

FREDUN PHARMACEUTICALS LIMITED

CIN: L24239MH1987PLC043662

Regd office: 26 Manoj industrial Premises, G D Ambekar Rd, Wadala, Mumbai 400 031

Phone Number: +91 22 4031 8111 Fax: +91 22 4031 8133

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

POSTAL BALLOT NOTICE

Dear Members / Shareholders of the Company.

Re: Postal Ballot Notice pursuant to Section 110 of the Companies Act, 2013, (“Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (“Rules”), that the resolution appended below is proposed to be passed by Postal Ballot.

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modifications or enactment thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and other applicable laws and regulations as amended from time to time that the resolutions below are proposed to be passed as by way of Postal Ballot including Electronic Voting (“e-voting”).

The Explanatory Statement pertaining to the aforesaid resolution setting out the material facts and the reason thereof along with other details and the Postal Ballot form is annexed hereto for your consideration.

The Board Of Directors of the Company have 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 and e-voting process in a fair and transparent manner in accordance with the provisions of the Act and Rules made there under. Shareholders desirous to exercise their vote by Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the attached self-addressed, postage pre-paid envelope, so as to reach the Scrutiniser on or before the close of business hours i.e. 5:00 P.M. on, Saturday, October 28, 2017.

Please note that the Postal Ballot Forms received later than the time and date mentioned above will be considered as invalid. Forms that are incomplete / incorrectly filled / torn / unsigned, etc. shall be disregarded / construed as reply not received.

Shareholders desirous of opting for e-voting facility pertaining to the arrangements made by the Company are requested to read the instructions in the Notes under the “E-Voting” section. Further reference to Postal Ballot in this Notice includes votes received electronically.

In compliance with Section 108 and other applicable provisions of the Act read with the related rules (including any statutory modification thereof, for the time being in force), the Company is pleased to provide e-voting facility to its Shareholders to enable them to cast their votes electronically instead of dispatching the Postal Ballot Forms by Post, however E-voting is optional and all Shareholders (whether holding the shares in demat form or physical form) may vote either by completing and dispatching the Postal Ballot form by Post or by E-voting.

The Scrutiniser, after completing the scrutiny of the votes cast, will submit his report to the Chairperson of the Company. The Results of the Postal Ballot shall be declared on or before the October 30, 2017 and communicated to the Stock Exchange where the shares of the Company are listed and shall also be displayed along with the Scrutiniser's Report on the Company website i.e. www.fredungroup.com.

PROPOSED RESOLUTION

1. Ratification of Equity Shares issued pursuant to the Shareholder's consent received in an Extraordinary General Meeting held on the 7th of July 2017.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in compliance with Regulations of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 along with Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and allotment of Securities) Rules, 2014 consent of the shareholders be and is hereby accorded to ratify the non-disclosures in the notices sent to the shareholders for convening the Extra Ordinary General Meeting of the Company held on July 7, 2017 w.r.t. identity of ultimate beneficiary of non-promoter allottees and post issue percentage shareholding for each of the allottee".

"RESOLVED FURTHER THAT the Board Of Directors be and are hereby authorised to do all such acts, deeds, matters and things required to get the shares listed and obtain such approvals or take such actions in regards to the shares so issued as may be appropriate or required."

2. Approval for the variation of Rights in respect of the Preference Shareholders :

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of proviso to Section 48 (1) of The Companies Act, 2013 and other applicable provisions, if any, of the Act and such other applicable sanctions and subject to the Memorandum and Articles of Association of the Company, if any the approval of the Company be and is hereby accorded for variation of the rights in respect of the 8% Preference shares holders of the Company which have taken place. via Postal ballot, the results of which was declared on June 27, 2017 as per the applicable rules".

"RESOLVED FURTHER THAT the Board Of Directors be and are hereby authorised to do all such acts, deeds, matters and things required to get the shares listed and obtain such approvals or take such actions in regards to the shares so issued as may be appropriate or required".

