



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

September 07, 2018

BSE Limited
P J Towers, Dalal Street,
Mumbai - 400 001
Fax: 22723121 / 22722037

National Stock Exchange of India Limited
Exchange Plaza, Bandra - Kurla Complex,
Bandra (E), Mumbai - 400 051
Fax: 26598237 / 38

Ref.: BSE Scrip Code: 531599 and NSE Symbol - FDC

Sub.: Details of Voting Results through E-voting and Poll under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Dear Sir / Madam,

This is to inform that the 78th Annual General Meeting (AGM) of the Members of FDC Limited was held on Friday, **September 07, 2018** at 10.00 a.m. at WelcomHotel Rama International, R-3, Chikalthana, Aurangabad- 431 210.

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are submitting herewith the following:

1. Details of voting results through remote e-voting and Poll at the AGM as **Annexure I**.
2. Consolidated Scrutinizer Report dated September 07, 2018 on remote e-voting and Poll at the AGM as **Annexure II**.

We request you to take the above information on record.

Thanking you,

Yours faithfully,
for FDC Limited

AKatse
Company Secretary
Encl:a/a



CORPORATE OFFICE

142-48, S. V. Road, Jogeshwari (W), Mumbai - 400 102, INDIA
Tel.: +91-22-3071 9100 - 399 / 2678 0652 / 2653 / 2656 • Fax : +91-22-2678 6393 / 8123 / 1912
E-mail: fdc@fdcindia.com • Website : www.fdcindia.com

REGISTERED OFFICE

B-8, M.I.D.C. Industrial Area, Waluj - 431 136, Dist. Aurangabad, INDIA
Tel.: 0240-255 4407 / 255 4299 / 255 4967 • Fax : 0240-255 4299
E-mail : waluj@fdcindia.com • CIN : L24239MH1940PLC003176

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Details
Date of the AGM	07 th September, 2018
Total number of shareholders as on record date	27031
No. of the shareholder present in the meeting either in person or through proxy:	
a) Promoters and Promoter Group:	9
b) Public:	32
No. of the shareholders attended the meeting through Video Conferencing	N.A
a) Promoters and Promoter Group:	N.A
b) Public:	N.A



Details of Agenda No. 1:

Item No.	Item	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/ Poll/Postal Ballot/E-voting)
1.	Adoption of the Audited Standalone and Consolidated Financial Statement for the year ended March 31, 2018 and Reports of Board of Directors and Auditors thereon	Ordinary	E-Voting and Poll

Details of result for the Resolution No. 1 - E-Voting and Poll

Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)] * 100	4	5	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	120460261	120460261	100.00	120460261	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(If applicable)		0	0.00	0	0	0.000	0.00
	Total		120460261	120460261	100.00	120460261	0	100.00
Public - Institutions	E-voting	6628895	5682158	85.72	5682158	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00
	Total		6628895	5682158	85.72	5682158	0	100.00
Public- Non Institutions	E-voting	47313928	14170041	29.95	14170041	0	100.00	0.00
	Poll		18039	0.04	18039	0	100.00	0.00
	Postal Ballot(If applicable)		0	0.00	0	0	0.000	0.00
	Total		47313928	14188080	29.99	14188080	0	100.00
Total		174403084	140330499	80.46	140330499	0	100	0.00

Result: The above Resolution No.1 was passed by way of Ordinary Resolution.



Details of Agenda No. 2:

Item No.	Item	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/ Poll/Postal Ballot/E-voting)
2.	Re-appointment of Mr. Ashok A. Chandavarkar, Wholetime Director (DIN: 00042719) who retires by rotation and being eligible, seeks re-appointment.	Ordinary	E-Voting and Poll

