

NOTICE

Notice is hereby given that an EXTRA ORDINARY GENERAL MEETING of the members of FREDUN PHARMACEUTICALS LIMITED will be held on the 7th day of July 2017 at 10:30 a.m. at Damle Sabhagrah, Mumbai Marathi Granthsangrahalay, 172 Mumbai Marathi Gnantha Sangrahalay Marg, Naigaon, Mumbai- 400 014 to transact the following business:

SPECIAL BUSINESS :

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

"RESOLVED that pursuant to the provisions of Section 42 and 62 and pursuant to all other applicable provisions of The Companies Act, 2013 (including any amendment thereto or re-enactment thereof) ('the Act') and the rules made there under, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Securities and Exchange board of India (Issue of Capital and Disclosure Requirements) Regulations 2008 and 2009 as amended from time to time including the Securities Contracts (Regulations) Act, 1956 and the Listing Agreement entered into by the Company with the Bombay Stock Exchange on which the Company's shares are listed and subject to such approvals the rules/regulations/guidelines, notifications, circulars and clarifications, if any, issued by the Government of India(GOI), the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI), Registrar Of Companies (ROC) or any other relevant authority and clarifications issued thereon from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and 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 thereof for the time being exercising the powers conferred on the Board by this Resolution), the 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 5,72,735 Equity Shares of Rs. 10/- each at Rs. 150/- per share including the premium of Rs. 140/- per share aggregating to Rs. 8,59,10,250/- including the premium for cash to the following Eligible Investors :

Sr. No.	Name	Category	Number of Share
1.	F. L. Dadabhoy	Resident Individual	30,000
2.	India Max Investment Fund Ltd.	FPI	67,000
3.	Soma Mukherjee	Resident Individual	23,000
4.	K R Karthikeyan	Resident Individual	40,000
5.	U Hemalatha	Resident Individual	20,000
6.	Autolec International Pvt. Ltd.	Corporate Body	35,000
7.	A. Gothamchand	Resident Individual	40,000
8.	Yogesh Shah	Resident Individual	10,000
9.	Rajesh Shah	Resident Individual	10,000
10.	Rajnikant Shah	Resident Individual	10,000
11.	ISF securities Ltd.	Corporate Body	13,000
12.	Neha Tapadia	Resident Individual	20,000

13.	Kirti Bardia	Resident Individual	20,000
14.	Vardhman Kothari	Resident Individual	25,000
15.	Manju Bansal	Resident Individual	20,000
16.	Manju Gupta	Resident Individual	15,000
17.	C. Saravanan	Resident Individual	27,000
18.	S. S. Seema	Resident Individual	60,000
19.	Bal Krishan Poddar	Resident Individual	17,000
20.	Kusum Poddar	Resident Individual	17,000
21.	Alok Jhaver	Resident Individual	2,000
22.	Krishnamoorthy Vishwanath	Resident Individual	3,400
23.	Hemang Dinesh Shah	Resident Individual	10,000
24.	S. Malini	Resident Individual	5,000
25.	Amit Gunchandra Mehta	Resident Individual	10,000
26.	Arijit Mukherjee	Resident Individual	10,000
27.	Alpesh Rajesh Modi	Resident Individual	3,334
28.	Sridevi D	Resident Individual	3,334
29.	Ajay Sharma	Resident Individual	6,667
	TOTAL		5,72,735

being eligible Investors, whether the shareholder of the Company or not, on a preferential basis pursuant to and in accordance with the provisions of SEBI(Issue of capital and Disclosure Requirements) Regulations 2009 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.

“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 pari passu in all respects with the existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above the **relevant date** for determining the price for the equity shares to be issued and allotted in terms of the aforesaid resolutions shall be Thirty (30) days prior to the date of this meeting i.e. relevant date is 7th June 2017”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary expedient, usual, proper or incidental to this resolution, including the power to change any terms and conditions of the issue of shares and to settle any questions, remove any difficulty or doubt that may arise from time to time in

relation to the offer, issue and allotment of the Equity Shares and the utilization of the issue proceeds of the Equity Shares, to prescribe the forms of application and to take such actions or give such directions as they may consider as being necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as they may deem fit.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to make on its own accord or to accept such amendments, changes, alterations, corrections, modifications, variations and alterations as the GOI/SEBI/RBI/BSE/ROC or any other Regulatory Authority may stipulate in that behalf in any documents, resolutions and/or any papers.”

