			

Place:

Date:

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

The E-voting particulars are set out below:

EVSN (E-voting Sequence Number)	User ID	Password / PAN

### Note:

1. Kindly read the instructions carefully before exercising your right of vote.
2. Last date for receipt of Postal Ballot Form by the Scrutinizer is Thursday, January 10, 2019 at 5:00 P.M.
3. The E-voting facility is available at the link <https://www.evotingindia.com>

## INSTRUCTIONS

The E-voting facility will commence on Wednesday, December 12, 2018 at 9:00 A.M. and end on Thursday, January 10, 2019 at 5:00 P.M.

The Company has engaged the services of Central Depository Services Limited ("CDSL") to provide E-voting facilities. The E-voting facility is available at the link <https://www.evotingindia.com>

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutiniser in the enclosed self-addressed Business Reply Envelope. However, envelope containing Postal Ballot if sent by courier at the expense of the registered Shareholder / hand-delivered will also be accepted.
2. The self-addressed envelope shall be sent to Mr. Rajendra Vaze, Practising Company Secretary, C/O Purva Sharegistry (India) Pvt. Ltd., Unit no. 9 Shiv Shakti Ind. Estt. J.R. Boricha marg Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400 011. A Member may request for a duplicate Postal Ballot Form, if so required from Purva Sharegistry (India) Pvt. Ltd., However, the duly filled Postal Ballot Form should reach the Scrutinizer not later than the last date of voting i.e., Thursday, January 10, 2019. Postal Ballot Form received after this will be strictly treated as if the reply from the Member has not been received.
3. This form should be completed and signed by the Shareholder. (as per the specimen signature registered with the Company). In case of joint holding, this form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder. Exercise of vote by Postal Ballot through proxy is not permitted.
4. In case of Shares held by Companies / Trusts, Societies etc. the duly completed Postal Ballot Form should be accompanied by a Certified True Copy of Board Resolution / Power of Authority for the purpose.
5. Voting rights shall be reckoned on the Paid-up value of Shares registered in the name of the Shareholders as on the record date i.e., Friday, December 7, 2018.
6. Members are requested to carefully read the instructions printed and tick mark (✓) should be placed in the relevant box signifying Assent (FOR) / Dissent (AGAINST) for the resolution, as the case may be before mailing the Postal Ballot Form.
7. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. Postal Ballot Forms bearing tick marks in both the columns will render the Postal Ballot Form invalid.
8. Alternatively, a Member may vote through electronic mode as per the instructions for voting in the Postal Ballot Notice send herewith.
9. The Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self - addressed postage prepaid envelope as all such envelopes will be sent to the Scrutiniser and any extraneous paper found in such envelope would be destroyed by the Scrutiniser.
10. The Scrutiniser's decision on the validity of Postal Ballot Form shall be final.
11. Votes cast by the Member(s) will be considered invalid for any of the following reasons:
  - Incomplete and /or unsigned Postal Ballot Form will be rejected;
  - It is not possible to determine the assent / dissent of the Member or neither of it are mentioned / ticked;
  - Postal Ballot Form, signed in a representative capacity, is not accompanied by a Certified Copy of the relevant authority;
  - If the Postal Ballot Form is received torn / mutilated / defaced or if the signature could not be verified;
  - If the person has marked (✓) in both the assent / Dissent columns;
  - Such other reasons as the Scrutinizer may deem fit.
12. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed Postal Ballot forms or E-voting.