Details of result for the Resolution No. 2 - E-Voting and Poll

Whether promoter/ promoter group are interested in the agenda/ resolution?			Yes					
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	120460261	90037760	74.74	90037760	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(If applicable)		0	0.00	0	0	0.00	0.00
	Total	120460261	90037760	74.74	90037760	0	100.00	0.00
Public - Institutions	E-voting	6628895	5682158	85.72	5682158	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(If applicable)		0	0.00	0	0	0.00	0.00
	Total	6628895	5682158	85.72	5682158	0	100.00	0.00
Public - Non Institutions	E-voting	47313928	14222004	30.06	14191971	30033	99.79	0.21
	Poll		18039	0.04	18039	0	100.00	0.00
	Postal Ballot(If applicable)		0	0.00	0	0	0.00	0.00
	Total	47313928	14240043	30.10	14210010	30033	99.79	0.21
Total		174403084	109959961	63.05	109929928	30033	99.97	0.21

Result: The above Resolution No.2 was passed by way of Ordinary Resolution.



Details of Agenda No. 3:

Item No.	Item	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/ Poll/Postal Ballot/E-voting)
3.	Re-appointment of Mr. Mohan A. Chandavarkar as Chairman and Managing Director.	Special Resolution	E-Voting and Poll

Details of result for the Resolution No. 3 - E-Voting and Poll

Whether promoter/ promoter group are interested in the agenda/ resolution?			Yes					
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	120460261	77372635	64.23	77372635	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		120460261	77372635	64.23	77372635	0	100.00
Public - Institutions	E-voting	6628895	5682158	85.72	5682158	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		6628895	5682158	85.72	5682158	0	100.00
Public- Non Institutions	E-voting	47313928	14222004	30.06	14179368	42636	99.70	0.30
	Poll		18039	0.04	18039	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		47313928	14240043	30.10	14197407	42636	99.70
Total		174403084	97294836	55.79	97252200	42636	99.96	0.04

Result: The above Resolution No.3 was passed by way of Special Resolution



Details of Agenda No. 4:

Item No.	Item	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/ Poll/Postal Ballot/E-voting)
4.	Ratification of Remuneration payable to M/s. Sevekari Khare & Associates, Cost Auditors for the financial year ending March 31, 2019.	Ordinary Resolution	E-Voting and Poll

Details of result for the Resolution No. 4 - E-Voting and Poll

Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)] * 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	120460261	120460261	100.00	120460261	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		120460261	120460261	100.00	120460261	0	100.00
Public - Institutions	E-voting	6628895	5682158	85.72	5682158	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		6628895	5682158	85.72	5682158	0	100.00
Public- Non Institutions	E-voting	47313928	14222004	30.06	14220960	1044	99.99	0.01
	Poll		18039	0.04	18039	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		47313928	14240043	30.10	14238999	1044	99.99
Total		174403084	14038246	80.49	140381418	1044	99.99	0.01

Result: The above Resolution No.4 was passed by way of Ordinary Resolution

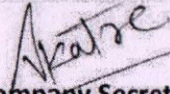


Kindly take the above information on record.

Thanking you,

Yours faithfully,

for FDC Limited


Company Secretary



FDC Limited

No.



SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

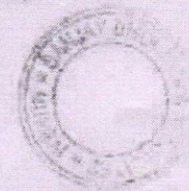
GP 15, 2nd Floor, Raghuleela Mall, Behind Poinur Bus Depot, Kandivali (West), Mumbai - 400 067.
☎ : 2807 3233 / 62363233 / 98700 31365 • E-mail : sanjayrd65@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

To,
The Chairman of 78th Annual General Meeting (AGM) of the Members of FDC Limited
held on Friday, 7th September 2018 at 10.00 a.m. at
WelcomHotel Rama International,
R-3, Chikalthana, Aurangabad - 431 210

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 25th May 2018, had appointed me as the Scrutinizer for the purpose of scrutinizing the Remote e-voting process and polling process conducted at the AGM, for all the Resolutions as set out in the Notice of the 78th AGM.
2. In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company had provided its Members the Remote e-voting facility as provided by Central Depository Services (India) Limited (CDSL) for all the Resolutions as set out in the Notice of the 78th AGM.
3. Further, the facility for voting through Ballot Paper was also made available at the AGM for those Members / proxy holders who attended the AGM and have not cast their vote by Remote e-voting.
4. I hereby submit my report as under:
 - 4.1 The Company has given the Ballot Paper to the Members who were present at the AGM held on Friday, 7th September 2018 at 10.00 a.m. at WelcomHotel Rama International, R-3, Chikalthana, Aurangabad - 431 210
 - 4.2 Particulars of all the Ballot Papers received from the Members and the votes cast by electronic mode have been entered in register maintained for the purpose.
 - 4.3 The Ballot Papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Ballot Papers.
 - 4.4 The ballot box was opened in my presence.





SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinur Bus Depot, Kandivali (West), Mumbai - 400 067.
☎ : 2807 3233 / 62363233 / 98700 31365 • E-mail : sanjayrd65@gmail.com

- 4.5 The ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company as on 31st August, 2018.
- 4.6 I did not find any defaced or mutilated Ballot Papers.
- 4.7 The Remote e-Voting period had commenced on Tuesday, 4th September, 2018 at 9:00 a.m. (IST) and ended on Thursday, 6th September, 2018 at 5:00 p.m. (IST).
- 4.8 I have also received a complete record of votes cast through electronic mode, upto 5:00 p.m. on 6th September, 2018 from CDSL, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 7th September, 2018 in the presence of two witnesses, Ms. Urvi Shah and Mr. Chandan Jha who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Urvi Shah

Name: Chandan Jha

- 4.9 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolutions, as set out in the Notice of the 78th AGM.
5. A summary of the combined voting results of the votes cast through Ballot Papers received and Remote e-voting is given as **Annexure 1**.
6. I have handed over the Ballot Papers and other related papers/ registers and records for the safe custody to the Chairman who has been authorized by the Board to supervise the Ballot process.
7. On the basis of the scrutiny of the votes cast by Ballot Papers and through Remote e-voting, the Resolution no. 1 to Resolution no. 4 as set out in the Notice of the 78th AGM have been duly passed by the Shareholders of the Company with the requisite majority.





SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Painsur Bus Depot, Kandivali (West), Mumbai - 400 067.

☎ : 2807 3233 / 62363233 / 98700 31365 • E-mail : sanjayrd65@gmail.com

8. You may accordingly declare the aforesaid voting result of votes cast through Ballot Papers and Remote e-voting.

Thanking you,

For Sanjay Dholakia & Associates
Practicing Company Secretary

Dholakia Sajay

Sanjay Dholakia
Proprietor
Membership No. 2655 /CP No. 1798



Date : 7th September, 2018
Place : Mumbai

Annexure 1

RESOLUTION 1- ADOPTION OF AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS TOGETHER WITH REPORT OF BOARD OF DIRECTORS AND AUDITORS REPORT THEREON OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018.

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	105	140312460	9	18039	114	140330499	100
Against the Resolution	0	0	0	0	0	0	0

Invalid votes	-	-	-
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RESOLUTION 2 – RE-APPOINTMENT OF MR. ASHOK A. CHANDAVARKAR, (DIN 00042719) AS A DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE, SEEK RE-APPOINTMENT

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	98	109911889	9	18039	107	109929928	99.97
Against the Resolution	4	30033	0	0	4	30033	0.03

Invalid votes	-	-	-
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SPECIAL BUSINESS:

RESOLUTION 3 - RE-APPOINTMENT OF MR. MOHAN A. CHANDAVARKAR, AS CHAIRMAN AND MANAGING DIRECTOR.

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	97	97234161	9	18039	106	97252200	99.96
Against the Resolution	4	42636	0	0	4	42636	0.04

Invalid votes	-	-	-
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RESOLUTION 4 - RATIFICATION OF REMUNERATION PAYABLE TO M/S. SEVEKARI KHARE & ASSOCIATES, COST AUDITORS TO AUDIT THE COST RECORDS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING MARCH 31, 2019.

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	104	140363379	9	18039	113	140381418	99.99
Against the Resolution	2	1044	0	0	2	1044	0.01

Invalid votes	-	-	-
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