



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

Date:- September 23, 2022

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 22, 2022

Dear Sir/Ma'am,

This is to inform you that 82nd Annual General Meeting of the members of FDC Limited was held on Thursday, September 22, 2022 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



Varsharani Katre
Company Secretary & Compliance Officer
Encl: a/a

SUMMARY OF PROCEEDINGS OF 82nd ANNUAL GENERAL MEETING

The 82nd Annual General Meeting (AGM) of the Members of FDC Limited was held on **Thursday, September 22, 2022 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, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8,2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (“MCA”) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 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	- Non-Executive Director & Non-Independent Director
CA. Swati S. Mayekar	- Independent Director (Chairperson of 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
Mr. Vijay S. Maniar	- Independent Director

Key Managerial Persons:

- | | |
|---------------------|--|
| CA. Sanjay Jain | - Chief Financial Officer |
| CS Varsharani Katre | - Company Secretary & Compliance Officer |

In Attendance:

- | | |
|---------------------|---|
| Mr. Amar Sunder | - Partner 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 |

Ms. Varsharani Katre, the Company Secretary & Compliance Officer of the Company 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)** would be 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 2021-22, in electronic form to those Members whose e-mail addresses are registered with the Company/Depositories. Further these documents were also made available on the Website of the Company and Stock Exchanges.

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

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

He further informed that Mr. Amar Sunder, the Partner of BSR & Co. LLP, Statutory Auditors, Mr. Sanjay Dholakia, the Secretarial Auditor & Scrutinizer were also 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 along with the Explanatory Statements and Corrigendum, Directors' Report and Audited Financial Statements for the financial year 2021-22 were already circulated and disseminated to the shareholders and hence, the same be taken as read.

The Auditors Report for the year ended March 31, 2022 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 2021-22. Hence, the said Auditor's report was taken as read.

Thereafter, the Chairman briefly deliberated on the performance of company and appreciated the Management capabilities and their unparalleled dedication during the pandemic period.

He expressed his gesture to all the employees, workforce, customers, partners, the medical community, Government, and shareholders for their support.

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 plans and various initiatives.

He also informed the members that the Company is ensuring environmental care in line with National efforts.

He thanked all stakeholders for their strong support and confidence on FDC and assured working towards fundamental goal in improving lives with absolute integrity.

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 82nd AGM:

Sr. No.	Particulars	Resolutions (Ordinary/Special)
1.	Adoption of the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2.	Adoption of the Audited Standalone and Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2022 along with the Report of Auditors thereon.	Ordinary Resolution
3.	Re-appointment of Ms. Nomita R. Chandavarkar (DIN: 00042332) as Director, who retires by rotation and being eligible, offered herself for re-appointment.	Ordinary Resolution
4.	Re-appointment of existing Statutory Auditors i.e. M/s. BSR & Co. LLP for a further period of 5 (Five) years and authorize the Board of Directors to fix their remuneration. The remuneration for the Financial Year 2022-23 shall be same as previous year to the tune of Rs. 45 Lakhs plus applicable taxes, certification charges from time to time and re-imbusement of the out of pocket expenses as may be incurred by the Auditors.	Ordinary Resolution
5.	Appointment of Mr. Vijay Maniar (DIN: 00750905) as a Non-Executive & Independent Director of the Company with effect from August 04, 2022 for a term of 5 (five) years.	Special Resolution
6.	Ratification of Remuneration payable to the Cost Auditors M/s. Sevekari Khare & Associates, for the Financial Year 2022-2023 to the tune of Rs. 4,75000/- (Rupees Four Lakhs and Seventy Five Thousand Only) plus taxes and out of pocket expenses, fixed by the Board.	Ordinary Resolution
7.	Approval of Payment of Commission to the Non- Executive Directors of the Company from Financial Year 2022-23 individually a sum of Rs. 3,00,000 (Rupees Three Lakhs) p.a. in addition to the sitting fees and reimbursement of expenses being paid by the Company for participating in the Board/Committee meetings of the Company.	Special Resolution

The Chairman informed that the Members were encouraged to express their views/ask questions at the AGM as a Speaker by sending their details to the Company for pre-registration. Further the Members were also encouraged to express their views/questions on financial statements or on any agenda item proposed in the notice of AGM and send it to the Company at investors@fdcindia.com.

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 82nd AGM. He further informed that the remote e-voting commenced on **September 19, 2022 at 09.00 a.m. (IST)** and concluded on **September 21, 2022 at 05.00 p.m. (IST)**.

The Company had 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.

The Chairman reminded all the Shareholders who could not vote, to vote through NSDL Portal and the e-voting facility would remain open for 15 minutes post the AGM Proceedings.

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 and attendees for attending the 82nd AGM and declared the meeting as concluded.

The meeting concluded at 10.40 a.m.

Yours truly,

For **FDC LIMITED**



Varsharani Katre
Company Secretary and Compliance officer

