



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

Scrutinizer's Report

[Pursuant to The Companies Act, 2013]

(Rule 20 & 22 of The Companies (Management and Administration) Rules 2014

To

The Chairman of an Extra Ordinary General Meeting of the members of
FREDUN PHARMACEUTICALS LIMITED
On 30th May 2016 at 11.00 a.m. at Ramee Guestline Hotel-Dadar
Plot No 3, Kohinoor Road, Dadar (E)
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 2nd 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) at the meeting of the Board of Directors of the company held on 27th April 2016 for the purpose of scrutinizing the Remote e-voting process and Physical Ballot Voting under the provisions of The Companies Act 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules 2014 related to the agenda items to be transacted at an Extra Ordinary General Meeting of the members of Fredun Pharmaceuticals Limited scheduled to be held on 30th May 2016 at 11.00 a.m. at Ramee Guestline Hotel-Dadar, Plot No 3, Kohinoor Road, Dadar (E), Mumbai-400 014

2. I, have also been appointed as a Scrutinizer by the Board of Directors of Fredun Pharmaceuticals Limited (the Company) at the meeting of the Board of Directors of the company held on 27th April 2016 for the purpose of scrutinizing the voting process under Physical Postal Ballot voting under the provisions of The Companies Act, 2013 related to the agenda items to be transacted at an Extra Ordinary General Meeting of the members of Fredun Pharmaceuticals Limited scheduled to be held on 30th May 2016 at 11.00 a.m. at Ramee Guestline Hotel-Dadar, Plot No 3, Kohinoor Road, Dadar (E), Mumbai-400 014

3. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act. 2013 and Rules relating to Remote e- voting and Postal Ballot Voting. 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 on the basis of postal Ballot papers received by the company.

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



4. I submit my report as under:

- a) The Company has duly dispatched the Ballot forms to the members of the Company who are entitled to vote whose name(s) appeared on the Register of Members/ list of beneficial owners as on 23rd May 2016.
- b) The Company has provided e-voting facility to all the Shareholders registered with the Company.
- c) The e-voting period begins at 09.00 a.m., on Friday the 27th May 2016 and ends at 05.00 p.m., on Sunday 29th May 2016. The votes received electronically from the Shareholders till Thursday 29th May 2016 upto 05.00 p.m. and the Physical ballot forms received till Thursday 29th July 2016 upto 05.00 p.m. being the last date and time fixed by the Company for e-voting and Physical ballot forms were only considered for my scrutiny.
- d) The total of 178 (One hundred Seventy Eight) Ballot forms were received from shareholders were given to me and duly held in safe custody
- e) I have monitored the process of electronic voting through the scrutinizer's secured link
- f) As per the requirement of The Companies Act 2013 the particulars of all votes received (through physical and 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 .
- g) I further report that the Remote 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.

Combined Report

Items no. of Notice	Votes in the favour of the Resolution		Votes against the Resolution		Invalid Votes		Total Votes Nos.
	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	
Item No. 1 of the Notice (As a Special Resolution for Alteration of the Authorized capital of the Company as per Section 13,61 and all other applicable provisions if any of The Companies Act 2013.	1864232	99.98	0	0.00	405	0.02	1864637





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Item No. 2 of the Notice (As a Special Resolution for the issue of 8% Redeemable Cumulative Preference Shares & finalizing terms and conditions of the issue as per Section 42,55,62 and other applicable provisions if any of The Companies Act 2013.	1864232	99.98	0	0.00	405	0.02	1864637
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5. The Register and all other papers relating to e-voting and Ballot Forms shall remain in our safe custody until the chairman considers, approve and sign the minutes and thereafter the same shall be returned and handed over to the company.

6. The Resolutions have been passed by the Requisite Majority.

Thanking you
Yours faithfully

**For Rajendra and Co.,
Company Secretaries**

(Rajendra Vaze)

FCS No . 4247 C.P. No 1975



Place : Mumbai

Date : 31st May 2016

CERTIFIED FILING CENTRE (CFC)

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