3. To issue Equity Shares on Preferential basis to the Preference Shareholders:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 42 & 62 of the Companies Act, 2013 and other applicable provisions, if any, of the Act and the enabling provisions in the Memorandum and Articles of Association of the Company and the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2008 & 2009 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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, as amended consent, authority and approval of the Equity Shareholders be and is hereby accorded to the Board to offer, issue and allot 1,66,666 Equity Shares of the Company, at a price of Rs.150/- per Equity share (including share premium of Rs. 140/-) ranking pari passu with the existing Equity Shares of Company of face value of Rs. 10/- each aggregating to Rs. 2,50,00,000/- in lieu of Redemption of 2,50,000 (Two lacks fifty Thousand) 8% Redeemable Preference Shares issued in the year 2016 at Rs.100/- per share to the following Preference Shareholders being the eligible investors. 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”.

Sr. No.	Name of Preference Shareholders	No. Of Preference Shares being redeemed	Category	Number of Equity Share to be issued against Preference Shares
1.	Ms. V. Rajkumari	50,000	Resident- Individual	33,333
2.	.A Vimalchand	50,000	Resident -Individual	33,333
3.	Harshit Golecha	25,000	Resident –Individual	16,667
4.	Kalpana Golecha	25,000	Resident –Individual	16,667
5	Sudhir Golecha	25,000	Resident –Individual	16,667
6.	Panna G. Mehta	25,000	Resident –Individual	16,667
7	Amit G. Mehta	25,000	Resident -Individual	16,666
8	V. K Sharma .	25,000	Resident -Individual	16,666

“RESOLVED FURTHER THAT on redemption of 2,50,000 (Two lacks fifty Thousand) 8% Redeemable Preference Shares into Equity shares, any member becomes entitled to a fraction of new

Equity Shares to be allotted, the Company shall not issue any certificate or coupon in respect of such fractional shares but shall pay a consideration in cash for such fraction.”

"RESOLVED FURTHER THAT 1,66,666 Equity Shares shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permissions by any regulatory authority or the Central Government for allotment is pending, the period of 15 days shall be counted from the date of such approval or permission”.

"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 the meeting i.e. relevant date is Friday September 29, 2017”.

"RESOLVED FURTHER THAT the Equity Shares to be allotted upon redemption of 2,50,000 (Two lacks fifty Thousand) 8% Redeemable Preference Shares which shall rank pari passu in all respects including as to Dividend, with the existing fully paid up Equity Shares of face value of Rs. 10/- of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company”.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to take such actions and to give all such directions or to do all such acts, deeds, matters and things as may be necessary or desirable and to settle any questions or difficulty that may arise in regard to the issue of Equity Shares on Preferential basis against the Redemption of 2,50,000 (Two lacks fifty Thousand) 8% Redeemable Preference Shares and further to do all such acts, deeds, matters or otherwise consider it to be in the best interest of the Company”.

4. To issue Equity Shares on Preferential basis:

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 2,33,333 Equity Shares of Rs. 10/- each at Rs. 150/- per share including the premium of Rs. 140/- per share aggregating to Rs. 3,49,99,950/- including the premium for cash to the following Eligible Investors :

Sr. No.	Name	Category	Number of Equity Share
1.	Mr. Nikhil Vora	Resident -Individual	2,33,333
	TOTAL		2,33,333

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 Friday, September 29, 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 the terms and conditions of the issue of Equity 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.”

5. To issue Equity Shares on preferential basis to the Promoters:

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 1,00,000 Equity Shares of Rs. 10/- each at Rs. 150/- per share including the premium of Rs. 140/- per share aggregating to Rs. 1,50,00,000/- including the premium against the unsecured loans of the Promoters as under:

Sr. No.	Name	Category	Number of Equity Share
1.	Mrs. Daulat N. Medhora	Promoter- Resident-Individual	19,400
2.	Fredun N. Medhora	Promoter- Resident -Individual	48,400
3.	Nariman B. Medhora	Promoter- Resident -Individual	32,200
	TOTAL		1,00,000

being eligible Investors, 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 adjusted against the conversion of the unsecured loans of the promoter.
- 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 Friday, September 29, 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 the terms and conditions of the issue of Equity 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.”

