



## FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

September 27, 2019

**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.: Voting Results and Scrutinizer's Report of the 79<sup>th</sup> Annual General Meeting of the Company held on September 27, 2019**

Dear Sir / Madam,

Please find enclosed details of the Voting Results along with Scrutinizer's Report of the 79<sup>th</sup> Annual General Meeting of the Company held on September 27, 2019 at 10.00 A. M. at Aurangabad in the format as prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

PARTICULARS	DETAILS
Date of the AGM	September 27, 2019
Total number of shareholders as on cut off date	29748
No. of the shareholder present in the meeting either in person or through proxy:	
a) Promoters and Promoter Group:	09
b) Public:	35
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 require (Ordinary/ Special)	Mode of Voting (Show of hands/ Poll/Postal Ballot/E-voting)
1.	Adoption of the Audited Standalone and Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution	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	118380455	118379910	100.00	118379910	0	100.000	0.000
	Poll	118380455	0	0.00	0	0	0.000	0.000
	Postal Ballot	118380455	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>118380455</b>	<b>118379910</b>	<b>100.00</b>	<b>118379910</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-voting	25195071	22487847	89.25	22487847	0	100.000	0.000
	Poll	25195071	0	0.00	0	0	0.000	0.000
	Postal Ballot	25195071	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>25195071</b>	<b>22487847</b>	<b>89.25</b>	<b>22487847</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	27397558	998659	3.65	998559	100	99.990	0.010
	Poll	27397558	86095	0.31	86095	0	100.000	0.000
	Postal Ballot	27397558	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>27397558</b>	<b>1084754</b>	<b>3.96</b>	<b>1084654</b>	<b>100</b>	<b>99.990</b>	<b>0.010</b>
<b>Total</b>		<b>170973084</b>	<b>141952511</b>	<b>83.03</b>	<b>141952411</b>	<b>100</b>	<b>100</b>	<b>0.000</b>

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



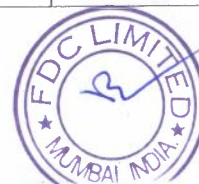
Details of Agenda No. 2:

Item No.	Item	Resolution required (Ordinary/ Special)	Mode of Voting (Show of hands/ Poll/Postal Ballot/E-voting)
2.	Re-appointment of Ms. Nomita R. Chandavarkar who retires by rotation and being eligible, offers herself for reappointment	Ordinary Resolution	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	118380455	79844997	67.45	79844997	0	100.000	0.000
	Poll	118380455	0	0.00	0	0	0.000	0.000
	Postal Ballot	118380455	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>118380455</b>	<b>79844997</b>	<b>67.45</b>	<b>79844997</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-voting	25195071	22534115	89.44	22534094	21	100.000	0.000
	Poll	25195071	0	0.00	0	0	0.000	0.000
	Postal Ballot	25195071	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>25195071</b>	<b>22534115</b>	<b>89.44</b>	<b>22534094</b>	<b>21</b>	<b>100.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	27397558	998659	3.65	997755	904	99.910	0.090
	Poll	27397558	86095	0.31	86095	0	100.000	0.000
	Postal Ballot	27397558	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>27397558</b>	<b>1084754</b>	<b>3.96</b>	<b>1083850</b>	<b>904</b>	<b>99.920</b>	<b>0.080</b>
<b>Total</b>		<b>170973084</b>	<b>103463866</b>	<b>60.51</b>	<b>103462941</b>	<b>925</b>	<b>99.999</b>	<b>0.001</b>

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



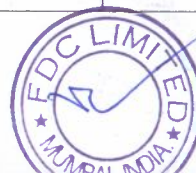
**Details of Agenda No. 3:**

Item No.	Item	Resolution required (Ordinary/ Special)	Mode of Voting (Show of hands/ Poll/Postal Ballot/E-voting)
3.	Re-appointment of Mr. Nandan M. Chandavarkar as Joint Managing Director.	Ordinary 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	118380455	76036409	64.23	76036409	0	100.000	0.000
	Poll	118380455	0	0.00	0	0	0.000	0.000
	Postal Ballot	118380455	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>118380455</b>	<b>76036409</b>	<b>64.23</b>	<b>76036409</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-voting	25195071	22534115	89.44	22534115	0	100.000	0.000
	Poll	25195071	0	0.00	0	0	0.000	0.000
	Postal Ballot	25195071	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>25195071</b>	<b>22534115</b>	<b>89.44</b>	<b>22534115</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	27397558	998659	3.65	998311	348	99.970	0.030
	Poll	27397558	86095	0.31	86095	0	100.000	0.000
	Postal Ballot	27397558	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>27397558</b>	<b>1084754</b>	<b>3.96</b>	<b>1084406</b>	<b>348</b>	<b>99.970</b>	<b>0.030</b>
<b>Total</b>		<b>170973084</b>	<b>99655278</b>	<b>58.29</b>	<b>99654930</b>	<b>348</b>	<b>100</b>	<b>0.000</b>

