

Savla & Associates

CHARTERED ACCOUNTANTS

8/196, Guru Sevak Kutir, Station Road

Wadala (W), MUMBAI - 400 031.

PHONE : 24102526, 24112526

FAX : 24132121

Private and confidential

The Board of Directors
Fredun Pharmaceuticals Limited
26, Manoj Industrial Premises
G D Ambekar Wadala
Mumbai - 400 031

Independent Auditor's Certificate on proposed issue of equity shares, in accordance with Regulation 163 (2) of Chapter V, 'Preferential Issue' of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

1. The certificate is issued as per the requirement of sub- regulation2 of Regulation 163 under Chapter V of the Securities and Exchange Board of India (the'**SEBI**') (IssueofCapitalandDisclosureRequirements) Regulations, 2018, as amended (the '**SEBI ICDR Regulations**')with Fredun Pharmaceuticals Limited ('the Company').
2. This certificate is issued in accordance with the requirements of Regulation 163 (2) of Chapter V 'Preferential Issue' of the SEBI ICDR Regulations in connection with the proposed private placement of equity shares and convertible warrants of the Company and contains details on compliance with aforesaid regulation for the proposed issue on preferential basis to below investors ('the **allottee**')with no. of shares and convertible warrants proposed to issue to them:

Sr. No.	Name of Investor	Category of Investor	Preferential Issue (Proposed No. of Shares to be issued)
1	Nikhil Vora	Non Promoter	1,06,846
2	Chaitali Vora	Non Promoter	12,082
3	Ajay Sarupria	Non Promoter	29,613
4	Faizal Hawa	Non Promoter	23,691
5	Systematix Fincorp India Limited	Non Promoter	11,845
6	Prashant Desai	Non Promoter	5,922
7	Mansi Ganatra	Non Promoter	5,922
8	Narendra Shethia	Non Promoter	5,922
9	Subir Diamonds Private Limited	Non Promoter	5,922
10	Animesh Maheshwari	Non Promoter	3,553



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11	Ashish Ghatnekar	Non Promoter	3,553
12	Nehal Vora	Non Promoter	3,553
13	Nimisha Nagarsekar	Non Promoter	3,553
14	Madhu Nangalia	Non Promoter	3,553
15	Sohail Manjiramani	Non Promoter	2,369
16	Amit Shah	Non Promoter	2,369
17	Amita Doshi	Non Promoter	1,658
18	Ketki Paranjpe	Non Promoter	1,184
19	Kathan Shah	Non Promoter	1,184
20	Rajul Adani	Non Promoter	1,184
21	Saloni Ghatnekar	Non Promoter	710
22	Meenakshi Bhalerao	Non Promoter	710
23	Hypotenuse Investments	Non Promoter	9,476
Total			2,46,374

Sr. No.	Name of Investor	Category of Investor	Preferential Issue (Proposed No. of Convertible Warrants to be issued)
1	Neha Amit Mehta	Non Promoter	10,068
2	Gunavanth Kumar HUF	Non Promoter	10,068
3	Daulat Nariman Medhora	Promoter	52,120
4	Nariman Medhora	Promoter	1,44,515
Total			2,16,771

3. The accompanying Statement of Computation of Minimum Price for the proposed Preferential Issue ('the Statement') has been prepared by management of the Company, which we have initialed for identification purpose only, is in accordance with Regulation 164(1) of the SEBI ICDR Regulations in connection with the proposed issue of Equity Shares and Convertible Warrants of the Company under Chapter V 'Preferential Issue' of the SEBI ICDR Regulations.



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Management's Responsibility

4. The compliance with terms and conditions contained in SEBI ICDR Regulations is the responsibility of the management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the compliance with terms and conditions contained in SEBI ICDR Regulations and making estimates that are reasonable in the circumstances.
5. The Management is also responsible for ensuring that the Company complies with the requirements of the Chapter V 'Preferential Issue' of the SEBI ICDR Regulations, to the extent applicable, listing agreement and provides all relevant information to the SEBI and to the relevant Stock Exchanges.

