



## 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.:** Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 – Proceedings of Annual General Meeting (AGM) held on September 27, 2019.

Dear Sir / Madam,

This is to inform you that 79<sup>th</sup> Annual General Meeting of the members of FDC Limited was held on Friday, September 27, 2019 at 10.00 a.m. at WelcomHotel Rama International, R-3, Chikalthana, Aurangabad - 431 210. The proceedings of the meeting are enclosed herewith.

Further, the voting results of the poll ordered at the Annual General Meeting and remote e-voting facility opted by the Members, will be forwarded separately on declaration of voting results, 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



CORPORATE OFFICE

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REGISTERED OFFICE

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## SUMMARY OF PROCEEDINGS OF 79<sup>TH</sup> ANNUAL GENERAL MEETING

The 79<sup>th</sup> Annual General Meeting (AGM) of the Members of FDC Limited was held on Friday, September 27, 2019 at 10.00 a.m. at WelcomHotel Rama International, R-3, Chikalhana, Aurangabad - 431 210.

### **Directors Present:**

CA. Uday Kumar Gurkar	- Chairman of the Board & Independent Director
Mr. Mohan A. Chandavarkar	- Managing Director
Mr. Nandan M. Chandavarkar	- Joint Managing Director
Mr. Ashok A. Chandavarkar	- Wholetime Director
Mr. Ameya A. Chandavarkar	- Wholetime Director
Ms. Nomita R. Chandavarkar	- Wholetime Director
CA. Swati S. Mayekar	- Independent Director (Chairperson - Audit Committee)
Ms. Usha Athreya Chandrasekhar	- Independent Director (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
CA. Mayur Bajaj	- Representative of BSR & Co. LLP, Statutory Auditors
Mr. Akshay Shah	- Representative of M/S. Sanjay Dholakia and Associates, Practising Company Secretaries, Secretarial Auditor and the scrutinizer for the purpose of remote e-voting and voting at the AGM

### **Members present in person or through proxy**

1. Promoter and Promoter Group - 9
2. Public- 35

CA. Uday Kumar Gurkar, Chairman of the Board took the Chair and welcomed the Members. He also introduced respected dignitaries on the dais.

Before taking up with AGM proceedings, members were requested to observe 2 minute silence in the memory and honour of Late Mr. Vinod Yennemadi, who passed away on 20<sup>th</sup> July, 2019. He was an Independent Director on the Board till 31<sup>st</sup> March, 2019. The Members prayed to the Almighty to grant peace to the departed soul and the courage and strength to the bereaved family.

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



The Statutory Registers and the Proxy Register and all other inspection documents related to the agenda items of AGM were available at the venue of the Annual General Meeting ("AGM") for inspection of Members.

With the consent of Members, the Notice of the 79<sup>th</sup> AGM, the Directors' Report and Audited Financial Statements of the Company for the financial year ended March 31, 2019 were taken as read.

The Chairman informed the Members that there were no qualifications, observations or comments mentioned in the Auditors' report. For the information of Members, the said report was read out by Ms. Varsharani Katre, Company Secretary.

Thereafter, the Chairman delivered his speech on the performance of the Company during the Financial Year 2018-19 and expected business in 2019-20.

He also expressed his gratitude to all the Stakeholders for their unrelenting dedication, support and commitment to the Company.

The Chairman then took up the following resolutions as set out in the Notice of the 79<sup>th</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, 2019 together with the Reports of the Board of Directors and Auditors thereon..	Ordinary Resolution
2.	Re-appointment of Ms. Nomita R. Chandavarkar who retires by rotation and being eligible, offers herself for reappointment	Ordinary Resolution
3.	Re-appointment of Mr. Nandan M. Chandavarkar as Joint Managing Director.	Ordinary 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'	Ordinary Resolution
5.	Re-appointment of Ms. Nomita R. Chandavarkar as an Executive Director.	Ordinary Resolution
6.	Re-appointment of CA. Swati Mayekar as an Independent director of the Company.	Special Resolution
7.	Appointment of Mr. Melarkode Ganesan Parameswaran (DIN:- 00792123) as a Non-Executive Independent director of the Company.	Ordinary Resolution
8.	Appointment of Ms. Usha Athreya Chandrasekhar (DIN:- 06517876) as a Non-Executive Independent director of the Company.	Ordinary Resolution
9.	Appointment of Dr. Mahesh Bijlani (DIN: 0008447258) as a Non-Executive Independent director of the Company.	Ordinary Resolution



10.	Ratification of Remuneration payable to the Cost Auditors for the Financial Year 2019 - 2020.	Ordinary Resolution
11.	Approval of cancellation of 3,14,500 Forfeited Equity Shares and transfer of amount lying to Capital Reserves.	Ordinary Resolution

All the above resolutions were duly proposed and seconded by the Members present. Thereafter, the Chairman invited the members to put forth their queries and suggestions.

The Management provided necessary clarifications and addressed the queries raised by the Members.

Thereafter, the Chairman 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) to the members to cast their votes electronically on all resolutions set out in the Notice of 79<sup>th</sup> AGM. He further informed that the remote e-voting commenced on Tuesday, September 24, 2019 at 09.00 a.m. (IST) and concluded on Thursday, September 26, 2019 at 05.00 p.m. (IST).

He informed the Members that the facility for voting by Poll was made available to the Members present at the AGM and who could not cast their vote through remote e-voting. Further the Company had appointed M/S. Sanjay Dholakia and Associates, Practising Company Secretaries, as the Scrutinizers for the purpose of scrutinizing the process of remote e-voting and Poll voting at the AGM.

He further informed the Members that the consolidated Scrutinizer's Report containing results of remote e-voting and poll voting shall be intimated to the Stock Exchanges and uploaded on the Company's website i.e. [www.fdcindia.com](http://www.fdcindia.com) and Sharex Dynamic Private Limited within the stipulated time.

The Chairman thanked the members for attending the AGM and declared the meeting as concluded.

The scrutinizers' report was received on 27<sup>th</sup> September, 2019 and accordingly all the resolutions as set out in the notice of the AGM were declared as approved with requisite majority.

The meeting concluded at 10.58 a.m. after the members cast their votes by Poll.

Yours truly,  
For **FDC LIMITED**

  
**Varsharani Katre**  
Company Secretary

