

FREDUN PHARMACEUTICALS LIMITED

CIN: L24239MH1987PLC043662

Registered Office: 26 Manoj industrial Premises, G D Ambekar Rd, Wadala, Mumbai 400 031

Tel: +91 22 4031 8111, **Fax:** +91 22 4031 8133

Email: business@fredungroup.com, **Website:** 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 Resolutions as set out in this notice through Postal Ballot which includes e-voting (voting by electronic means).

The proposed resolutions 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. 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, June 28, 2018. Your assent / dissent received after Thursday, June 28, 2018 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, May 30, 2018 from 09:00 A.M. to Thursday, June 28, 2018 upto 05:00 P.M. as per the instructions provided in this notice of Postal Ballot.

The Scrutinizer will submit his Report to the Chairman 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, June 30, 2018 at the Registered Office of the Company located at 26 Manoj industrial Premises, G D Ambekar Rd, Wadala, Mumbai 400 031 and shall also be displayed along with the Scrutiniser's Report on the Company's website 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 issue Equity Shares on Preferential basis to Eligible Investors:

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendments or re-enactments thereof for the time being in force), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “**ICDR Regulations**”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), each as amended, and any other applicable laws, rules and regulations and enabling provisions in the Memorandum and Articles of Association of the Company and the equity listing agreement entered into by the Company with BSE Limited (“**BSE**”) and subject to necessary approvals / sanctions / permissions of appropriate statutory / regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approvals / sanctions, and which may be agreed to by the board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any committee(s) which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution), consent of the Company be and is hereby accorded to the Board in its absolute discretion to create, offer, issue and allot in one or more tranches up to 3,95,000 (Three Lakh Ninety Five Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each at an issue price as may be determined as on the Relevant Date in accordance with the provisions of Chapter VII of the ICDR Regulations, which shall not be less than Rs. 225/- (Rupees Two Hundred and Twenty Five) per share including the premium of Rs. 215/- (Rupees Two Hundred and Fifteen) per share aggregating to Rs. 8,88,75,000/- (Rupees Eight Crore Eighty Eight Lakh Seventy Five Thousand only) including the premium for cash to the following investors (“**Proposed Allottee**”) being eligible Investors, whether the shareholder of the Company or not on preferential basis pursuant to and in accordance with the provisions of ICDR Regulations, in such manner and subject to such SEBI guidelines and on such terms and conditions as the Board may in its absolute discretion deem fit and appropriate at the time of issue considering the prevailing market conditions and other relevant factors wherever necessary:

Sr. No.	Name	Category	Number of Equity Shares
1.	Sumit Omprakash Baheti	Resident -Individual	10,000
2.	Aruna	Resident -Individual	3,000
3.	Kapil Chandak	Resident -Individual	2,000
4.	Satish Jain	Resident -Individual	5,000
5.	Sudha Jhaver	Resident -Individual	2,000
6.	Nandkishore Chandak	Resident -Individual	15,000
7.	Mohit Bhagat	Resident -Individual	2,000
8.	Jatin Mansata	Resident -Individual	5,000
9.	Vishal kothari	Resident -Individual	5,000
10.	Manish Chandak	Resident -Individual	2,000
11.	Soumya Malani	Resident -Individual	10,000
12.	P V Sridhar	Resident -Individual	7,000
13.	K R Saptharishi Prasanna	Resident -Individual	5,000

14.	Prem Ratan Bhaiya HUF	Karta – Prem Ratan Bhaiya	20,000
15.	K Vishwanath HUF	Karta - K Vishwanath	10,000
16.	Arun Kumar Mukherjee	Resident -Individual	10,000
17.	Pankaj Jain	Resident -Individual	5,000
18.	Sumit Kumar	Resident -Individual	2,000
19.	Moolibai Rakhecha	Resident -Individual	1,500
20.	Abhijit Chokshi	Resident -Individual	5,000
21.	Jayesh Chokshi	Resident -Individual	5,000
22.	Raman Karani	Resident -Individual	5,000
23.	Rudra Murthy	Resident -Individual	41,500
24.	Sunita Daga	Resident -Individual	2,000
25.	Umesh Chamdia	Resident -Individual	10,000
26.	Deepak Singh P.	Resident -Individual	2,500
27.	Abishek Trivedi	Resident -Individual	5,000
28.	Ronak Thakkar	Resident -Individual	5,000
29.	Kirit Thakkar	Resident -Individual	12,500
30.	Suresh Bhoorchand Shah	Resident -Individual	15,000
31.	Shruti Daga	Resident -Individual	10,000
32.	Feny Yogesh Bathia	Resident -Individual	15,000
33.	Kishore G Shah	Resident -Individual	15,000
34.	Kishore G Shah HUF	Karta - Kishore G Shah	5,000
35.	Pushpa Kishore Shah	Resident -Individual	5,000
36.	UrmilaTaparai	Resident -Individual	40,000
37.	Neeta Ladhani	Resident -Individual	5,000
38.	Bacil Pharma Ltd.	Corporate Body	10,000
39.	Dipesh Vinodrai Mehta	Non-Resident Individual	50,000
40.	Jiten Chheda	Resident -Individual	2,000
41.	Aspi Navroze Raimalwala	Resident -Individual	8,000
	TOTAL		3,95,000

