



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.: Voting Results and Scrutinizer's Report of the 80th Annual General Meeting of the Company held on September 30, 2020

Dear Sir / Ma'am,

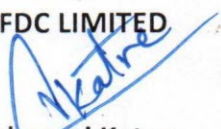
Please find enclosed details of the Voting Results along with Scrutinizer's Report of the 80th Annual General Meeting of the Company held on September 30, 2020 at 10.00 a.m. through Video Conferencing (VC) /Other Audio Visual Means (OAVM) in the format as prescribed under Regulation 44(3) of the Securities 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



Annexure I

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

PARTICULARS	DETAILS
Date of the AGM	September 30, 2020
Total number of shareholders as on cut-off date	41080
No. of the shareholder present in the meeting Video Conferencing:	79
a) Promoters and Promoter Group:	09
b) Public:	70



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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, 2020 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution	E-Voting

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

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	118379910	118379910	100.00	118379910	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot		0	0.00	0	0	0.000	0.000
	Total		118379910	100.00	118379910	0	100.000	0.000
Public Institutions	E-voting	18001260	13795994	76.639	13795994	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot		0	0.00	0	0	0.000	0.000
	Total		13795994	76.639	13795994	0	100.000	0.000
Public Non-Institutions	E-voting	34591914	1102928	3.1884	1101624	1304	99.8818	0.1182
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot		0	0.00	0	0	0.000	0.000
	Total		1102928	3.1884	1101624	1304	99.8818	0.1182
Total		170973084	133278832	77.9531	133277528	1304	99.9990	0.0010

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

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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 (DIN: 00042719) who retires by rotation and being eligible, offers himself for reappointment	Ordinary Resolution	E-Voting

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

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	118379910	118379910	100.00	118379910	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot		0	0.00	0	0	0.000	0.000
	Total		118379910	100.00	118379910	0	100.000	0.000
Public Institutions	E-voting	18001260	13925276	77.3572	13734284	190992	98.6285	1.3715
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot		0	0.00	0	0	0.000	0.000
	Total		13925276	77.3572	13734284	190992	98.6285	1.3715
Public Non-Institutions	E-voting	34591914	1102912	3.1884	1101457	1455	99.8681	0.1319
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot		0	0.00	0	0	0.000	0.000
	Total		1102912	3.1884	1101457	1455	99.8681	0.1319
Total		170973084	133408098	78.0287	133215651	192447	99.8557	0.1443

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. Ashok A. Chandavarkar (DIN: 00042719) as an Executive Director.	Special Resolution	E-Voting

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

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	118379910	118379910	100.00	118379910	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot		0	0.00	0	0	0.000	0.000
	Total		118379910	100.00	118379910	0	100.000	0.000
Public Institutions	E-voting	18001260	13925276	77.3572	13919319	5957	99.9572	0.0428
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot		0	0.00	0	0	0.000	0.000
	Total		13925276	77.3572	13919319	5957	99.9572	0.0428
Public Non-Institutions	E-voting	34591914	1102912	3.1884	1101457	1455	99.8681	0.1319
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot		0	0.00	0	0	0.000	0.000
	Total		1102912	3.1884	1101457	1455	99.8681	0.1319
Total		170973084	133408098	78.0287	133400686	7412	99.9944	0.0056

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 Appointment and Remuneration payable to the Cost Auditors for the Financial Year 2020 - 2021.	Ordinary Resolution	E-Voting

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

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	118379910	118379910	100.00	118379910	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot		0	0.00	0	0	0.000	0.000
	Total		118379910	100.00	118379910	0	100.000	0.000
Public Institutions	E-voting	18001260	13925276	77.3572	13925276	0	100.000	0.000
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot		0	0.00	0	0	0.000	0.000
	Total		13925276	77.3572	13925276	0	100.000	0.000
Public Non-Institutions	E-voting	34591914	1101894	3.1854	1093723	8171	99.2585	0.7415
	Poll		0	0.00	0	0	0.000	0.000
	Postal Ballot		0	0.00	0	0	0.000	0.000
	Total		1101894	3.1854	1093723	8171	99.2585	0.7415
Total		170973084	133407080	78.0281	133398909	8171	99.9939	0.0061

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

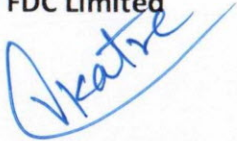


Kindly take the above information on record.

Thanking you,

Yours faithfully,

For FDC Limited



Varsharani Katre
Company Secretary



FDC Limited

No.



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 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com / sanjay@srdholakia.com

SCRUTINIZER REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman

Of 80th Annual General Meeting

Of FDC LIMITED

held on Wednesday, 30th September, 2020

Through Video Conferencing / Other Audio Visual means

Dear Sir,

I, Sanjay Dholakia & Associates, Practicing Company Secretaries, represented by Mr. Sanjay Dholakia, (Membership No. FCS - 2655), Proprietor, was appointed as the Scrutinizer for the purpose of the remote e-voting process prior to the Annual General Meeting (AGM) and e-voting process during the AGM pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA General Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17/2020 dated April 13, 2020 and MCA General Circular No. 20/2020 dated May 05, 2020 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, in respect of below mentioned resolutions proposed at the AGM of FDC LIMITED held on Wednesday, 30th September, 2020 at 10.00 a.m. through Video Conferencing / Other Audio Visual means (VC/OAVM).