**Result: The above Resolution No.3 was passed by way of Ordinary 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.	Re-appointment of Mr. Ameya A. Chandavarkar as an Executive Director of the Company and designate him as 'Chief Executive Officer (CEO) - International Business & Executive Director'	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?			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	118380455	80878414	68.32	80878414	0	100.000	0.000
	Poll	118380455	0	0.00	0	0	0.000	0.000
	Postal Ballot	118380455	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>118380455</b>	<b>80878414</b>	<b>68.32</b>	<b>80878414</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-voting	25195071	22534115	89.44	22534115	0	100.000	0.000
	Poll	25195071	0	0.00	0	0	0.000	0.000
	Postal Ballot	25195071	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>25195071</b>	<b>22534115</b>	<b>89.44</b>	<b>22534115</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	27397558	998659	3.65	998211	448	99.960	0.040
	Poll	27397558	86095	0.31	86095	0	100.000	0.000
	Postal Ballot	27397558	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>27397558</b>	<b>1084754</b>	<b>3.96</b>	<b>1084306</b>	<b>448</b>	<b>99.960</b>	<b>0.040</b>
<b>Total</b>		<b>170973084</b>	<b>104497283</b>	<b>61.12</b>	<b>104496835</b>	<b>448</b>	<b>100</b>	<b>0.000</b>

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



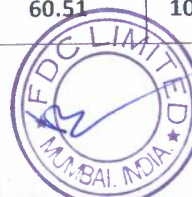
Details of Agenda No. 5:

Item No.	Item	Resolution required (Ordinary/ Special)	Mode of Voting (Show of hands/ Poll/Postal Ballot/E-voting)
5.	Re-appointment of Ms. Nomita R. Chandavarkar as an Executive Director.	Ordinary Resolution	E-Voting and Poll

Details of result for the Resolution No. 5 - 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	118380455	79844997	67.45	79844997	0	100.000	0.000
	Poll	118380455	0	0.00	0	0	0.000	0.000
	Postal Ballot	118380455	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>118380455</b>	<b>79844997</b>	<b>67.45</b>	<b>79844997</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-voting	25195071	22534115	89.44	22534115	0	100.000	0.000
	Poll	25195071	0	0.00	0	0	0.000	0.000
	Postal Ballot	25195071	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>25195071</b>	<b>22534115</b>	<b>89.44</b>	<b>22534115</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	27397558	998659	3.65	997855	804	99.920	0.080
	Poll	27397558	86095	0.31	86095	0	100.000	0.000
	Postal Ballot	27397558	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>27397558</b>	<b>1084754</b>	<b>3.96</b>	<b>1083950</b>	<b>804</b>	<b>99.930</b>	<b>0.070</b>
<b>Total</b>		<b>170973084</b>	<b>103463866</b>	<b>60.51</b>	<b>103463062</b>	<b>804</b>	<b>99.999</b>	<b>0.001</b>

Result: The above Resolution No.5 was passed by way of Ordinary Resolution



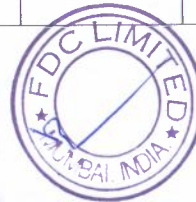
Details of Agenda No. 6:

Item No.	Item	Resolution required (Ordinary/ Special)	Mode of Voting (Show of hands/ Poll/Postal Ballot/E-voting)
6.	Re-appointment of CA. Swati Mayekar as an Independent directors of the Company.	Special Resolution	E-Voting and Poll