Auditor's Responsibility

6. Pursuant to the requirements of SEBI ICDR Regulations, it is our responsibility to provide a reasonable assurance in the form of an opinion; whether the proposed preferential issue of 2,46,374 Equity Shares and 2,16,771 Convertible Warrants is being made in accordance with the requirements of SEBI ICDR Regulation, as amended from time to time.
7. We conducted our examination of the Statement and other matters relating to the proposed preferential issue in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. In addition to the foregoing, our scope of work did not include verification of compliance with other requirements of the SEBI ICDR Regulations, other circulars, notifications, etc. as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the Company. Further, our scope of work did not involve performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company, taken as a whole.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SOC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
10. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate audit evidence on the reporting criteria mentioned in paragraph above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the reporting criteria. Accordingly, we have performed the following procedures in relation to the proposed preferential issue:



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- i. Obtained the certified copy of resolution passed in the meeting of the Board of Directors held on September 22, 2021 and verified that the Company has determined the 'Relevant Date' as defined in the Regulation 161 of SEBI ICDR Regulations as September 17, 2021 in respect of the proposed preferential issue of 2,46,374 Equity Shares and 2,16,771 Convertible Warrants ;
- ii. Obtained the copy of the notice of general meeting to shareholders for the proposed preferential issue of Equity Shares and Convertible Warrants approved by Board of Directors in their meeting held on September 22, 2021;
- iii. Verified the confirmation received from the Company's Registrar and Share transfer agent (RTA) that all the proposed allottee haven't sold or transfer any equity shares of the issuer during the last six months preceding relevant date i.e. September 17, 2021;
- iv. Verified the consent letter received from the proposed allottees that they haven't sold or transfer any equity shares of the issuer during the last six months preceding relevant date i.e. September 17, 2021;
- v. Verified Permanent Account Number of the proposed allottee using available online portal;
- vi. Obtained the Statement of Computation of Minimum Price for the proposed Preferential Issue calculated based on the pricing formula prescribed under Regulation 164(1) of the SEBI ICDR Regulations;
- vii. Downloaded the data of weekly high and low of the volume weighted average price of related equity shares of the Company from the official website of Bombay Stock Exchange ('BSE') and verified the computation of the average of weekly high and low of the volume weighted average price and traced the same with the Statement;
- viii. Reviewed the computation of the minimum issue price determined by management based on higher of (a) or (b) below, provided as under:
 - (a) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the BSE during the twenty-six weeks preceding the relevant date or
 - (b) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on BSE during the two weeks preceding the relevant date.
- ix. Performed necessary inquiries with the management and obtained necessary representation from management.

Opinion

Based on the procedures performed by us as above, and the information and explanations given to us, in our opinion; the minimum price for the proposed preferential issue as per the Statement is INR 422.04/- per share as per trading on BSE and is computed in accordance



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with Regulation 164(1) of the SEBI ICDR Regulations. (Minimum Price calculation as per management is attached herewith)

We further certify that the proposed preferential issue of 2,46,374 Equity Shares and 2,16,771 Convertible Warrants is being made in accordance with the requirements of SEBI (ICDR) Regulations, 2018 as amended from time to time, to the extent applicable.

Restriction on Use

This certificate is intended solely for the use of the management of the Company for the purpose of placing before General meeting of shareholders/making it available for inspection by shareholders and/or submission to the Bombay Stock Exchange Limited and / or any Regulatory Authority in connection with the private placement of equity shares under Chapter V of the SEBI ICDR Regulations, and is not to be used for any marketing, sale or any other offer of securities or referred to for any other purpose or distributed to any other person without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior written consent in writing. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

This certificate is issued on specific request from M/s. Fredun Pharmaceuticals Ltd.