RESOLVED FURTHER THAT the Equity Shares shall be issued by the Company to the Investors on the following terms and conditions:

- i) The entire amount towards subscription of the Equity Shares shall be payable on application.
- ii) The Equity Shares to be allotted shall be subject to a lock-in period to be determined in accordance with the provisions of Chapter VII on Preferential Issue under SEBI (Issue of capital and Disclosure Requirements) Regulations, 2009, as amended up to date.
- iii) The Equity Shares proposed to be issued in the manner aforesaid shall rank paripassu in all respects with the existing Equity Shares of the Company;

RESOLVED FURTHER THAT in accordance with the provisions of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be Tuesday, May 29, 2018, being the working day immediately preceding the 30 days prior to the date of passing of resolution by Postal Ballot or e-voting process;

RESOLVED FURTHER THAT the equity shares, issued to the Proposed Allottees, be listed on BSE, and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the listing of the said Equity Shares and the admission of the Equity Shares with the depositories and for the credit of such Equity Shares to the Proposed Allottees;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board and Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including but not limited to issue of the letter of offer, filing of relevant forms on the issue and allotment of equity shares issued, execution of various deeds, documents, writings, and agreements, and also to modify, accept and give effect to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may arise in the proposed issue, without being required to seek any further consent or approval of the members;

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage / appoint bankers, registrar and other consultants and advisors to the proposed issue and to remunerate them by way of commission, brokerage, fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required, and as permitted by law;

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 2: To issue Equity Shares on preferential basis to the Promoters:

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendments or re-enactments thereof for the time being in force), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “**ICDR Regulations**”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), each as amended, and any other applicable laws, rules and regulations and enabling provisions in the Memorandum and Articles of Association of the Company and the equity listing agreement entered into by the Company with BSE Limited (“**BSE**”) and subject to necessary approvals / sanctions / permissions of appropriate statutory / regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approvals / sanctions, and which may be agreed to by the board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any committee(s) which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution), consent of the Company be and is hereby accorded to the Board in its absolute discretion to create, offer, issue and allot in one or more tranches up to 2,25,000 (Two Lakh Twenty Five Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each at an issue price as may be determined as on the Relevant Date in accordance with the provisions of Chapter VII of the ICDR Regulations, which shall not be less than Rs. 225/- (Rupees Two Hundred and Twenty Five) per share including the premium of Rs. 215/- (Rupees Two Hundred and Fifteen)

per share aggregating to Rs. 5,06,25,000/- (Rupees Five Crore Six Lakh Twenty Five Thousand only) including the premium against the unsecured loans of the Promoters (“**Proposed Allottee**”) as under being eligible Investors, whether the shareholder of the Company or not on preferential basis pursuant to and in accordance with the provisions of ICDR Regulations, in such manner and subject to such SEBI guidelines and on such terms and conditions as the Board may in its absolute discretion deem fit and appropriate at the time of issue considering the prevailing market conditions and other relevant factors wherever necessary:

Sr. No.	Name	Category	Number of Equity Shares
1.	Fredun N. Medhora	Promoter- Resident-Individual	24,000
2.	Nariman B. Medhora	Promoter- Resident -Individual	2,01,000
	TOTAL		2,25,000

RESOLVED FURTHER THAT the Equity Shares shall be issued by the Company to the Investors on the following terms and conditions:

- i) The entire amount towards subscription of the Equity Shares shall be payable on application.
- ii) The Equity Shares to be allotted shall be subject to a lock-in period to be determined in accordance with the provisions of Chapter VII on Preferential Issue under SEBI (Issue of capital and Disclosure Requirements) Regulations, 2009, as amended up to date.
- iii) The Equity Shares proposed to be issued in the manner aforesaid shall rank paripassu in all respects with the existing Equity Shares of the Company;

