



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

October 01, 2020

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051

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

Sub.: Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 – Proceedings of Annual General Meeting (AGM) held on September 30, 2020

Dear Sir / Ma'am,

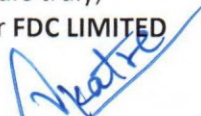
This is to inform you that 80th Annual General Meeting of the members of FDC Limited was held on Wednesday, September 30, 2020 at 10.00 a.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"). The meeting was held in compliance with the General Circular Nos. 14/2020, 17/2020 and 20/2020 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India ("SEBI") and as per applicable provisions of Companies Act, 2013 and Rules made thereunder. The proceedings of the meeting are enclosed herewith.

Further, the voting results at the Annual General Meeting and remote e-voting facility opted by the Members, will be forwarded separately on declaration of voting results, in the format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, within the stipulated time.

Kindly take the above on record.

Thanking you,

Yours truly,
For FDC LIMITED


Varsharani Katre
Company Secretary
Encl: a/a



CORPORATE OFFICE

: 142-48, S. V. Road, Jogeshwari (W), Mumbai - 400 102. INDIA
Tel.: +91-22-6291 7900 / 950 / 2678 0652 / 2653 / 2656 • Fax : +91-22-2677 3462
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



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SUMMARY OF PROCEEDINGS OF 80TH ANNUAL GENERAL MEETING

The 80th Annual General Meeting (AGM) of the Members of FDC Limited was held on Wednesday, September 30, 2020 at 10.00 a.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"). The meeting was held in compliance with the General Circular Nos. 14/2020, 17/2020 and 20/2020 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India ("SEBI") and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Directors Present:

CA. Uday Kumar Gurkar	- Chairman of the Board & Independent Director
Mr. Mohan A. Chandavarkar	- Managing Director (Chairman- Corporate Social Responsibility Committee)
Mr. Nandan M. Chandavarkar	- Joint Managing Director
Mr. Ameya A. Chandavarkar	- CEO - International Business & Wholetime Director
Mr. Ashok A. Chandavarkar	- Wholetime Director
Ms. Nomita R. Chandavarkar	- Wholetime Director
CA. Swati S. Mayekar	- Independent Director (Chairperson - Audit Committee, Nomination & Remuneration Committee and Risk Management Committee)
Ms. Usha Athreya Chandrasekhar	- Independent Director (Chairperson - Stakeholders Relationship Committee)
Mr. M. G. Parameswaran	- Independent Director
Dr. Mahesh Bijlani	- Independent Director

In Attendance:

CA. Sanjay Jain	- Chief Financial Officer
CS. Varsharani Katre	- Company Secretary
Mr. Vikas Kasat	- Partner of BSR & Co. LLP, Statutory Auditors
Mr. Kabir Indorewalla	- Representative of BSR & Co. LLP, Statutory Auditors
Mr. Sanjay Dholakia	- Proprietor of M/S. Sanjay Dholakia and Associates, Practicing Company Secretary, Secretarial Auditor and the scrutinizer for the purpose of remote e-voting and voting at the AGM

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CA. Uday Kumar Gurkar, Chairman of the Board took the Chair and welcomed the Members. Chairman informed that the proceedings of the meeting were recorded.

The Chairman introduced himself and requested to the Board members and Key Managerial Personnel to introduce themselves.

All the Board members and Key Managerial Personnel, thereby introduced themselves.

As the requisite quorum was present, the Chairman called the meeting to order.

The Chairman also informed that Partner and Representative of BSR & Co. LLP, Statutory Auditors and Secretarial Auditor and Scrutinizer were present through Video Conference.

The Chairman, thereafter requested the Company Secretary to provide necessary statutory information regarding the AGM held through VC/OAVM.

The Company Secretary informed the proceeding of this Annual General Meeting is being conducted in compliance with the Companies Act, 2013 and the Rules notified there under and recent circulars issued by MCA and SEBI from time to time.

The Company Secretary informed that subsequent to the MCA circular of April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members was not available for this AGM. However, the body corporate was entitled to appoint authorized representatives to attend the AGM through VC, other audio/video means and participate and cast their votes through e-voting.

The Company Secretary informed that the Registered Office of the Company situated at Waluj, Aurangabad (Maharashtra) was the deemed venue for this AGM and proceedings of the AGM deemed to be made there at.