Order of the Board
For Fredun Pharmaceuticals Limited

Mr. Fredun Medhora
(Managing Director)

Place: Mumbai
Date: 05/05/2017

Registered Office:
26, Manoj Industrial Premises
G.D. Ambekar Marg, Wadala, Mumbai – 400031

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORMS 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.

Proxy Forms submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company, provided that such person shall not act as a proxy for any other person or shareholder.

Every member entitled to vote at the Extra Ordinary 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 Extra Ordinary 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.

2. Members may note that The Companies Act, 2013 and Rules there under, allow the Company to send notices and documents to the shareholders through electronic mode to the Registered e-mail addresses of shareholders.

3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Notice is annexed herewith.

4. 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 Extraordinary General Meeting of the Company.

5. In compliance with the provisions of Section 108 of the Companies Act, 2013, the Rules framed there under and as per 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 resolutions set forth in this Notice. All shareholders holding shares as on **30th June 2017** (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.

6. Members who do not have access to e-voting facility may send duly completed Ballot form (attached with this notice) so as to reach the scrutinizer Mr. Rajendra R. Vaze, the 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 **6th July 2017** Ballot forms received after this date will be treated as invalid.

7. 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.

8. The Board, vide its Resolution passed on 5th May 2017 , has appointed Mr. Rajendra R. Vaze, Practicing Company Secretary (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.

9. 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

10. 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 three days of the conclusion of the E-voting period** a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson/ Managing Director of Company 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.

PROCESS AND MANNER FOR MEMBERS OPTING FOR E- VOTING

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

- 1.** The E voting period begins **4th of July 2017 (9.00 a. m IST)** and **ends on 6th of July 2017 (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) of 30th June 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period**
- 3. Click on "Shareholders" tab.**
- 4. Now, select the "Fredun Pharmaceuticals Limited " from the drop down menu and click on "SUBMIT"**
- 5. Now Enter your User ID**
 - 1. For CDSL: 16 digits beneficiary ID,**
 - 2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,**
 - 3. Members holding shares in Physical Form should enter Folio Number registered with the Company.**
- 6. Next enter the Image Verification code/Captcha code as displayed and Click on Login.**
- 7.** If you are holding shares in demat form and had logged on to www.evotingindia.com and cast your vote earlier for EVSN of any Company, then your existing password is to be used.
- 8.** 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) 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.

--	--

- 9.** After entering these details appropriately, click on “SUBMIT” tab.
- 10.** 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.
- 11.** For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 12.** **Click on the EVSN for the relevant Fredun Pharmaceuticals Limited on which you choose to vote.**
- 13.** 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.
- 14.** Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 15.** 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.
- 16.** Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 17.** You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- 18.** 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.

Note for Institutional Shareholders:

1. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

3. 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.
4. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
5. 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 under help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions:

1. The e-voting period commences on the **4th of July 2017 (9.00 a. m IST)** and ends on the **6th of July 2017 (5.00 p. m IST)**. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on **30th of June 2017**, 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 i.e. **30th of June 2017**.
3. Mr. Rajendra R. Vaze Practicing Company Secretary 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 three working days from the conclusion of the E-voting, 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/ Managing Director of the Company.
5. Members who do not have access to e-voting facility may send duly completed Ballot Form (Attached to this notice) 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 6th July 2017. Ballot Form received after this date will be treated as invalid.
6. In case of any queries, you may refer the frequently asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the “downloads” section of www.evoting.com or write an email to helpdesk.evoting@cdslindia.com

Explanatory Statement for Resolutions, pursuant to Section 102 of The Companies Act, 2013 (‘the act’)

The Company intends to issue the Equity shares under the SEBI Preferential Guidelines 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

1. Objects of the issue :

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 5,72,735 Equity shares of Rs. 10/- each at Rs. 150/- per share including the premium of Rs. 140/- at cash to the Eligible Investors as under :