RESOLVED FURTHER THAT in accordance with the provisions of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be Tuesday, May 29, 2018, being the working day immediately preceding the 30 days prior to the date of passing of resolution by Postal Ballot or e-voting process;

RESOLVED FURTHER THAT the equity shares, issued to the Proposed Allottees, be listed on BSE, and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the listing of the said Equity Shares and the admission of the Equity Shares with the depositories and for the credit of such Equity Shares to the Proposed Allottees;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board and Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including but not limited to issue of the letter of offer, filing of relevant forms on the issue and allotment of equity shares issued, execution of various deeds, documents, writings, and agreements, and also to modify, accept and give effect to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may arise in the proposed issue, without being required to seek any further consent or approval of the members;

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage / appoint bankers, registrar and other consultants and advisors to the proposed issue and to remunerate them by way of commission, brokerage, fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required, and as permitted by law;

RESOLVED FURTHER THAT subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

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

**Fredun Medhora
Managing Director
DIN: 01745348**

**Place: Mumbai
Date: May 24, 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, May 25, 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 PurvaSharegistry, 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, June 28, 2018. 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. 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, May 25, 2018**. The voting period commences on Wednesday, May 30, 2018 at 9.00 a.m. (IST) and ends on Thursday, June 28, 2018 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 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, June 28, 2018.

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 resolutions. 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, June 28, 2018.
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, June 28, 2018.
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

- (i) The voting period begins on Wednesday, May 30, 2018 at 9.00 a.m. and ends on Thursday, June 28, 2018 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, May 25, 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
- (iii) Click on Shareholders / Members
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	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"> • 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. • 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. Eg. If your name is Ramesh Kumar with sequence number as 1 then enter RA00000001 in the PAN field.
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).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Fredun Pharmaceuticals Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) 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.
- (xix) 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 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
 - 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 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.
- (xx) 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, under help section or write an email to helpdesk.evoting@cdslindia.com

**Explanatory Statement to the Accompanying Notice dated May 24, 2018
[Pursuant to section 102 of the Companies Act, 2013]**

Item No. 1: To issue Equity Shares on Preferential basis to Eligible Investors:

Pursuant to provisions of Section 62 (1)(c) of Companies Act, 2013 (the “Act”) any preferential allotment of Securities needs to be approved by the shareholders by way of a Special Resolution. Further, the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting.

The Company intends to issue the Equity shares under the SEBI Preferential issue Regulations to the Eligible Investors for meeting expenditure for its existing operations and for expansion and for other corporate purposes.

The information as required under Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for Preferential Issues is as under:

I. Objects of the issue through Preferential Offer

The proposed issue of Equity Shares is for raising of funds for meeting expenditures of existing operations, expansion and for other corporate purposes. It is therefore proposed to issue 3,95,000 (Three Lakh Ninety Five Thousand) Equity shares of Rs. 10/- each at Rs. 225/- per share including the premium of Rs. 215/- at cash to the Eligible Investors on a Preferential basis as per the provisions of ICDR Regulations.

II. Pricing of the Issue and Relevant Date

The equity shares will be issued at an issue price as may be determined as on the Relevant Date in accordance with the provisions of Chapter VII of the ICDR Regulations, which shall not be less than Rs. 225/- (Rupees Two Hundred Twenty Five only) per share including premium.

“**Relevant Date**” in relation to the issue of equity shares in accordance with the ICDR Regulations, would be May 29, 2018, being the date 30 days prior to the date of the shareholders’ approval by way of postal ballot for the proposed preferential issue.

III. Intention of Promoters / Directors / Key Management Persons to subscribe to the offer:

The Promoters, Director and the Key Management Persons are not participating in the present issue of the Equity Shares through this resolution except Mr. Aspi Navroze Raimalwala, Independent Director of the Company to the extent of the proposed allotment.