She informed that on account of the threat posed by COVID-19 and in terms of the MCA and the SEBI Circular, the Company had sent the AGM Notice along with the Annual Report for the financial year 2019-20, in electronic form to those Members whose e-mail addresses are registered with the Company/Depositories.

Further, the Statutory Registers and all other inspection documents related to the agenda items of AGM were made available on website of the Company at www.fdcindia.com for inspection of Members.

Thereafter, the Company Secretary handed over the proceedings to the Chairman.



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The Chairman informed that the Notice of AGM along with the Annual Report of the Company for the financial year 2019-2020 were already circulated via email to the shareholders and the same be taken as read with the permission of shareholders. The Auditors Report for the year ended March 31, 2020 did not contain any qualifications, comments or observations on financial transactions nor it highlights any matter, which would have had any adverse effect on the functioning of the Company during the financial year 2019-20. Hence the said Auditor's report was taken as read.

Thereafter, the Chairman delivered his speech on the performance of the Company during the Financial Year 2019-20.

The Chairman further informed that Company's management is continuously putting its best efforts for maintaining steady growth through its increase in operations, cost control measures and a healthy working capital cycle. As a personal gesture, your Company's Executive Directors also took a salary cut of 50% during the initial two months of Lockdown. There were no salary cuts for the employees during such period so as to support them in those difficult times.

He further informed that, in the scenario of COVID 19, the Company has put in maximum extent of efforts to mitigate any impact on its operations and maintained its quality standards and uninterrupted supplies for Domestic and Exports throughout. The Company has contributed a sum of Rs.4.75 Crores towards PM Cares Fund as well as supported all Local requests for emergency reliefs to various welfare organizations.

He also expressed his gratitude to all the Stakeholders for their unrelenting dedication, support and commitment to the Company.

The Chairman then took up the following resolutions as set out in the Notice of the 80th AGM.

Sr. No.	Particulars	Resolutions (Ordinary/ Special)
1.	Adoption of the Audited Standalone and Consolidated Financial Statements for the year ended March 31, 2020 and Reports of Board of Directors and Auditors thereon.	Ordinary Resolution
2.	Re-appointment of Mr. Ashok Chandavarkar, Director (DIN: 00042719) who retires by rotation and being eligible, seeks re-appointment.	Ordinary Resolution
3.	Re-appointment of Mr. Ashok Chandavarkar as an Executive Director of the Company w.e.f. March 01, 2021.	Special Resolution
4.	Ratification of Appointment & Remuneration payable to the Cost Auditors for the Financial Year 2020 - 2021.	Ordinary Resolution



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The Chairman informed that as the meeting was held through VC facility and resolutions are put to vote only through e-voting, the practice of proposing and seconding of resolutions was not being followed.

As provided in the AGM Notice the shareholders were requested to submit in advance their queries/clarifications in writing by email to the Company's e-mail address at investors@fdcindia.com.

The Chairman requested Mr. Nandan Chandavarkar to initiate the query and answer session. All the queries were addressed by Mr. Nandan Chandavarkar, Mr. Ameya Chandavarkar, Mr. Sanjay Jain and Ms. Varsharani Katre respectively.

Thereafter, the Chairman continued the proceedings and informed the Members that pursuant to the provisions of the Companies Act, 2013 and the Rules made thereunder and the Listing Regulations, the Company had provided electronic voting facility (remote e-voting) to the members to cast their votes electronically on all resolutions set out in the Notice of 80th AGM. He further informed that the remote e-voting commenced on Sunday, September 27, 2020 at 09.00 a.m. (IST) and concluded on Tuesday, September 29, 2020 at 05.00 p.m. (IST).

Further, members were informed that the e-voting would remain open for a further period of 15 minutes to enable those members who were present during the Annual General Meeting but could not cast their votes prior to the AGM. The e-voting module was disabled by NSDL thereafter.


He further informed the Members that the consolidated Scrutinizer's Report shall be intimated to the Stock Exchanges and uploaded on the Company's website i.e. www.fdcindia.com within the stipulated time.

The Chairman thanked the members for attending the AGM and declared the meeting as concluded.

The meeting concluded at 10.41 a.m.

After that it was opened for 15 minutes for e-voting to be completed.

Yours truly,
For FDC LIMITED


Varsharani Katre
Company Secretary



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