



## FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

Date:- September 30, 2021

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 29, 2021

Dear Sir/Ma'am,


This is to inform you that **81<sup>st</sup> Annual General Meeting** of the members of FDC Limited was held on **Wednesday, September 29, 2021 at 10.00 a.m. (IST)** through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"). The meeting was held in compliance with the applicable provisions of the 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, 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



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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



**FDC Limited**

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

**SUMMARY OF PROCEEDINGS OF 81<sup>ST</sup> ANNUAL GENERAL MEETING**

The 81<sup>st</sup> Annual General Meeting (AGM) of the Members of FDC Limited was held on **Wednesday, September 29, 2021 at 10.00 a.m.** through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"). The meeting was held in compliance with the with the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, and Circular No. 02/2021 dated January 13, 2021 and Securities and Exchange Board of India Circular No SEBI /HO/ CFD/ CMD1/ CIR dated May 12 2020 and Circular No SEBI /HO /CFD /CMD2/ CIR dated January 15 2021 and 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<br>(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<br>(Chairperson - Audit Committee, Nomination & Remuneration Committee and Risk Management Committee) |
| Ms. Usha Athreya Chandrasekhar | - Independent Director<br>(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 & Compliance Officer  |
| Mr. Sachin Upadhyay | - 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 e-voting at the AGM |

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Ms. Varsharani Katre, the Company Secretary of the Company introduced herself, greeted the Shareholders and gave a brief on the necessary Statutory Information regarding the AGM held through VC/OAVM.

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

She also apprised, that as per the MCA and the SEBI Circular, and in order to reduce the consumption of paper and thereby minimizing the environmental impact, the Company had sent the AGM Notice along with the Annual Report for the financial year 2020-21, in electronic form to those Members whose e-mail addresses are registered with the Company/Depositories.

The Company Secretary informed that the Members who had pre-registered themselves as Speakers are allowed to express their views/ask questions during the AGM and the Members were also encouraged to express their views/ questions on financial statements or on any agenda item proposed in the notice of AGM.

Thereafter, she handed over the proceedings to CA. Uday Kumar Gurkar, Chairman of the Board.

The Chairman introduced himself, the Board members, the CFO and the CS.

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

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

The Chairman informed that the Notice of AGM, Directors' Report and Audited Financial Statements for the financial year 2020-2021 were already circulated to the shareholders and hence, the same be taken as read. The Auditors Report for the year ended March 31, 2021 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 2020-21. 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 2020-21.

Briefly, the Chairman spoke about the Management capabilities and their unparalleled dedication during the pandemic period.



He expressed his gesture to all the employees, business associates and medical fraternity who reposed their faith in us. He sought their continued support and confidence in the Company.

The Chairman, then requested Mr. Mohan Chandavarkar, Managing Director of the Company, to address the Members.

The Managing Director apprised the members about the Company's Performance during the COVID outbreak, the initiatives of the R&D team and the new product launches.

He, also informed the members that the Company formed a COVID Task Force and COVID-19 Guide to ensure a safe and conducive environment for its employees to enable smooth operations in these difficult times.

Thereafter, he deliberated on the Quarterly Financial performance of the Company.

He thanked all stakeholders for the constant support to the management and expressed faith on the Company's team to achieve the long term goals.

The Managing Director, then requested the Chairman, to take up the further proceedings

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.

The Chairman then took up the following resolutions as set out in the Notice of the 81<sup>st</sup> AGM:

Sr. No.	Particulars	Resolutions (Ordinary/ Special)
1.	Adoption of the Audited Standalone and Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2.	Re-appointment of Mr. Ameya A. Chandavarkar (DIN: 00043238) as Director, who retires by rotation and being eligible, offered himself for re-appointment.	Ordinary Resolution
3.	Re-appointment of CA. Uday Kumar Gurkar (DIN: 01749610) as an Independent Director of the Company.	Special Resolution
4.	Approve the granting of Loan(s) to Fair Deal Pharmaceuticals SA (Pty) Ltd ("FDC SA"), a Subsidiary Company	Special Resolution





5.	Ratification of Appointment and Remuneration payable to the Cost Auditors for the Financial Year 2021-2022.	Ordinary Resolution
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The Chairman, then invited the Shareholders who had registered themselves as the Speakers for this AGM, to express their views or seek clarification if any, with regard to the Financial statements or the agenda items as set out in the Notice of the 81<sup>st</sup> Annual General Meeting.

Thereafter, the Chairman requested the Host to invite the Speakers to participate.

The Host informed that the Company had received requests from Nine (9) members to register themselves as Speakers during the AGM. After giving sufficient time to all the Speaker members to express their views, the Chairman sought some time to respond to the queries.

Thereafter, the Chairman requested Mr. Nandan M. Chandavarkar, Joint Managing Director to initiate the query session.

The queries were addressed by Mr. Nandan Chandavarkar and few specific queries were responded by Mr. Ameya Chandavarkar and Mr. Sanjay Jain respectively.

After the query session, the Host requested the Chairman to take up the further proceedings.

The Chairman informed that the Q&A session is over and all the items of Business as per the Notice have been taken up.

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) through the NSDL Portal to the members to cast their votes electronically on all resolutions set out in the Notice of 81<sup>st</sup> AGM. He further informed that the remote e-voting commenced on **Sunday, September 26, 2021 at 09.00 a.m. (IST)** and concluded on **Tuesday, September 28, 2021 at 05.00 p.m. (IST)**. The Company has appointed M/s. Sanjay Dholakia and Associates, Practising Company Secretary, having C.P. No. 1798 as Scrutinizers to scrutinize the e-voting process and issue the report thereon in the prescribed manner.

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](http://www.fdcindia.com) within the stipulated time.

The Chairman thanked the members for attending the 81<sup>st</sup> AGM and declared the meeting as concluded.



The vote of thanks was expressed by the Company Secretary to the Chairman, the esteemed Board Members and the other panelist present in this AGM. She also thanked all the Shareholders for attending the Meeting.


Lastly, she reminded all the Shareholders who could not vote, to vote through NSDL Portal.

The meeting concluded at 11:30 a.m.

After that, the e-voting facility remain opened for 30 minutes.

Yours truly,  
For FDC LIMITED



 **Varsharani Katre**  
**Company Secretary**