IV. Shareholding pattern before and after the Preferential Issue

Category Code	Category of Shareholder	Pre-issue		Post-Issue*	
		Pre-issue Shares held	% to Total Holding	Post-Issue Shares held	% to Total Holding
(A)	Shareholding of Promoter and promoter group				
(1)	Indian Promoters (A)	18,51,110	54.04	20,76,110	51.32
(B)	(B) Public Shareholding				
(1)	Institutions				
(a)	Mutual Funds/ UTI/ Banks/ FIs	75,000	2.19	75,000	1.85
(b)	Foreign Institutional Investors				
	Sub-Total (BI)	75,000	2.19	75,000	1.85
(2)	Non-institutions				
(a)	Bodies Corporate	1,30,000	3.80	1,40,000	3.46
(b)	Individuals	13,63,049	39.79	16,98,049	41.98
(c)	Foreign Corporate Bodies / NRIs	Nil	Nil	50,000	1.24

(d)	Others Clearing Members	5,975	0.17	5,975	0.15
	Sub-Total (B2)	14,99,024	43.76	18,94,024	46.83
	GRAND TOTAL (A)+(B)(1)+(B)(2)	34,25,134	100	40,45,134	100

* Post-preferential Shareholding and percentage is calculated taking into consideration all allotments proposed through this notice.

V. Proposed time within which the allotment shall be completed

The Company proposes to complete the allotment of Equity Shares within 15 days from the date of passing of the resolution by the members (or where allotment is pending on account of pendency of any regulatory approval, the allotment shall be completed within 15 days from the date of such approval) as prescribed under the ICDR Regulations.

VI. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them.

The details of the Proposed Allottees are as per the following table:

Sr. No.	Name of the Proposed Allottee	Natural person who are / is the ultimate beneficial owners / who control the proposed allottee	Nature of allottee	No. of equity shares to be allotted	Pre preferential holding		Post preferential holding*	
					No.	%age	No.	%age
1	Sumit Omprakash Baheti	Individual	Non QIB	10,000	-	-	10,000	0.25
2	Aruna	Individual	Non QIB	3,000	-	-	3,000	0.07
3	Kapil Chandak	Individual	Non QIB	2,000	-	-	2,000	0.05
4	Satish Jain	Individual	Non QIB	5,000	-	-	5,000	0.12
5	Sudha Jhaver	Individual	Non QIB	2,000	-	-	2,000	0.05
6	Nandkishore Chandak	Individual	Non QIB	15,000	-	-	15,000	0.37
7	Mohit Bhagat	Individual	Non QIB	2,000	-	-	2,000	0.05
8	Jatin Mansata	Individual	Non QIB	5,000	-	-	5,000	0.12
9	Vishal kothari	Individual	Non QIB	5,000	-	-	5,000	0.12
10	Manish Chandak	Individual	Non QIB	2,000	-	-	2,000	0.05
11	Soumya Malani	Individual	Non QIB	10,000	-	-	10,000	0.25
12	P V Sridhar	Individual	Non QIB	7,000	-	-	7,000	0.17

13	K R Saptharishi Prasanna	Individual	Non QIB	5,000	-	-	5,000	0.12
14	Prem Ratan Bhaiya HUF	HUF Karta- Prem Ratan Bhaiya	Non QIB	20,000	-	-	20,000	0.50
15	K Vishwanath HUF	HUF Karta- K Vishwanath	Non QIB	10,000	-	-	10,000	0.25
16	Arun Kumar Mukherjee	Individual	Non QIB	10,000	-	-	10,000	0.25
17	Pankaj Jain	Individual	Non QIB	5,000	-	-	5,000	0.12
18	Sumit Kumar	Individual	Non QIB	2,000	-	-	2,000	0.05
19	Moolibai Rakhecha	Individual	Non QIB	1,500	-	-	1,500	0.04
20	Abhijit Chokshi	Individual	Non QIB	5,000	-	-	5,000	0.12
21	Jayesh Chokshi	Individual	Non QIB	5,000	-	-	5,000	0.12
22	Raman Karani	Individual	Non QIB	5,000	-	-	5,000	0.12
23	Rudra Murthy	Individual	Non QIB	41,500	-	-	41,500	1.02
24	Sunita Daga	Individual	Non QIB	2,000	-	-	2,000	0.05
25	Umesh Chamdia	Individual	Non QIB	10,000	-	-	10,000	0.25
26	Deepak Singh P.	Individual	Non QIB	2,500	-	-	2,500	0.06
27	Abishek Trivedi	Individual	Non QIB	5,000	-	-	5,000	0.12
28	Ronak Thakkar	Individual	Non QIB	5,000	-	-	5,000	0.12
29	Kirit Thakkar	Individual	Non QIB	12,500	-	-	12,500	0.31
30	Suresh Bhoorchand Shah	Individual	Non QIB	15,000	-	-	15,000	0.37
31	Shruti Daga	Individual	Non QIB	10,000	-	-	10,000	0.25
32	FenyYogesh Bathia	Individual	Non QIB	15,000	-	-	15,000	0.37
33	Kishore G Shah	Individual	Non QIB	15,000	-	-	15,000	0.37
34	Kishore G Shah HUF	HUF Karta- Kishore G Shah	Non QIB	5,000	-	-	5,000	0.12
35	Pushpa Kishore Shah	Individual	Non QIB	5,000	-	-	5,000	0.12
36	UrmilaTaparai	Individual	Non QIB	40,000	-	-	40,000	0.99