Details of result for the Resolution No. 6 - 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	118380455	118379910	100.00	118379910	0	100.000	0.000
	Poll	118380455	0	0.00	0	0	0.000	0.000
	Postal Ballot	118380455	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>118380455</b>	<b>118379910</b>	<b>100.00</b>	<b>118379910</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-voting	25195071	22534115	89.44	22519443	14672	99.930	0.070
	Poll	25195071	0	0.00	0	0	0.000	0.000
	Postal Ballot	25195071	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>25195071</b>	<b>22534115</b>	<b>89.44</b>	<b>22519443</b>	<b>14672</b>	<b>99.930</b>	<b>0.070</b>
Public Non-Institutions	E-voting	27397558	998659	3.65	997755	904	99.910	0.090
	Poll	27397558	86095	0.31	86095	0	100.000	0.000
	Postal Ballot	27397558	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>27397558</b>	<b>1084754</b>	<b>3.96</b>	<b>1083850</b>	<b>904</b>	<b>99.920</b>	<b>0.080</b>
<b>Total</b>		<b>170973084</b>	<b>141998779</b>	<b>83.05</b>	<b>141983203</b>	<b>15576</b>	<b>99.989</b>	<b>0.011</b>

Result: The above Resolution No.6 was passed by way of Special Resolution





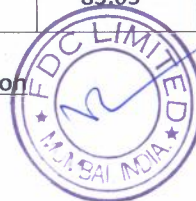
Details of Agenda No. 7:

Item No.	Item	Resolution required (Ordinary/ Special)	Mode of Voting (Show of hands/ Poll/Postal Ballot/E-voting)
7.	Appointment of Mr. Melarkode Ganesan Parameswaran (DIN:- 00792123) as a Non-Executive Independent director of the Company.	Ordinary Resolution	E-Voting and Poll

Details of result for the Resolution No. 7 - 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	118380455	118379910	100.00	118379910	0	100.000	0.000
	Poll	118380455	0	0.00	0	0	0.000	0.000
	Postal Ballot	118380455	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>118380455</b>	<b>118379910</b>	<b>100.00</b>	<b>118379910</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-voting	25195071	22534115	89.44	22534115	0	100.000	0.000
	Poll	25195071	0	0.00	0	0	0.000	0.000
	Postal Ballot	25195071	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>25195071</b>	<b>22534115</b>	<b>89.44</b>	<b>22534115</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	27397558	998659	3.65	997755	904	99.910	0.090
	Poll	27397558	86095	0.31	86095	0	100.000	0.000
	Postal Ballot	27397558	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>27397558</b>	<b>1084754</b>	<b>3.96</b>	<b>1083850</b>	<b>904</b>	<b>99.920</b>	<b>0.080</b>
<b>Total</b>		<b>170973084</b>	<b>141998779</b>	<b>83.05</b>	<b>141997875</b>	<b>904</b>	<b>99.999</b>	<b>0.001</b>

Result: The above Resolution No.7 was passed by way of Ordinary Resolution



Details of Agenda No. 8:

Item No.	Item	Resolution required (Ordinary/ Special)	Mode of Voting (Show of hands/ Poll/Postal Ballot/E-voting)
8.	Appointment of Ms. Usha Athreya Chandrasekhar (DIN:- 06517876) as a Non-Executive Independent director of the Company	Ordinary Resolution	E-Voting and Poll

Details of result for the Resolution No. 8 - 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	$(3) = \frac{(2)}{(1)} * 100$	4	5	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter group	E-voting	118380455	118379910	100.00	118379910	0	100.000	0.000
	Poll	118380455	0	0.00	0	0	0.000	0.000
	Postal Ballot	118380455	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>118380455</b>	<b>118379910</b>	<b>100.00</b>	<b>118379910</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-voting	25195071	22534115	89.44	22534115	0	100.000	0.000
	Poll	25195071	0	0.00	0	0	0.000	0.000
	Postal Ballot	25195071	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>25195071</b>	<b>22534115</b>	<b>89.44</b>	<b>22534115</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	27397558	998659	3.65	997855	804	99.920	0.080
	Poll	27397558	86095	0.31	86095	0	100.000	0.000
	Postal Ballot	27397558	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>27397558</b>	<b>1084754</b>	<b>3.96</b>	<b>1083950</b>	<b>804</b>	<b>99.930</b>	<b>0.070</b>
<b>Total</b>		<b>170973084</b>	<b>141998779</b>	<b>83.05</b>	<b>141997975</b>	<b>804</b>	<b>99.999</b>	<b>0.001</b>

