



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

Date :- July 14, 2022

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

Scrip Code: 531599

Symbol: FDC

Ref.: Regulations 30 and 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Sub: Disclosure of e-voting Results through Postal Ballot

Dear Sir/Madam,

This is to inform you that pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and other applicable provisions of the Act, the consent of the Members of the Company was sought through Postal Ballot for granting of Loan to Fair Deal Pharmaceuticals SA (PTY) LTD ("FDC SA"), A subsidiary Company by way of Special Resolution as contained in the Postal Ballot Notice dated June 10, 2022.

In terms of Regulation 44 (3) of the Listing Regulations, please find enclosed herewith the details of Voting Results of the Postal Ballot conducted through remote e-voting process, in respect of the resolution contained in the said Postal Ballot Notice together with the Scrutiniser's Report on the remote e-voting, issued by Mr. Sanjay Dholakia, Proprietor - M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries.

Pursuant to the Scrutiniser's Report, the aforesaid Special Resolution has been approved by the Members of the Company with requisite majority on July 13, 2022.

You are kindly requested to take note of the above.

Thanking you,
Yours faithfully,

For FDC LIMITED


Varsharani Katre
Company Secretary & Compliance Officer
M. No.: FCS-8948





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'S REPORT FOR VOTING THROUGH E-VOTING ON POSTAL BALLOT

To,
The Chairman
FDC LIMITED
B-8 MIDCINDUSTRIAL ESTATE,
WALUJ, AURANGABAD MH 431130

Dear Sir,

I, Sanjay R. Dholakia, Proprietor of Sanjay Dholakia & Associates, Company Secretaries, Mumbai, have been appointed as the Scrutinizer to conduct the Postal Ballot process through electronic voting process ('remote e-voting') for seeking approval of the Members of the Company by way of Special Resolution for the purpose of:

To Approve the granting of Loans to Fair Deal Pharmaceuticals SA (PTY) LTD ("FDC SA"), A subsidiary Company:

Pursuant to the Postal Ballot Notice dated 10th June, 2022, issued under Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), as amended from time to time and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars including General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs ("MCA Circulars") and pursuant to other applicable laws and regulations.

The Postal Ballot Notice dated 10th June, 2022 along with statement setting out material facts under Section 102 of the Act in respect of the above mentioned resolution, as confirmed by the Company, was sent, via e-mail only to the Members whose names appeared in the Register of Members/List of Beneficial Owners as received from Depositories and whose e-mail addresses were registered with the Company/Depositories.

The Company had availed the e-voting facility offered by Link In time India Private Ltd ("LIPL") for conducting remote e-voting by the shareholders of the Company.

The shareholders of the Company holding shares as on the 'cut-off' date of Friday, 03 June, 2022 were entitled to vote on the resolutions as contained in the Notice.



SANJAY DHOLAKIA & ASSOCIATES

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The voting period for remote e-voting commenced on at 9.00 a.m. (IST) on Monday, 13th June 2022 and ends at 5.00 p.m. (IST) on Tuesday, 12th July 2022. The e-voting module was disabled by LIPL thereafter.

The votes cast under remote e-voting facility were thereafter unblocked.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the e-voting system of LIPL and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, rules and the MCA Circulars relating to remote-voting on the Resolution contained in the notice of Postal Ballot.

My responsibility as scrutinizer for the voting on postal ballot through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said resolution.

I now submit my Scrutinizer Report on the results of the voting by postal ballot only through the remote e-voting process in respect of the said Special Resolution as under:

Resolution 1: Special Resolution

1. To Approve the Granting of Loan(s) to Fair Deal Pharmaceuticals SA (PTY) Ltd ("FDC SA"), A Subsidiary Company.

a) Voted in favour of Resolution: -

Particulars	Remote Voting	E-	Total
Number of shareholders	154		154
Number of votes cast	14643429		14643429
Invalid votes	--		--
% of total number of votes cast	88.47%		88.47%



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b) Voted against the Resolution: -

Particulars	Remote Voting	E-	Total
Number of shareholders	48		48
Number of votes cast	1908582		1908582
Invalid votes	--		--
% of total number of votes cast	11.53%		11.53%

C) Invalid Votes: -

Particulars	Remote Voting	E-	Total
Number of shareholders	--		--
Number of votes cast	--		--
Invalid votes	--		--
% of total number of votes cast	--		--

D) Abstain Votes: 3757 Shares

Thanking you.

For SANJAY DHOLAKIA & ASSOCIATES

SANJAY

RASIKLAL

DHOLAKIA

Sanjay R Dholakia

Practicing Company Secretary

Proprietor

Digitally signed by SANJAY

RASIKLAL DHOLAKIA

Date: 2022.07.13 11:23:19

+05'30'

Membership No.: 2655

CP No.:1798

Place: Mumbai

Date: 13th July, 2022

UDIN: F002655D000612165

FDC Limited

Resolution Required : (Special)		1 - To Approve The Granting Of Loan(S) To Fair Deal Pharmaceuticals SA (Pty) Ltd ("FDC SA"), a Subsidiary Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	115220300	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0	0.0000
Public Institutions	E-Voting	17348124	15352494	88.4966	13453060	1899434	87.6278	12.3722
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		15352494	88.4966	13453060	1899434	87.6278	12.3722
Public Non Institutions	E-Voting	33341660	1199517	3.5977	1190369	9148	99.2374	0.7626
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1199517	3.5977	1190369	9148	99.2374	0.7626
Total		165910084	16552011	9.9765	14643429	1908582	88.4692	11.5308

FDC Limited



No.