37	Neeta Ladhani	Individual	Non QIB	5,000	-	-	5,000	0.12
38	Bacil Pharma Ltd	Body Corporate Promoter- Mr. Prakash Bhoorchand Shah	Non QIB	10,000	-	-	10,000	0.25
39	Dipesh Vinodrai Mehta	Individual	Non QIB	50,000	-	-	50,000	1.24
40	Jiten Chheda	Individual	Non QIB	2,000	-	-	2,000	0.05
41	Aspi Navroze Raimalwala	Individual	Non QIB	8,000	-	-	8,000	0.20
	Total			3,95,000	NIL	NIL	3,95,000	9.76

**Post-preferential Shareholding and percentage is calculated taking into consideration all allotments proposed through this notice.*

VII. Change in control, if any, in the Company that would occur consequent to the preferential issue:
There will be no change in control of the Company pursuant to the issuance of the equity shares to the Proposed Allottees except a corresponding change in the shareholding pattern as well as the voting rights. The Proposed Allottees shall form part of the public shareholders.

VIII. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:
No preferential allotment is made in the Financial Year 2018-19 till date.

IX. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:
Not applicable.

X. Undertaking
As the Company has been listed for a period of more than twenty six weeks prior to the relevant date, the provisions of Regulations 73(1)(f) and (g) of the ICDR Regulations are not applicable.

XI. Lock In period
The equity shares to be allotted to the Proposed Allottees, will be subject to applicable lock-in and transfer restrictions stipulated under Regulation 79 of the ICDR Regulations.

XII. Statutory Auditor's Certificate
M/s Savla & Associates, Chartered Accountants, the Statutory Auditors of the Company have certified that the Preferential Issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009. The same shall be available for inspection by the Shareholders at the Registered Office of the Company on all working days during the voting period.

The Board believes that the proposed offer, issue and allotment will be in the interest of the Company and its shareholders.

Mr. Aspi Navroze Raimalwala, Independent Director of the Company, is concerned or interested in the above referred resolution to the extent of his shareholding in the Company and the proposed allotment.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than specified above are in any way concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their individual shareholding in the Company.

Item No.2: To issue Equity Shares on Preferential basis to Promoters:

The Company intends to issue the Equity Shares under the ICDR Regulations to the Promoters who have given unsecured loans to the Company. The Company intends to issue Equity Shares to the Promoters to repay the unsecured loans from them and surplus, if any after repayment, will be used towards general corporate purpose.

The information as required under Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for Preferential Issues is as under:

I. Objects of the issue through Preferential Offer

The proposed issue of Equity Shares is for existing operations, and for other corporate purposes. It is therefore proposed to issue 2,25,000 Equity shares of Rs. 10/- each at Rs. 225/- per share including the premium of Rs. 215/- on a Preferential basis as per the provisions of ICDR Regulations to repay the unsecured loans received from the Promoters of the Company.

II. Pricing of the Issue and Relevant Date

The equity shares will be issued at an issue price as may be determined as on the Relevant Date in accordance with the provisions of Chapter VII of the ICDR Regulations, which shall not be less than Rs. 225/- (Rupees Two Hundred Twenty Five only) per share including premium.

“**Relevant Date**” in relation to the issue of equity shares in accordance with the ICDR Regulations, would be May 29, 2018, being the date 30 days prior to the date of the shareholders’ approval by way of postal ballot for the proposed preferential issue.

III. Intention of Promoters / Directors / Key Management Persons to subscribe to the offer:

Mr. Fredun N. Medhora, Managing Director and Mr. Nariman B. Medhora, Wholetime Director belonging to the Promoters & Promoter Group of the Company are participating in the present issue of the Equity Shares. None of the Promoters/Directors/Key Managerial Persons other than the aforesaid persons are participating in this issue.