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

**Mr. Fredun Medhora
(Managing Director)**

Place: Mumbai

Date: September 22, 2017

Registered Office:

26, Manoj Industrial Premises,
G.D. Ambekar Marg, Wadala, Mumbai – 400 031

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts and reasons in respect of the proposed resolutions is annexed hereto.
2. Please carefully read and follow the instructions on Postal Ballot and e-voting described in this Notice and on the Postal Ballot Form (“PBF”) for respective mode of voting.
3. The Postal Ballot Notice is being sent to all the Shareholders, whose names appear in the Register of Shareholders / list of Beneficial Owners as on the Friday, September 22, 2017. The Postal Ballot Notice is being sent to Shareholders in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company (in case of physical shareholding). For Shareholders whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
4. Shareholders, whose name appear in the Register of Shareholders / Register of beneficial owners as on Friday, September 22, 2017 will be considered for the purpose of voting. A person who is not a Shareholder as on relevant date should treat this notice as solely for information purposes.
5. In case a Shareholder wishes to obtain a printed Postal Ballot Form or a duplicate, he/she may send a mail to business@fredungroup.com or print the same from the Company website, i.e. www.fredungroup.com
6. Resolutions passed by Shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a duly convened Meeting of the Shareholders of the Company.
7. The Shareholder can opt for only one mode of voting i.e. either by Physical Ballot or through e-voting. In case Members cast their votes through both the modes (Physical Ballot and e-voting), the votes cast through e-voting shall prevail and the votes cast through physical Postal Ballot form shall be treated as invalid.
8. Voting rights of Shareholders shall be in proportion to their Shares in the total paid-up Equity Share Capital of the Company on Friday, September 22, 2017.
9. No Shareholder can exercise their votes by Proxy in the Postal Ballot either physically or via e-voting.
10. Postal Ballot commences on Friday, September 29, 2017 (09:00 hours IST) and ends on October 28, 2017 (17:00 hours IST).

11. The Postal Ballots duly signed and completed in all aspects need to be received by the Scrutiniser before 5:00 P.M. on Saturday, October 28, 2017. The Postal Ballot Forms may be sent using the postage-prepaid self-addressed. Any Postal Ballot Forms received after 5:00 P.M. Saturday, October 28, 2017 shall be considered as invalid or as reply not received.
12. The Mr. Rajendra R. Vaze, Practising Company Secretary, has consented to act as the Scrutiniser (“Scrutiniser”) for conducting the Postal Ballot / e-voting in accordance with the provisions of the Act and Rules made there under in a fair and transparent manner.
13. The date of declaring the results of the Postal Ballot shall be the date on which the resolutions would be deemed to have been passed.
14. Shareholders can contact Mr. Fredun Medhora, Managing Director of the Company at the address - 26 Manoj Industrial Premises, G. D. Ambekar Marg, Wadala, Mumbai 400 031 in regards to any grievances with respect to voting by Postal Ballot or e-voting.
15. The Scrutiniser, will submit his report to the Chairperson or Managing Director of the Company on or before Monday, October 30, 2017 and the same will be communicated to the Stock Exchange where the shares of the Company are listed and shall also be displayed along with the Scrutiniser's Report on the Company website i.e. www.fredungroup.com

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 on Friday, September 29, 2017 **(9.00 A.M. IST)** and ends on Saturday, October 28, 2017 **(5.00 P.M. IST)**. During this period Shareholders’ of the Company, holding Shares, as on the cut-off date (record date) of Friday, September 22, 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 compulsorily 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:

- 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.
- 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 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.
- 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.
- 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:

- The e-voting period commences Friday, September 29, 2017 (9.00 A.M. IST) and ends on Saturday, October 28, 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 Friday, September 22, 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.

