



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

Date: October 01, 2021

To,
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

NSE Symbol - FDC

Dear Sir / Madam,

Sub.: E-Voting Results and Scrutinizer Report of the 81st Annual General Meeting (AGM) of the Company held on September 29, 2021 at 10.00 A.M.

Please find enclosed the details of the Voting Results along with Scrutinizer's Report of the 81st Annual General Meeting (AGM) of the Company held on September 29, 2021 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
F-8948





SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poinsur 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 81st Annual General Meeting
Of FDC LIMITED

held on Wednesday, 29th September, 2021

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, 17/2020, 20/2020 and 2/2021 dated 8 April 2020, 13 April 2020, 5 May 2020 and 13 January 2021 respectively issued by Ministry of Corporate Affairs ("MCA"), Government of India (hereinafter referred to as "MCA Circulars") read with SEBI Circular dated 12 May, 2020 and 15 January, 2021 in respect of below mentioned resolutions proposed at the AGM of FDC LIMITED held on Wednesday, 29th September, 2021 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 81st 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 81st 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.



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As informed to us by the Management, the notice dated 12th August, 2021 convening the 81st AGM of the Company through VC/OAVM held on 29th September, 2021 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 and 13 January 2021 read with SEBI Circular dated 12 May, 2020 and 15 January, 2021.

The Members of the Company holding shares on the record date ("Cut off" date) of 21st September, 2021 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 period prior to AGM remained open from Sunday, 26th September, 2021 (9.00 a.m. IST) to Tuesday, 28th September, 2021 (5.00 p.m. IST). Thereafter, NSDL e-voting platform was disabled.
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 28th September, 2021 from NSDL e-Voting System, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 29th September, 2021 at 12.02 p.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.



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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

SANJAY

RASIKLAL

DHOLAKIA

Digitally signed by SANJAY RASIKLAL DHOLAKIA
DN: c=IN, ou=Maharashtra,
2.5.4.20=b00998b6f9ecb15b5509ee0c690f08cab
d048907c15a89e437379ed3295, postalCode=400067,
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MARG, MAHAVRI NAGAR, DAHANUKARWADI,
KANDIVALI WEST,
serialNumber=d5ff7c580a04ed70f32ef31813496221a
553a85a922080806be548c30f913, o=Personal,
cn=SANJAY RASIKLAL DHOLAKIA,
pseudonym=7417173051461a7b6887907941069dee
Date: 2021.09.29 16:43:23 +05'30'

SANJAY R DHOLAKIA

Practicing Company Secretary

Proprietor

Membership No. FCS 2655

CP No. 1798

UDIN: F002655C001036710

Place: Mumbai

Date: 29th September, 2021

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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 receive, consider and adopt 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	Remote E-Voting prior to AGM	277	131957803	100.00	8	696	0.00	285	131958499
			E-Voting during the AGM	4	2901	100.00	-	-	-	4	2901
			Total	281	131960704	100.00	8	696	0.00	289	131961400

Total Votes Cast in favour: 131960704 (100% of total valid votes)

Total Votes cast Against: 696 (Nil % of total valid votes)

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				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
2	Re-appointment of Director Mr. Ameya A. Chandavarkar (DIN: 00043238) who retires by rotation.	Ordinary Resolution	Remote E-Voting prior to AGM	261	120997154	99.24	23	925126	0.76	284	121922280
			E-Voting during the AGM	4	2901	100.00	-	-	-	4	2901
			Total	265	121000055	99.24	23	925126	0.76	288	121925181

Total Votes Cast in favour: 121000055 (99.24 % of total valid votes)

Total Votes cast Against: 925126 (0.76 % of total valid votes)

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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
3	Re-appointment of CA. Uday Kumar Gurkar (DIN: 01749610) as an Independent Director of the Company.	Special Resolution	Remote E-Voting prior to AGM	263	127662067	96.59	22	4505198	3.41	285	132167265
			E-Voting during the AGM	4	2901	100.00	-	-	-	4	2901
			Total	267	127664968	96.59	22	4505198	3.41	289	132170166

Total Votes Cast in favour: 127664968 (96.59 % of total valid votes)

Total Votes cast Against: 4505198 (3.41 % of total valid votes)

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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 Approve the granting of Loan(s) to Fair Deal Pharmaceuticals SA (Pty) Ltd ("FDC SA"), a Subsidiary Company.	Special Resolution	Remote E-Voting prior to AGM	255	132159918	100.00	30	7284	0.00	285	132167202
			E-Voting during the AGM	4	2901	100.00	-	-	-	4	2901
			Total	259	132162819	100.00	30	7284	0.00	289	132170103

Total Votes Cast in favour: 132162819 (100% of total valid votes)

Total Votes cast Against: 7284 (Nil % of total valid votes)

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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
5	To Ratification of the remuneration of the Cost Auditors for the Financial Year 2021–2022.	Ordinary Resolution	Remote E-Voting prior to AGM	267	132164397	100.00	18	2805	0.00	285	132167202
			E-Voting during the AGM	4	2901	100.00	-	-	-	4	2901
			Total	271	132167298	100.00	18	2805	0.00	289	132170103