UDIN - 21043901AAAAGR9195

For Savla & Associates

Chartered Accountants



DEEPAK G. SAVLA

(Partner)

M. No.: 043901

Date: 23/09/2021

Place: Mumbai

Encl: as above



FREDUN PHARMACEUTICALS LIMITED

Compassionate Healthcare



CIN No: L24239MH1987PLC043662

Minimum Issue Price as per prescribed under Chapter V of SEBI (ICDR) Regulations, 2018

Date of EGM

October 19, 2021

Relevant Date (30 days prior to EGM)

September 17, 2021

A] Average of weekly high & low of the volume weighted average price (VWAP) of the equity shares of Fredun Pharmaceuticals Limited quoted on the BSE Limited during the last twenty-six weeks preceding the relevant date (considering relevant date as September 17, 2021)

Weeks	From	To	High VWAP	Low VWAP	Average VWAP
1	Friday, March 19, 2021	Thursday, March 25, 2021	460.42	441.29	450.86
2	Friday, March 26, 2021	Thursday, April 01, 2021	459.00	443.27	451.13
3	Friday, April 02, 2021	Thursday, April 08, 2021	444.05	439.56	441.80
4	Friday, April 09, 2021	Thursday, April 15, 2021	443.73	438.53	441.13
5	Friday, April 16, 2021	Thursday, April 22, 2021	433.84	419.35	426.60
6	Friday, April 23, 2021	Thursday, April 29, 2021	436.07	414.54	425.30
7	Friday, April 30, 2021	Thursday, May 06, 2021	425.82	410.06	417.94
8	Friday, May 07, 2021	Thursday, May 13, 2021	440.17	424.46	432.31
9	Friday, May 14, 2021	Thursday, May 20, 2021	454.60	432.93	443.77
10	Friday, May 21, 2021	Thursday, May 27, 2021	433.40	421.70	427.55
11	Friday, May 28, 2021	Thursday, June 03, 2021	420.14	416.12	418.13
12	Friday, June 04, 2021	Thursday, June 10, 2021	428.52	416.84	422.68
13	Friday, June 11, 2021	Thursday, June 17, 2021	430.51	420.82	425.66
14	Friday, June 18, 2021	Thursday, June 24, 2021	426.98	416.75	421.86
15	Friday, June 25, 2021	Thursday, July 01, 2021	423.10	412.38	417.74
16	Friday, July 02, 2021	Thursday, July 08, 2021	414.95	409.94	412.44
17	Friday, July 09, 2021	Thursday, July 15, 2021	449.55	425.10	437.32
18	Friday, July 16, 2021	Thursday, July 22, 2021	421.29	409.82	415.55
19	Friday, July 23, 2021	Thursday, July 29, 2021	427.79	419.96	423.87
20	Friday, July 30, 2021	Thursday, August 05, 2021	422.37	417.80	420.08
21	Friday, August 06, 2021	Thursday, August 12, 2021	438.28	394.44	416.36
22	Friday, August 13, 2021	Thursday, August 19, 2021	404.35	394.78	399.56
23	Friday, August 20, 2021	Thursday, August 26, 2021	390.42	376.98	383.70
24	Friday, August 27, 2021	Thursday, September 02, 2021	391.17	375.60	383.38
25	Friday, September 03, 2021	Thursday, September 09, 2021	388.81	371.74	380.27
26	Friday, September 10, 2021	Thursday, September 16, 2021	485.74	386.21	435.98
			Average Price		422.04

Registered Office: Manoj Industrial Premises, G.D. Ambekar Marg, Wadala (W), Mumbai - 400 031, (INDIA)

Corporate Office: Urmi Estate, 11th Floor, Ganpatrao Kadam Marg, Lower Parel (W), Mumbai - 400013.

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FREDUN PHARMACEUTICALS LIMITED

Compassionate Healthcare



CIN No : L24239MH1987PLC043662

B] Average of weekly high & low of the volume weighted average price (VWAP) of the equity shares of Fredun Pharmaceuticals Limited quoted on the BSE Limited during the last two weeks preceding the relevant date(considering relevant date as September 17, 2021)

Weeks	From	To	High VWAP	Low VWAP	Average VWAP
1	Friday, September 03, 2021	Thursday, September 09, 2021	388.81	371.74	380.27
2	Friday, September 10, 2021	Thursday, September 16, 2021	485.74	386.21	435.98
			Average Price		408.13

A] Average of 26 weeks high low of the VWAP

422.04

B] Average of 2 weeks high low of the VWAP

408.13

Applicable Minimum Price (Higher of the A or B)

422.04

For FREDUN PHARMACEUTICALS LTD.

Ankita Joshi

Company Secretary Compliance Officer



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