



# RAJENDRA & CO.

COMPANY SECRETARIES

*Rajendra R. Vaze*

B.Com LL.B. F.C.S. GCD.

Devdha Manzil, 2nd Floor, Maharshi Dadasaheb Rege Road (Shivaji Park Road No. 3), Dadar,  
Mumbai - 400 028. Tel : 24450622 / 32936166 Cell : 9821116504 Email : cs.rajendra@yahoo.in

## Consolidated Scrutinizer's Report

[Pursuant to Section 108 and 109 of The Companies Act, 2013 ]

(Rule 20 & 21 of The Companies (Management and Administration) Rules 2014 as amended.

To

The Chairman of an Annual General Meeting of the members of  
FREDUN PHARMACEUTICALS LIMITED

On 30<sup>th</sup> September 2015 at 3.00 p.m.

Mumbai Marathi Granthasangrahalay,

172, Mumbai Marathi Granthasangrahalay Marg,

Naigaon, Mumbai-400 014

Dear Sir,

1. I, Rajendra Vaze, a Company Secretary in practice. ( FCS No 4247 CP No. 1975 ) of **Rajendra and Co., Company Secretaries** of Devdha Manzil 2<sup>nd</sup> floor, D. Rege Road, Dadar (W) Mumbai -400 028 have been appointed as a Scrutinizer by the Board of Directors of Fredun Pharmaceuticals Limited (the Company) for the purpose of scrutinizing the E-Voting/Physical Ballot/Poll under the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules. 2014 (Rules) related to the agenda items transacted at the 28<sup>th</sup> Annual General Meeting of the members of Fredun Pharmaceuticals Limited held on 30<sup>th</sup> September 2015 at 3.00 p.m. at Mumbai Marathi Granthasangrahalay, 172, Mumbai Marathi Granthasangrahalay Marg, Naigaon, Mumbai-400 014

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act. 2013 and Rules relating to E- Voting and Physical Ballot and Poll taken at the Annual General Meeting. My responsibility as a scrutinizer is restricted to make a Scrutinizer's report of the votes cast in favour or against the resolutions based on the reports generated from the E-Voting system provided by CDSL and through Physical Ballot/Poll at the Annual General Meeting .

3. I submit my report as under:



**CERTIFIED FILING CENTRE (CFC)**

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

- a) The e-voting period begins at 09.00 a.m., on Sunday the 27<sup>th</sup> September 2015 and ends at 05.00 p.m., on Tuesday 29<sup>th</sup> September 2015. The votes received electronically from the Shareholders till Tuesday 29<sup>th</sup> September 2015 upto 05.00 p.m. being the last date and time fixed by the Company for e-voting was considered for my scrutiny.
- b) At the AGM, the chairman announced that the Members present at the AGM and who have not cast their vote by E-Voting can exercise their voting rights through Instant Poll which was made available at the Venue of the AGM
- c) Thereafter total of 75 (Seventy Five) Ballot forms were received from shareholders at the venue were given to me and duly held in my safe custody
- c) I have monitored the process of electronic voting through the scrutinizer's secured link
- d) As per the requirement of The Companies Act 2013 the particulars of all votes received (through physical & electronic mode) from the Members have been accordingly entered in a register separately maintained for the purpose. None of the incomplete, unsigned or incorrect Ballot forms have been considered.
- e) I further report that the e-voting data and physical Ballots were scrutinized by me for verification of votes cast in favour and against the resolution. The signatures verification process was also conducted by the Registrar and Transfer Agents of the company i.e. M/S Purva Sharegistry (India) Pvt. Ltd.

Items no. of Notice	Votes in the favour of the Resolution		Votes against the Resolution		Invalid Votes		Total Votes
	Nos.	% of total number of valid votes cast (Favour and Against)	Nos	% of total number of valid votes cast (Favour and Against)	Nos	% of total number of Invalid votes	Nos.
Item No. 1 of the Notice ( As a Ordinary Resolution for Adoption of audited financial statement of the Company for the financial year ended 31 <sup>st</sup> March, 2015 together with the reports of the Board of Directors and Auditors thereon.	430165	100%	0	0.00 %	0	0.00 %	430165
Item No. 2 of the Notice ( As a Ordinary Resolution for the appoint M/S. Savla & Associates Chartered Accountants, (Firm Registration No. 109361W) as Statutory Auditors and fix their remuneration.	430165	100%	0	0.00 %	0	0.00 %	430165





Item No. 3 of the Notice ( As a Special Resolution for the Adoption of New Article	430165	100%	0	0.00 %	0	0.00 %	430165
Item No. 4 of the Notice ( As a Ordinary Resolution for appointment of Dr C K Shah as a Non-Executive Independent Director of the appointment as per Section 149,150,152 and any other applicable provisions of The Companies Act 2013.	430165	100%	0	0.00 %	0	0.00 %	430165
Item No. 5 of the Notice ( As a Ordinary Resolution for appointment of Dr Aspi Raimalwala as a Non-Executive Independent Director of the appointment as per Section 149,150,152 and any other applicable provisions of The Companies Act 2013.	430165	100%	0	0.00 %	0	0.00 %	430165
Item No. 6 of the Notice (As a Ordinary Resolution for appointment of Dr Rohinton Kanga as a Non-Executive Independent Director of the appointment as per Section 149,150,152 and any other applicable provisions of The Companies Act 2013.	430165	100%	0	0.00 %	0	0.00 %	430165
Item No. 7 of the Notice ( As a Ordinary Resolution for appointment of Mr Nariman Medhora as a Executive Director of the Company appointment as per Section 149,152 and any other applicable provisions of The Companies Act 2013.	430165	100%	0	0.00 %	0	0.00 %	430165



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4. Subsequently the votes were unblocked in the presence of Two witness i.e. Mr. Gitesh Nimkar and Ms. Aishwarya Prithweeraj who are not the employees of the company.
5. The Register and all other papers relating to e-voting/Physical Ballot shall remain in our safe custody until the chairman considers, approve and sign the minutes of the Annual General Meeting and thereafter the same shall be handed over to the company.
6. Based on the foregoing, the resolution nos. 1 to 7 shall be deemed to have been passed with the requisite majority on the date of the AGM i.e. September 30, 2015.

Thanking you

Yours faithfully  
For Rajendra and Co.,  
Company Secretaries

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



Place : Mumbai

Date : 30<sup>th</sup> September 2015

**CERTIFIED FILING CENTRE (CFC)**

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