- 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 Friday, September 22, 2017.
- Mr. Rajendra R. Vaze, Practising Company Secretary has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a consolidated Scrutiniser's Report of the votes cast in favour or against, if any, forthwith to the Chairperson of the Company.
- 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 Scrutiniser, 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 Saturday, October 28, 2017. Ballot Form received after this date will be treated as invalid.
- 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 U/S 102(1) of the Companies Act, 2013

Item No. 1

The Board of Directors of the Company had proposed allotment of 5,72,735 Equity Shares of Rs. 10/- each at a premium of Rs. 140/- (One Hundred and Fourty only) each on Preferential basis and had placed, before the Shareholders in their Extra Ordinary General Meeting held on July 07, 2017 a notice containing explanatory statement as required. However, the Company inadvertently did not make disclosures w.r.t ultimate beneficiary of the proposed allottee and post issue shareholding for each of the proposed allottee separately. The application for seeking In-principle approval was submitted and same had been granted by the Bombay Stock Exchange vides their letter No. DCS/PREF/SD/PRE/2148/2017-18 dated 31st August 2017. In terms of the said in-principle approval and our undertaking dated July 20, 2017, the Company is required to disclose details of post percentage shareholding and ultimate beneficiary of the non-promoter allottees and get the same ratified by the Shareholders before seeking listing approval for the Shares so allotted so as to be in compliance with regulation 73(1)(e) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. As advised, Company now seek to ratify the same through this Postal Ballot resolution.

The Disclosures as required under Regulation 73 of the SEBI ICDR Regulations for Preferential Allotment which were earlier inadvertently missed out are given below:

Sr. No.	Name	Category	Ultimate Beneficiary	Post Issue holding in number of Share	Post Issue Percentage
---------	------	----------	----------------------	---------------------------------------	-----------------------

1.	F. L. Dadabhoy	Non – Promoter Resident Individual	F. L. Dadabhoy	30,000	1.03
2.	India Max Investment Fund Ltd.	Non – Promoter Foreign Portfolio Investment	ICICI is custodian of the Foreign Fund - FPI	67,000	2.29
3.	Soma Mukherjee	Non – Promoter Resident Individual	Soma Mukherjee	23,000	0.79
4.	K R Karthikeyan	Non – Promoter Resident Individual	K R Karthikeyan	40,000	1.37
5.	U Hemalatha	Non – Promoter Resident Individual	U Hemalatha	20,000	0.68
6.	Autolec International Pvt. Ltd.	Non – Promoter Corporate Body	Paresh Sheth Mitesh Sheth Sona Sheth Madhubala Sheth Chandrakanta Sheth	35,000	1.20
7.	A. Gothamchand	Non – Promoter Resident Individual	A. Gothamchand	40,000	1.37
8.	Yogesh Shah	Non – Promoter Resident Individual	Yogesh Shah	10,000	0.34
9.	Rajesh Shah	Non – Promoter Resident Individual	Rajesh Shah	10,000	0.34
10.	Rajnikant Shah	Non – Promoter Resident Individual	Rajnikant Shah	10,000	0.34
11.	ISF securities Ltd.	Non – Promoter Corporate Body	Amarjit Singh Priya Khanna Udey Singh M/S Simka Hotels & Resorts Pvt. Ltd. (B K Moorthy & Udey Singh) Sunil Khemka Sunita Khemka Brij Kishore Sabharwal	13,000	0.44
12.	Neha Tapadia	Non – Promoter Resident Individual	Neha Tapadia	20,000	0.68
13.	Kirti Bardia	Non – Promoter Resident Individual	Kirti Bardia	20,000	0.68
14.	Vardhman Kothari	Non – Promoter Resident Individual	Vardhman Kothari	25,000	0.85
15.	Manju Bansal	Non – Promoter Resident Individual	Manju Bansal	20,000	0.68
16.	Manju Gupta	Non – Promoter Resident Individual	Manju Gupta	15,000	0.51
17.	C. Saravanan	Non – Promoter	C. Saravanan	27,000	0.92