Sr. No.	Name	Category	Number of Share
1.	F. L. Dadabhoy	Resident Individual	30,000
2.	India Max Investment Fund Ltd.	FPI	67,000
3.	Soma Mukherjee	Resident Individual	23,000
4.	K R Karthikeyan	Resident Individual	40,000
5.	U Hemalatha	Resident Individual	20,000
6.	Autolec International Pvt. Ltd.	Corporate Body	35,000
7.	A. Gothamchand	Resident Individual	40,000
8.	Yogesh Shah	Resident Individual	10,000
9.	Rajesh Shah	Resident Individual	10,000
10.	Rajnikant Shah	Resident Individual	10,000
11.	ISF securities Ltd.	Corporate Body	13,000
12.	Neha Tapadia	Resident Individual	20,000
13.	Kirti Bardia	Resident Individual	20,000
14.	Vardhman Kothari	Resident Individual	25,000
15.	Manju Bansal	Resident Individual	20,000
16.	Manju Gupta	Resident Individual	15,000
17.	C. Saravanan	Resident Individual	27,000
18.	S. S. Seema	Resident Individual	60,000
19.	Bal Krishan Poddar	Resident Individual	17,000
20.	Kusum Poddar	Resident Individual	17,000
21.	Alok Jhaver	Resident Individual	2,000
22.	Krishnamoorthy Vishwanath	Resident Individual	3,400
23.	Hemang Dinesh Shah	Resident Individual	10,000
24.	S. Malini	Resident Individual	5,000
25.	Amit Gunchandra Mehta	Resident Individual	10,000

26.	Arijit Mukherjee	Resident Individual	10,000
27.	Alpesh Rajesh Modi	Resident Individual	3,334
28.	Sridevi D	Resident Individual	3,334
29.	Ajay Sharma	Resident Individual	6,667
	TOTAL		5,72,735

on a preferential basis as per the provisions of SEBI(Issue of capital and Disclosure Requirements) Regulations 2009.

2. Intention of the promoters/key management persons to subscribe to the offer:

The promoters, Director and the key management persons are not making any application for the re issue of the forfeited Equity shares.

3. Shareholding pattern before and after the issue of Equity shares on preferential basis as under:

SUMMARY OF FINAL SHAREHOLDING PATTERN POST ISSUE

CATEGORY	DESCRIPTION	NO. OF SHARES	% OF CAPITAL	NO. OF HOLDERS	% OF HOLDRES
00	RESIDENT INDIVIDUALS	887795	30.35	523	97.21
31	BODIES CORPORATE	63000	2.15	3	0.56
32	CLEARING MEMBERS	1200	0.04	2	0.37
40	PROMOTER	1751110	59.86	3	0.56
67	NATIONALISED BANKS	75000	2.56	1	0.19
96	FOREIGN CORPORATE BODIES	67000	2.29	1	0.19
98	HINDU UNDIVIDED FAMILY	80030	2.74	5	0.93
TOTAL ----->		2925135	100.00	538	100.00

SUMMARY OF FINAL SHAREHOLDING PATTERN PRE ISSUE

CATEGORY	DESCRIPTION	NO. OF SHARES	% OF CAPITAL	NO. OF HOLDERS	% OF HOLDRES
00	RESIDENT INDIVIDUALS	450060	19.13	496	97.83
31	BODIES CORPORATE	15000	0.64	1	0.20
32	CLEARING MEMBERS	1200	0.05	2	0.39
40	PROMOTER	1751110	74.44	3	0.59
67	NATIONALISED BANKS	75000	3.19	1	0.20
98	HINDU UNDIVIDED FAMILY	60030	2.55	4	0.79
TOTAL ----->		2352400	100.00	507	100.00

Such issue of Equity shares on the preferential basis will be for 5,72,735 Equity shares at Rs. 150/- per share.

The pricing of the Equity shares to be allotted to the investor on preferential basis shall not be lower than the price determined in accordance with Chapter VII of SEBI (Issue of capital and Disclosure Requirements) Regulations 2009.

The allotment of the Equity share will be completed in accordance with the SEBI (Issue of capital and Disclosure Requirements) Regulations 2009 and or subject to such other guidelines of SEBI

4. Proposed time within which allotment will 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 SEBI Guidelines.

The proposed offer to issue the Equity shares is in the interest of the Company and your Directors commend the resolution for approval.

None of the Directors of the company are in any way concerned or interested in the Resolution.

Order of the Board
For Fredun Pharmaceuticals Limited

Mr. Fredun Medhora
(Managing Director)

Place: Mumbai
Date: 05/05/2017

Registered Office:
26, Manoj Industrial Premises
G.D. Ambekar Marg, Wadala, Mumbai – 400031