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice of the 80th AGM of the Members of the Company. Our responsibility as a scrutinizer for the remote e-voting process prior to AGM and e-voting process at the AGM is restricted to ensure that both the e-voting processes are conducted in a fair and transparent manner and to make a Scrutinizer's Report of the votes cast "in favour" or "against" on the resolutions contained in the notice of 80th AGM, based on the reports generated from the e-voting platform / system provided by the National Securities Depository Limited (NSDL) the authorized agency to provide e-voting facilities, engaged by the Company.





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 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com / sanjay@srdholakia.com

As informed to us by the Management, the notice dated 07th August, 2020 convening the 80th AGM of the Company through VC/OAVM held on 30th September, 2020 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 and MCA Circular / SEBI Circular were duly sent to the Members of the Company through electronic mode to those Members whose email addresses were registered with the Company / Depositories, in compliance with the MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 read with SEBI Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.

The Members of the Company holding shares on the record date ("Cut off" date) of 22nd September, 2020 were entitled to vote on the resolutions as set out in the notice of said AGM.

In this regard, we hereby submit my report as under:

1. The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL), for conducting remote e-voting prior to AGM and e-voting during the AGM by the Members of the Company.
2. The remote e-voting prior to AGM period remained open from Sunday, 27th September, 2020 (9.00 a.m. IST) to Tuesday, 29th September, 2020 (5.00 p.m. IST) NSDL e-voting platform was disabled thereafter.
3. The Company had also provided e-voting facility to the Members present / logged-in at the AGM through VC and who had not cast their vote earlier.
4. We have also received a complete record of votes cast through electronic mode, upto 5:00 p.m. on 29th September, 2020 from NSDL e-Voting System, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 30th September, 2020 at 10.58 a.m. (IST) in the presence of two witnesses, who are not in the employment of the Company.
5. We have scrutinized the votes cast through both remote e-voting and e-voting during the AGM processes for the purpose of this report.
6. The particulars of all the electronic votes cast by the Members through both remote e-voting and e-voting during the AGM has been recorded in the separate registers maintained for the purpose.





SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

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☎ : 2807 3233 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com / sanjay@srdholakia.com

7. The result of the voting through both remote e-voting and e-voting during the AGM is as per annexure attached herewith.

Recommendation:

All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

Yours truly,

For Sanjay Dholakia & Associates

Dholakia Sg

SANJAY R DHOLAKIA
Practicing Company Secretary
Proprietor



Membership No. FCS 2655
CP No. 1798

UDIN: F002655B000817051

Place: Mumbai

Date: 30th September, 2020

Annexure to the Scrutinizer's Report of FDC Limited
Result of Remote e-voting prior to AGM and E-voting during the AGM:

Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Total	
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
1	To consider, approve and adopt the Audited Standalone and Consolidated Financial Statement of the Company for the year ended 31st March, 2020.	Ordinary Resolution	Remote E-Voting prior to AGM	223	133277466	100.00	1	1304	100.00	224	133278770
			E-Voting during the AGM	1	62	0.00	-	-	-	1	62
			Total	224	133277528	100.00	1	1304	100.00	225	133278832
2	Re-appointment of Director Mr. Ashok A. Chandavarkar (DIN: 00042719) who retires by rotation.	Ordinary Resolution	Remote E-Voting prior to AGM	213	133215589	100.00	12	192447	100.00	225	133408036
			E-Voting during the AGM	1	62	0.00	-	-	-	1	62
			Total	214	133215651	100.00	12	192447	100.00	226	133408098
3	Re-appointment of Mr. Ashok A. Chandavarkar (DIN: 00042719), as an Executive Director of the Company.	Special Resolution	Remote E-Voting prior to AGM	219	133400624	100.00	6	7412	100.00	225	133408036
			E-Voting during the AGM	1	62	0.00	-	-	-	1	62
			Total	220	133400686	100.00	6	7412	100.00	226	133408098



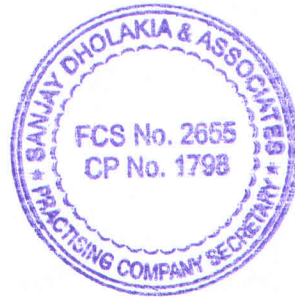
Annexure to the Scrutinizer's Report of FDC Limited
Result of Remote e-voting prior to AGM and E-voting during the AGM:

Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Total	
				No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast	% of valid votes	No. of Members Voting	No. of Votes Cast
4	To ratify appointment and remuneration of the Cost Auditors for the Financial Year 2020 - 2021.	Ordinary Resolution	Remote E-Voting prior to AGM	219	133398847	100.00	6	8171	100.00	225	133407018
			E-Voting during the AGM	1	62	0.00	-	-	-	1	62
			Total	220	133398909	100.00	6	8171	100.00	226	133407080

For Sanjay Dholakia & Associates

Dholakia Sanjay

SANJAY R DHOLAKIA
Practicing Company Secretary
Proprietor



Membership No. FCS 2655
 CP No. 1798

UDIN: F002655B000817051

Place: Mumbai
 Date: 30th September, 2020