Result: The above Resolution No.8 was passed by way of Ordinary Resolution



**Details of Agenda No. 9:**

Item No.	Item	Resolution required (Ordinary/ Special)	Mode of Voting (Show of hands/ Poll/Postal Ballot/E-voting)
9.	Appointment of Dr. Mahesh Bijlani (DIN: 0008447258) as a Non-Executive Independent director of the Company.	Ordinary Resolution	E-Voting and Poll

**Details of result for the Resolution No. 9 - 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	118380455	118379910	100.00	118379910	0	100.000	0.000
	Poll	118380455	0	0.00	0	0	0.000	0.000
	Postal Ballot	118380455	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>118380455</b>	<b>118379910</b>	<b>100.00</b>	<b>118379910</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-voting	25195071	22534115	89.44	22534115	0	100.000	0.000
	Poll	25195071	0	0.00	0	0	0.000	0.000
	Postal Ballot	25195071	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>25195071</b>	<b>22534115</b>	<b>89.44</b>	<b>22534115</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	27397558	998659	3.65	997796	863	99.910	0.090
	Poll	27397558	86095	0.31	86095	0	100.000	0.000
	Postal Ballot	27397558	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>27397558</b>	<b>1084754</b>	<b>3.96</b>	<b>1083891</b>	<b>863</b>	<b>99.920</b>	<b>0.080</b>
<b>Total</b>		<b>170973084</b>	<b>141998779</b>	<b>83.05</b>	<b>141997916</b>	<b>863</b>	<b>99.999</b>	<b>0.001</b>

Result: The above Resolution No.9 was passed by way of Ordinary Resolution



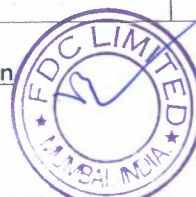
## Details of Agenda No. 10:

Item No.	Item	Resolution required (Ordinary/ Special)	Mode of Voting (Show of hands/ Poll/Postal Ballot/E-voting)
10.	Ratification of Remuneration payable to the Cost Auditors for the Financial Year 2019 - 2020.	Ordinary Resolution	E-Voting and Poll

## Details of result for the Resolution No. 10 - 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	118380455	118379910	100.00	118379910	0	100.000	0.000
	Poll	118380455	0	0.00	0	0	0.000	0.000
	Postal Ballot	118380455	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>118380455</b>	<b>118379910</b>	<b>100.00</b>	<b>118379910</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-voting	25195071	22534115	89.44	22534115	0	100.000	0.000
	Poll	25195071	0	0.00	0	0	0.000	0.000
	Postal Ballot	25195071	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>25195071</b>	<b>22534115</b>	<b>89.44</b>	<b>22534115</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	27397558	998659	3.65	998511	148	99.990	0.010
	Poll	27397558	86095	0.31	86095	0	100.000	0.000
	Postal Ballot	27397558	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>27397558</b>	<b>1084754</b>	<b>3.96</b>	<b>1084606</b>	<b>148</b>	<b>99.990</b>	<b>0.010</b>
<b>Total</b>		<b>170973084</b>	<b>141998779</b>	<b>83.05</b>	<b>141998631</b>	<b>148</b>	<b>100</b>	<b>0.000</b>

Result: The above Resolution No.10 was passed by way of Ordinary Resolution



Details of Agenda No. 11:

Item No.	Item	Resolution required (Ordinary/ Special)	Mode of Voting (Show of hands/ Poll/Postal Ballot/E-voting)
11.	Approval of cancellation of 3,14,500 Forfeited Equity Shares.	Ordinary Resolution	E-Voting and Poll

Details of result for the Resolution No. 11 - 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	118380455	118379910	100.00	118379910	0	100.000	0.000
	Poll	118380455	0	0.00	0	0	0.000	0.000
	Postal Ballot	118380455	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>118380455</b>	<b>118379910</b>	<b>100.00</b>	<b>118379910</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-voting	25195071	22534115	89.44	22534115	0	100.000	0.000
	Poll	25195071	0	0.00	0	0	0.000	0.000
	Postal Ballot	25195071	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>25195071</b>	<b>22534115</b>	<b>89.44</b>	<b>22534115</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	27397558	998659	3.65	998559	100	99.990	0.010
	Poll	27397558	86095	0.31	86095	0	100.000	0.000
	Postal Ballot	27397558	0	0.00	0	0	0.000	0.000
	<b>Total</b>	<b>27397558</b>	<b>1084754</b>	<b>3.96</b>	<b>1084654</b>	<b>100</b>	<b>99.990</b>	<b>0.010</b>
<b>Total</b>		<b>170973084</b>	<b>141998779</b>	<b>83.05</b>	<b>141998679</b>	<b>100</b>	<b>100</b>	<b>0.000</b>

Result: The above Resolution No.11 was passed by way of Ordinary Resolution



Kindly take the above information on record.