		Resident Individual			
18.	S. S. Seema	Non – Promoter Resident Individual	S. S. Seema	60,000	2.05
19.	Bal Krishan Poddar	Non – Promoter Resident Individual	Bal Krishan Poddar	17,000	0.58
20.	Kusum Poddar	Non – Promoter Resident Individual	Kusum Poddar	17,000	0.58
21.	Alok Jhaver	Non – Promoter Resident Individual	Alok Jhaver	2,000	0.07
22.	Krishnamoorthy Vishwanath	Non – Promoter Resident Individual	Krishnamoorthy Vishwanath	3,400	0.12
23.	Hemang Dinesh Shah	Non – Promoter Resident Individual	Hemang Dinesh Shah	10,000	0.37
24.	S. Malini	Non – Promoter Resident Individual	S. Malini	5,000	0.17
25.	Amit Gunchandra Mehta	Non – Promoter Resident Individual	Amit Gunchandra Mehta	10,000	0.34
26.	Arijit Mukherjee	Non – Promoter Resident Individual	Arijit Mukherjee	10,000	0.34
27.	Alpesh Rajesh Modi	Non – Promoter Resident Individual	Alpesh Rajesh Modi	3,334	0.11
28.	Sridevi D	Non – Promoter Resident Individual	Sridevi D	3,334	0.11
29.	Ajay Sharma	Non – Promoter Resident Individual	Ajay Sharma	6,667	0.23
Total Equity Shares being issued to the Eligible Investors.				5,72,735	19.58

Ratification by the members is now being sought, after the disclosure as made above.

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

Neither the Key Managerial Personnel of the Company nor their relatives and any Directors are in any way concerned or interested, financially or otherwise in this Resolution.

On passing of this ratification resolution Company will seek to obtain listing and trading approval from BSE Limited by completing all the required submissions.

Item No 2

The Preference Shareholders of the Company have already approved the variation of their rights via Postal ballot, the results of which was declared on June 27, 2017.

Pursuant to Sections 48, of The Companies Act, 2013 (the “Act”) corresponding rules thereof and other applicable provisions of the Companies Act, 2013 if any, (including such enactments, notifications and statutory modification thereof) and subject to such applicable regulations under

SEBI ICDR Regulations and SEBI LODR Regulations the consent of the Preference Shareholders of 8% Cumulative Redeemable Preference Shares of Rs. 100/- each, has already been obtained to vary the rights, terms and conditions of the 8% Redeemable Cumulative Preference Shares as specified below:

1. The minimum period after which Preference Shares could be redeemed is abolished completely without changing the maximum time period for redemption i.e. the Preference Shares can now be redeemed at any time within a period of 3 (Three) years from date of allotment subject to the laws, rules & regulations as applicable as may be decided by the Board of Directors.
2. Save as mentioned hereinabove, all other terms and conditions of the said Preference Shares shall continue to remain the same.
3. The consideration upon redemption being due shall be Rs. 2,50,00,000/- (Rupees Two Crore and Fifty Lakhs only) and be payable by issue of Equity Shares of the Company with Face Value Rs. 10/- each at Rs. 150/- per share under the Preferential Issue Regulations and shall rank pari pasu with the existing Equity Shares of the Company.
4. The Equity Shares to be issued as consideration to the Preference Shareholders shall be issued at a premium as per the SEBI Pricing Formula under the Preferential Guidelines. as per Chapter VII Regulation 76 pertaining to pricing of Equity Shares.

As per the proviso to Section 48 (1) of the Companies Act, 2013 where the variation of one class of Shareholders affects the rights of any other class of shareholders, the consent of three fourth of such other class of shareholders should be obtained.

Considering the above the resolution at no. 2 is placed before the Equity Shareholders of the Company for their approval.

Neither the Key Managerial Personnel of the Company nor their relatives and any Directors are in any way concerned or interested, financially or otherwise in this Resolution.

Item No. 3

To issue Equity Shares on Preferential basis to the Preference Shareholders:

The Board of Directors in their meeting held on Friday, September 22, 2017 has proposed to now redeem the 2,50,000 (Two lacks fifty Thousand) 8% Redeemable Preference Shares into Equity Shares of face value of Rs. 10/- each at Rs. 150/- per Share including the premium of Rs. 140/- per Share.

