



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 Chairperson
FREDUN PHARMACEUTICALS LIMITED
Regd. Office : 26 Manoj industrial Premises,
G D Ambekar Rd, Wadala
Mumbai 400 031

Dear Madam ,

Sub : Scrutinizer's Report U/S 108 & 110 of The Companies Act, 2013 for voting by the Preference shareholders through Postal Ballot and Remote e voting

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 5th May 2017 for the purpose of scrutinizing the Postal Ballot/Remote E-Voting process under the provisions of Section 108 of The Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules 2014 related to a Resolution as set out in the notice dated 5th May 2017.

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 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.

3. I submit my report as under:

- a) The Company has duly dispatched the Ballot forms to the Preference shareholders of the Company whose name(s) appeared on the Register of Preference shareholders as on 23rd May 2017. (i.e. cut- off date)
- b) The Company has provided e-voting facility to all the Preference shareholders registered with the Company.

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- c) The e-voting period began at 09.00 a.m., on Friday the 26th May 2017 and ended on 05.00 p.m., on Saturday 24th June 2017. The votes received electronically from the Shareholders till Saturday 24th June 2017 upto 05.00 p.m. and the Physical ballot forms received till Saturday 24th June 2017 upto 05.00 p.m. being the last date and time fixed by the Company for e-voting and Physical Postal ballot forms were only considered for my scrutiny.
- d) The total of 6 (Six) Ballot forms were received from Preference shareholders were given to me and duly held in my 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 Preference shareholders 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 e-voting data and Postal Ballots were scrutinized by me for verification of votes cast in favour and against the resolution.

Combined Report (E voting and Postal Ballot Papers)

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 Consent of the Preference Shareholders to be accorded by way of a Special Resolution to vary the rights attached to the 8% Cumulative Redeemable Preference Shares of Rs. 100/- each, abolishing minimum period before redemption and the amount due on redemption be paid by way of issuing Equity Shares of Face Value Rs. 10/- each with a premium of Rs. 140/- per share (Subject to pricing rules of SEBI).	250000	100%	0	0.00 %	0	-	250000





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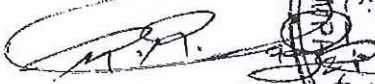
4. The Register and all other papers relating to e-voting and Ballot Forms shall remain in our safe custody until the Chairperson considers, approves and signs the minutes and thereafter the same shall be returned and handed over to the company.

5. The Resolution has been passed by the Requisite Majority and deemed to be passed at the General Meeting.

Voting Details :

Sr. No.	Particulars	No. of PBF/ E-Voting	No. of shares voted
a)	Postal Ballot Forms received	6	150000
b)	Remote E-Voting	2	100000
	Total	8	250000
c)	Less : Invalid no. of votes casted	0	0
d)	Valid no. of votes casted (Net)	8	250000
e)	Total no. of votes with assent for the Resolution	8	250000
f)	Total no. of votes with dissent for the Resolution	0	0

Thanking you
Yours faithfully
For Rajendra and Co.,
Company Secretaries



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

Place : Mumbai
Date : 27th June 2017



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