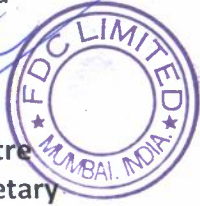
Thanking you,

Yours faithfully,

For FDC Limited



  
Varsharani Katre  
Company Secretary





# SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

## COMPANY SECRETARIES

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

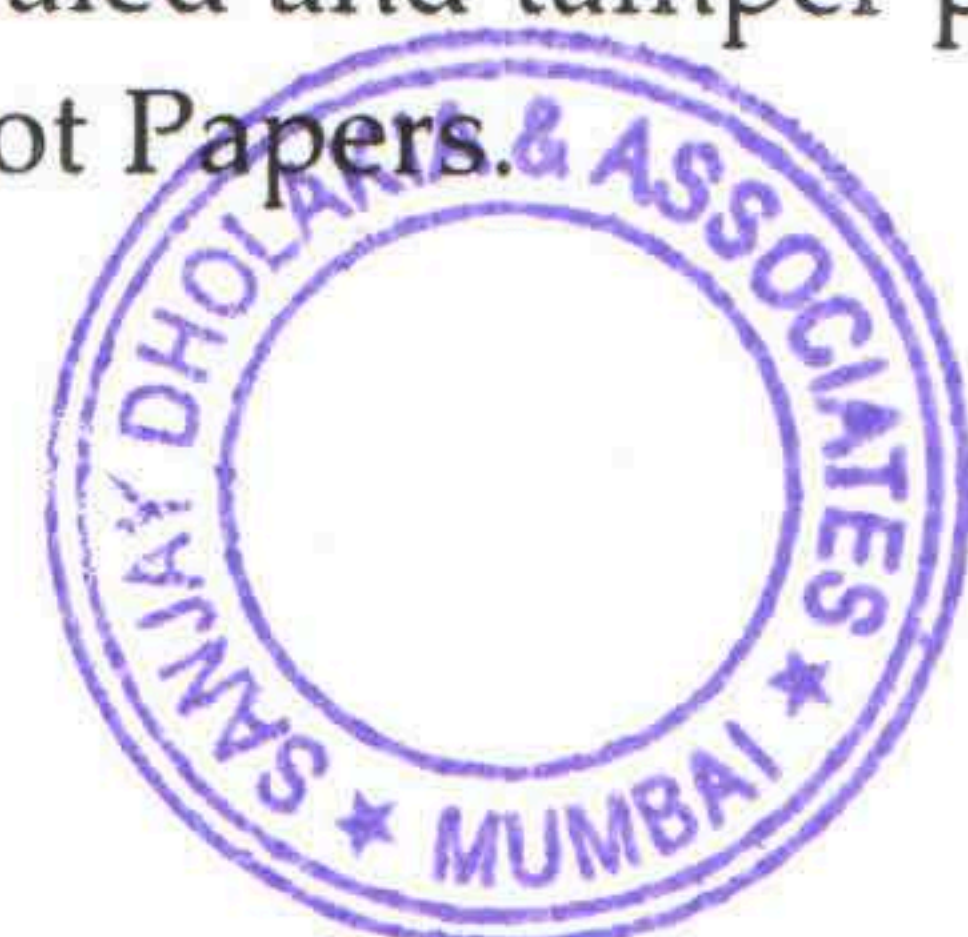
### CONSOLIDATED SCRUTINIZER'S REPORT

To,  
The Chairman  
79<sup>th</sup> Annual General Meeting (AGM) of the Members  
FDC Limited

Meeting held on Friday, 27<sup>th</sup> September 2019 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 24<sup>th</sup> May 2019, 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 79<sup>th</sup> 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 79<sup>th</sup> 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, 27<sup>th</sup> September 2019 at 10.00 a.m. at Welcom Hotel 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.





# SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

## COMPANY SECRETARIES

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

- 4.4 The ballot box was opened in the presence of my Authorized representative.
- 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 20<sup>th</sup> September, 2019.
- 4.6 I did not find any defaced or mutilated Ballot Papers.
- 4.7 The Remote e-Voting period had commenced on Tuesday, 24<sup>th</sup> September, 2019 at 9:00 a.m. (IST) and ended on Thursday, 26<sup>th</sup> September, 2019 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 26<sup>th</sup> September, 2019 from CDSL, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 27<sup>th</sup> September, 2019 at 10.40 a.m. in the presence of two witnesses, Mr. Hiten Gohil and Ms. Nishigandha Waradkar who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Hiten Gohil

Name: Nishigandha Waradkar

- 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 79<sup>th</sup> 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.11 as set out in the Notice of the 79<sup>th</sup> AGM have been duly passed by the Shareholders of the Company with the requisite majority.







# SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

## COMPANY SECRETARIES

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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 Sanjay*

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



Date : 27<sup>th</sup> September, 2019

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 31<sup>ST</sup> MARCH, 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	105	141866316	8	86095	113	141952411	100.00
Against the Resolution	1	100	0	0	1	100	0.00

Invalid votes	-	-	-	-
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**RESOLUTION 2 – RE-APPOINTMENT OF MS. NOMITA R. CHANDAVARKAR (DIN: 00042332), 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	103376846	8	86095	106	103462941	100.00
Against the Resolution	7	925	0	0	7	925	0.00

Invalid votes	-	-	-	-
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**SPECIAL BUSINESS:****RESOLUTION 3 – RE-APPOINTMENT OF MR. NANDAN M. CHANDAVARKAR AS JOINT 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	100	99568835	8	86095	108	99654930	100.00
Against the Resolution	4	348	0	0	4	348	0.00

Invalid votes	-	-	-	-
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**RESOLUTION 4 - RE-APPOINTMENT OF MR. AMEYA A. CHANDAVARKAR AS AN EXECUTIVE DIRECTOR OF THE COMPANY AND DESIGNATE HIM AS 'CHIEF EXECUTIVE OFFICER (CEO) - INTERNATIONAL BUSINESS & EXECUTIVE 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	98	104410740	8	86095	106	104496835	100.00
Against the Resolution	5	448	0	0	5	448	0.00

Invalid votes	-	-	-	-
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**RESOLUTION 5 - RE-APPOINTMENT OF MS. NOMITA R. CHANDAVARKAR AS AN EXECUTIVE 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	100	103376967	8	86095	108	103463062	100.00
Against the Resolution	5	804	0	0	5	804	0.00

Invalid votes	-	-	-	-
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**RESOLUTION 6 - RE-APPOINTMENT OF CA. SWATI MAYEKAR AS AN INDEPENDENT DIRECTORS OF THE COMPANY.**

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	100	141897108	8	86095	108	141983203	99.99
Against the Resolution	7	15576	0	0	7	15576	0.01

Invalid votes	-	-	-	-
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**RESOLUTION 7 – APPOINTMENT OF MR. MELARKODE GANESAN PARAMESWARAN (DIN:- 00792123) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

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	101	141911780	8	86095	109	141997875	100.00
Against the Resolution	6	904	0	0	6	904	0.00

Invalid votes	-	-	-	-
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**RESOLUTION 8 - APPOINTMENT OF MS. USHA ATHREYA CHANDRASEKHAR (DIN:- 06517876) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

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	102	141911880	8	86095	110	141997975	100.00
Against the Resolution	5	804	0	0	5	804	0.00

Invalid votes	-	-	-	-
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**RESOLUTION 9 - APPOINTMENT OF DR. MAHESH BIJLANI (DIN: 0008447258) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

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	102	141911821	8	86095	110	141997916	100.00
Against the Resolution	5	863	0	0	5	863	0.00

Invalid votes	-	-	-	-
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**RESOLUTION 10 - RATIFICATION OF APPOINTMENT AND REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR 2019 – 2020.**

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	141912536	8	86095	112	141998631	100.00
Against the Resolution	3	148	0	0	3	148	0.00

Invalid votes	-	-	-	-
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**RESOLUTION 11 - APPROVAL OF CANCELLATION OF 31,45,000 FORFEITED EQUITY SHARES.**

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	106	141912584	8	86095	114	141998679	100.00
Against the Resolution	1	100	0	0	1	100	0.00

Invalid votes	-	-	-	-
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