IV. Shareholding pattern before and after the Preferential Issue

Category Code	Category of Shareholder	Pre-issue		Post-Issue*	
		Pre-issue Shares held	% to Total Holding	Post-Issue Shares held	% to Total Holding
(A)	Shareholding of Promoter and promoter group				
(1)	Indian Promoters (A)	18,51,110	54.04	20,76,110	51.32
(B)	(B) Public Shareholding				
(1)	Institutions				
(a)	Mutual Funds/ UTI/ Banks/ FIs	75,000	2.19	75,000	1.85
(b)	Foreign Institutional Investors				
	Sub-Total (B1)	75,000	2.19	75,000	1.85
(2)	Non-institutions				
(a)	Bodies Corporate	1,30,000	3.80	1,40,000	3.46
(b)	Individuals	13,63,049	39.79	16,98,049	41.98
(c)	Foreign Corporate Bodies/ NRIs	Nil	Nil	50,000	1.24
(d)	Others Clearing Members	5,975	0.17	5,975	0.15
	Sub-Total (B2)	14,99,024	43.76	18,94,024	46.83
	GRAND TOTAL (A)+(B)(1)+(B)(2)	34,25,134	100	40,45,134	100

*Post-preferential Shareholding and percentage is calculated taking into consideration all allotments proposed through this notice.

V. Proposed time within which the allotment shall be completed

The Company proposes to complete the allotment of Equity Shares within 15 days from the date of passing of the resolution by the members (or where allotment is pending on account of pendency of any regulatory approval, the allotment shall be completed within 15 days from the date of such approval) as prescribed under the ICDR Regulations.

VI. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them.

The details of the Proposed Allottees are as per the following table:

Name of the Proposed Allottee	Natural person who are / is the ultimate beneficial owners / who control the proposed allottee	Nature of allottee	No. of equity shares to be allotted	Pre preferential holding		Post preferential holding*	
				No.	%age	No.	%age
Fredun N. Medhora	Individual	Non QIB	24,000	1,36,100	3.97	1,60,100	3.96
Nariman B. Medhora	Individual	Non QIB	2,01,000	3,74,300	10.93	5,75,300	14.22
Total			2,25,000	5,10,400	14.90	7,35,400	18.18

*Post-preferential Shareholding and percentage is calculated taking into consideration all allotments proposed through this notice.

VII. Change in control, if any, in the Company that would occur consequent to the preferential issue:

There will be no change in control of the Company pursuant to the issuance of the equity shares to the Proposed Allottees except a corresponding change in the shareholding pattern as well as the voting rights. The Proposed Allottees shall form part of the public shareholders.

VIII. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

No preferential allotment is made in the Financial Year 2018-19 till date.

IX. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable.

X. Undertaking

As the Company has been listed for a period of more than twenty six weeks prior to the relevant date, the provisions of Regulations 73(1)(f) and (g) of the ICDR Regulations are not applicable.

XI. Lock In period

The equity shares to be allotted to the Proposed Allottees, will be subject to applicable lock-in and transfer restrictions stipulated under Regulation 79 of the ICDR Regulations.

XII. Statutory Auditor's Certificate

M/s Savla & Associates, Chartered Accountants, the Statutory Auditors of the Company have certified that the Preferential Issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009. The same shall be available for inspection by the Shareholders at the Registered Office of the Company on all working days during the voting period.

The Board believes that the proposed offer, issue and allotment will be in the interest of the Company and its shareholders.

Mr. Fredun Medhora - Managing Director, Mrs. D.N. Medhora- Chairperson & Joint Managing Director and Mr. Nariman Medhora – Whole Time Director of the Company, are concerned or interested in the above referred resolution to the extent of his shareholding in the Company and the proposed allotment.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than specified above, are in any way concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their individual shareholding in the Company

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

**Fredun Medhora
Managing Director
DIN: 01745348**

**Place: Mumbai
Date: May 24, 2018**

FREDUN PHARMACEUTICALS LIMITED

CIN: L24239MH1987PLC043662

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

Phone Number: +91 022 - 4031 8111 Fax: +91 022 - 4031 8133

Email: business@fredungroup.com Website: www.fredungroup.com

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 Thursday, May 24, 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 issue Equity Shares on Preferential basis to Eligible Investors			
2.	To issue Equity Shares on preferential basis to the Promoters			

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, June 28, 2018 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, May 30, 2018 at 9:00 A.M. and end on Thursday, June 28, 2018 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, care off, 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, June 28, 2018. 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, May 25, 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 date of declaration of results of the Postal Ballot shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority as mandated under the relevant provisions of the Companies Act, 2013.