The Company has issued 2,50,000 ((Two lacs fifty Thousand) 8% Redeemable Preference Shares on 11th June, 2016 at an issue price of Rs. 100/- per share. The Preference shareholders of the Company under Section 48 of the Companies Act, 2013 have passed the necessary resolution via Postal ballot, the result of which was declared on June 27, 2017.

When rights attached to the Shares of any class are varied, then such variation must be approved by the holders of not less than 3/4 of the issued Shares of that class (2,50,000 Two lacks fifty Thousand) 8% Redeemable Preference Shares or by means of Special Resolution passed in a separate meeting of the holders of the issued shares of that class. Accordingly by Postal Ballot the consent by requisite Preference Shareholders were accorded to redeem the 2,50,000 (Two

lacks fifty Thousand) 8% Redeemable Preference Shares issued at a price of Rs. 100/- per share against the issue of 1,66,666 Equity Shares at a price of Rs. 150/- per Equity Share.

Pursuant to Sections 48 and 55 of The Companies Act, 2013 (the “Act”) and corresponding rules thereof and other applicable provisions of the Companies Act, 2013 if any, (including such enactments, notifications and statutory modification thereof) and subject so such applicable regulations under SEBI ICDR Regulations and SEBI LODR Regulations the consent of the Preference Shareholders of 8% Cumulative Redeemable Preference Shares of Rs. 100/- each, consent has already been obtained to vary the rights, terms and conditions of the 8% Redeemable Cumulative Preference Shares as mentioned in the explanatory statement at item no. 2 of this Postal Ballot notice.

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.

1. Objects of the issue :

The proposed issue of Equity Shares against the redemption of the 8% Redeemable Preference Shares is for issue of Equity Shares in lieu of 8% Redeemable Preference Shares on a Preferential basis as per the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 to the following Eligible Investors i.e. (8% Redeemable Preference shareholders as under:

Sr. No.	Name	Category	Ultimate Beneficiary	Post Issue holding in number of Share	Post Issue Percentage
1.	V. Rajkumari	Non-Promoter Resident Individual	V. Rajkumari	33,333	1.08
2.	A. Vimalchand	Non-Promoter Resident – Individual	A Vimalchand	33,333	1.08
3.	Harshit Golecha	Non-Promoter Resident –Individual	Harshit Golecha	16,667	0.54
4.	Kalpana Golecha	Non-Promoter Resident Individual	Kalpana Golecha	16,667	0.54
5.	Sudhir Golecha	Non-Promoter Resident Individual	Sudhir Golecha	16,667	0.54
6.	Panna Mehta	Non-Promoter Corporate Body	Panna Mehta	16,667	0.54
7.	Amit G. Mehta	Non-Promoter Resident Individual	Amit G. Mehta	16,666	0.54
8.	V.K. Sharma	Non-Promoter Resident Individual	V.k. Sharma	16,666	0.53
Total Equity Shares being issued to the Eligible Investors.				1,66,666	5.39

2. Intention of the Promoters / 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.

3. Pricing :

Issue of Equity Shares on the Preferential basis will be for 1,66,666 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.

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.

5. Change in control, if any, in the Company consequent to the Preferential issue :

There shall be no change in control of the Company pursuant to the redemption of Preference shares into Equity Shares.

6. Auditors' 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.

The Board recommends passing of the aforesaid Resolution as a Special Resolution. Neither the Key Managerial Personnel of the Company nor their relatives and any Directors are in any way concerned or interested, financially or otherwise in this Resolution.

Item No 4

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:

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 2,33,333 Equity shares of Rs. 10/- each at Rs. 150/- per share including the premium of Rs. 140/- at cash to the Eligible Investors on a Preferential basis as per the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as under :

Sr. No.	Name	Category	Ultimate Beneficiary	Post Issue holding in number of Share	Post Issue Percentage
1	Mr. Nikhil Vora	Non-Promoter Resident Individual	Mr. Nikhil Vora	2,33,333	7.01
Total Equity Shares being issued to the Eligible Investors.				2,33,333	7.01

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 in the present issue of the Equity Shares.