Total Votes Cast in favour: 132167298 (100 % of total valid votes)

Total Votes cast Against: 2805 (Nil % of total valid votes)

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FOR SANJAY DHOLAKIA & ASSOCIATES

SANJAY
RASIKLAL
DHOLAKIA

Digitally signed by SANJAY RASIKLAL DHOLAKIA
DN: cn=Sanjay Dholakia,
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MANG, MAHAVIR NAGAR, DAHANUKARWADI, KANDIVALI
WEST,
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RASIKLAL DHOLAKIA,
pseudoDn=741717305142176887907941069da
Date: 2021.09.29 16:43:51 +05'30'

SANJAY R DHOLAKIA

Practicing Company Secretary
Proprietor

Membership No. FCS 2655
CP No. 1798

UDIN: F002655C001036710

Place: Mumbai

Date: 29th September, 2021

Voting results

Record date	21-09-2021
Total number of shareholders on record date	51134
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	9
b) Public	71
No. of resolution passed in the meeting	5

Resolution (1)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered				Ordinary No To receive, consider and adopt the Audited Standalone and Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2021.				
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		117077658	100.0000	117077658	0	100.0000	0.0000
	Poll	117077658	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	117077658	117077658	100.0000	117077658	0	100.0000	0.0000
Public- Institutions	E-Voting		13811657	87.4905	13811657	0	100.0000	0.0000
	Poll	15786471	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	15786471	13811657	87.4905	13811657	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1072085	2.9825	1071389	696	99.9351	0.0649
	Poll	35945955	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	35945955	1072085	2.9825	1071389	696	99.9351	0.0649
Total		168810084	131961400	78.1715	131960704	696	99.9995	0.0005
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered				Ordinary Yes To re-appoint Mr. Ameya A. Chandavarkar (DIN: 00043238) as Director, who retires by rotation and being eligible, offered himself for re-appointment.				
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	117077658	106832673	91.2494	106832673	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		117077658	106832673	91.2494	106832673	0	100.0000
Public-Institutions	E-Voting	15786471	14020660	88.8144	13106033	914627	93.4766	6.5234
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		15786471	14020660	88.8144	13106033	914627	93.4766
Public- Non Institutions	E-Voting	35945955	1071848	2.9818	1061349	10499	99.0205	0.9795
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		35945955	1071848	2.9818	1061349	10499	99.0205
Total		168810084	121925181	72.2262	121000055	925126	99.2412	0.7588
Whether resolution is Pass or Not.							Yes	

Resolution (3)

Resolution required: (Ordinary / Special)				Special					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				To Re-appoint CA. Uday Kumar Gurkar (DIN: 01749610) as an Independent Director of the Company.					
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		117077658	100.0000	117077658	0	100.0000	0.0000	
	Poll	117077658	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total		117077658	117077658	100.0000	117077658	0	100.0000	0.0000
Public- Institutions	E-Voting		14020660	88.8144	9521149	4499511	67.9080	32.0920	
	Poll	15786471	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total		15786471	14020660	88.8144	9521149	4499511	67.9080	32.0920
Public- Non Institutions	E-Voting		1071848	2.9818	1066161	5687	99.4694	0.5306	
	Poll	35945955	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	Total		35945955	1071848	2.9818	1066161	5687	99.4694	0.5306
Total			168810084	132170166	78.2952	127664968	4505198	96.5914	3.4086
Whether resolution is Pass or Not.							Yes		

Resolution (4)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Description of resolution considered		To Approve the granting of Loan(s) to Fair Deal Pharmaceuticals SA (Pty) Ltd ("FDC SA"), a Subsidiary Company.						
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		117077658	100.0000	117077658	0	100.0000	0.0000
	Poll	117077658	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	117077658	117077658	100.0000	117077658	0	100.0000	0.0000
Public- Institutions	E-Voting		14020660	88.8144	14020660	0	100.0000	0.0000
	Poll	15786471	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	15786471	14020660	88.8144	14020660	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1071785	2.9817	1064501	7284	99.3204	0.6796
	Poll	35945955	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	35945955	1071785	2.9817	1064501	7284	99.3204	0.6796
Total		168810084	132170103	78.2951	132162819	7284	99.9945	0.0055
Whether resolution is Pass or Not.							Yes	

Resolution (5)

Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered				Ordinary No Ratification of the remuneration of the Cost Auditors for the Financial Year 2021-2022.				
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		117077658	100.0000	117077658	0	100.0000	0.0000
	Poll	117077658	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	117077658	117077658	100.0000	117077658	0	100.0000	0.0000
Public- Institutions	E-Voting		14020660	88.8144	14020660	0	100.0000	0.0000
	Poll	15786471	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	15786471	14020660	88.8144	14020660	0	100.0000	0.0000
Public- Non Institutions	E-Voting		1071785	2.9817	1068980	2805	99.7383	0.2617
	Poll	35945955	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	35945955	1071785	2.9817	1068980	2805	99.7383	0.2617
Total		168810084	132170103	78.2951	132167298	2805	99.9979	0.0021
Whether resolution is Pass or Not.							Yes	