3. Pricing:

Issue of Equity shares on the Preferential basis will be for 2,33,333 Equity shares at Rs. 150/- per share.

The pricing of the Equity Shares to be allotted to the investor on Preferential basis is not lower than the price determined in accordance with Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

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 recommend the resolution for approval.

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

5. Change in control, if any, in the Company consequent to the Preferential Issue:

There shall be no change in control of the Company.

7. Auditors' 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 proposed offer to issue the Equity Shares is in the interest of the Company and your Directors commend the resolution for approval.

Neither the Key Managerial Personnel of the Company nor their relatives and any Directors are in any way concerned or interested, financially or otherwise in this Resolution. .

Item No. 5

The Company intends to issue the Equity Shares under the SEBI Preferential issue regulations to the Promoters who have given unsecured loans to the Company. The company intends to issue Equity Shares to the Promoters against their unsecured loans to the extent of Rs. 1,50,00,000/- (Rupees One Crore fifty Lacks only) .

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 existing operations, and for other corporate purposes. It is therefore proposed to issue 1,00,000 Equity shares of Rs. 10/- each at Rs. 150/- per share including the premium of Rs. 140/- against the conversion of the unsecured loans of the Promoters on a Preferential basis as per the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as under :

Sr. No.	Name	Category	Ultimate Beneficiary	Post Issue holding in number of Share	Post Issue Percentage
1	Mrs. Daulat N. Medhora	Promoter-Resident Individual	Mrs Daulat N. Medhora	13,40,710	39.14
2	Fredun N. Medhora	Promoter-Resident Individual	Fredun N. Medhora	1,36,100	3.97
3	Nariman B. Medhora	Promoter-Resident Individual	Nariman B. Medhora	3,743,00	10.93
Total Equity Shares being issued to the Promoters. .				18,51,110	54.04

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

The Promoters, are participating in the present issue of the Equity Shares.

3. Pricing:

Issue of Equity shares on the Preferential basis will be for 1,00,000 Equity Shares at Rs. 150/- per share.

The pricing of the Equity Shares to be allotted to the investor on Preferential basis is not lower than the price determined in accordance with Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

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.

5. Change in control, if any, in the Company consequent to the Preferential issue:

There shall be no change in control of the Company.

6. Auditors' 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.

The Board recommends passing of the aforesaid Resolution as a Special Resolution. Mr. Fredun Medhora, Dr. Mrs. D.N. Medhora and Mr. Nariman Medhora the Directors are interested, in the resolution to the extent of Equity Shares that may be individually allotted to them and to each other being related to each other, however no other Director is interested or concerned in the proposed Resolution.

OTHER INFORMATION IN RESPECT OF RESOLUTIONS AT ITEM No 3, 4 and 5

Shareholding pattern before and after the issue of Equity Shares on Preferential basis as under:

Category	Category of Shareholder	Pre-issue	Post-Issue
-----------------	--------------------------------	------------------	-------------------

Code		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)	17,51,110	59.86	18,51,110	54.04
(B)	(B) Public Shareholding				
(1)	Institutions				
(a)	Mutual Funds/ UTI/ Banks/ Fis	75,000	2.56	75,000	2.19
(b)	Foreign Institutional Investors				
	Sub-Total (B1)	75,000	2.56	75,000	2.19
(2)	Non-institutions				
(a)	Bodies Corporate	1,30,000	4.44	1,30,000	3.80
(b)	Individuals	9,63,050	32.92	13,63,049	39.79
(c)	Foreign Corporate Bodies/ NRIs				
(d)	Others Clearing Members	5,975	0.20	5,975	0.17
	Sub-Total (B2)	10,99,025	37.56	14,99,024	43.76
	GRAND TOTAL (A)+(B)(1)+(B)(2)	29,25,135	100	34,25,134	100

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

**Mr. Fredun Medhora
(Managing Director)**

Place: Mumbai
Date: September 22, 2017

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