



**FDC Limited**

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

Date :- September 28, 2023

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**

**Sub.: Disclosure of Voting Results of the 83<sup>rd</sup> Annual General Meeting of the Company held on September 27, 2023 at 10.00 a.m. along with Scrutinizer's Report.**

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

Please find enclosed the details of the Voting Results along with Scrutinizer's Report of the 83<sup>rd</sup> Annual General Meeting of the Company held on September 27, 2023 at 10.00 a.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in the format as prescribed under Regulation 44(3) of SEBI Listing Regulations.

A copy of the same is also being placed on the website of the Company [www.fdcindia.com](http://www.fdcindia.com).

Kindly take the same on record.

Thanking you,

Yours truly,

**For FDC Limited**

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

<b>Voting Results</b>	
Name of the Company	<b>FDC Limited</b>
Record date	<b>20-09-2023</b>
Total number of shareholders on record date	<b>58347</b>
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	-
b) Public	-
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	<b>9</b>
b) Public	<b>61</b>
<b>No. of resolution passed in the meeting</b>	<b>7</b>

<b>Resolution No. 1:</b>			<b>Adoption of the Audited Standalone Financial Statements of the Company for the Financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon</b>					
<b>Resolution Required : (Ordinary/Special)</b>			<b>Ordinary Resolution</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of valid votes polled</b>	<b>% of valid Votes Polled on outstanding shares</b>	<b>No. of valid Votes – in favour</b>	<b>No. of valid Votes –Against</b>	<b>% of valid Votes in favour on votes polled</b>	<b>% of valid Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]={[2]/[1]}*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]={[4]/[2]}*100</b>	<b>[7]={[5]/[2]}*100</b>
Promoter and Promoter Group	E-Voting	113410433	113410433	100.00	113410433	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>113410433</b>	<b>113410433</b>	<b>100.00</b>	<b>113410433</b>	<b>0</b>	<b>100.00</b>
Public Institutions	E-Voting	17284245	16004229	92.59	16004229	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>17284245</b>	<b>16004229</b>	<b>92.59</b>	<b>16004229</b>	<b>0</b>	<b>100.00</b>
Public Non Institutions	E-Voting	32115406	1133972	3.53	1131025	2947	99.74	0.26
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32115406</b>	<b>1133972</b>	<b>3.53</b>	<b>1131025</b>	<b>2947</b>	<b>99.74</b>
<b>Total</b>		<b>162810084</b>	<b>130548634</b>	<b>80.18</b>	<b>130545687</b>	<b>2947</b>	<b>99.99</b>	<b>0.01</b>

**\*Note: There were no invalid votes.**

Resolution No. 2:			Adoption of the Audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2023 along with Report of the Auditors thereon.					
Resolution Required : (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of valid Votes Polled on outstanding shares	No. of valid Votes – in favour	No. of valid Votes –Against	% of valid Votes in favour on votes polled	% of valid 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	113410433	113410433	100.00	113410433	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>113410433</b>	<b>113410433</b>	<b>100.00</b>	<b>113410433</b>	<b>0</b>	<b>100.00</b>
Public Institutions	E-Voting	17284245	16004229	92.59	16004229	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>17284245</b>	<b>16004229</b>	<b>92.59</b>	<b>16004229</b>	<b>0</b>	<b>100.00</b>
Public Non Institutions	E-Voting	32115406	1133883	3.53	1130936	2947	99.74	0.26
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32115406</b>	<b>1133883</b>	<b>3.53</b>	<b>1130936</b>	<b>2947</b>	<b>99.74</b>
<b>Total</b>		<b>162810084</b>	<b>130548545</b>	<b>80.18</b>	<b>130545598</b>	<b>2947</b>	<b>99.99</b>	<b>0.01</b>

*\*Note: There were no invalid votes.*

<b>Resolution No. 3:</b>			<b>Re-appointment of Mr. Ashok A. Chandavarkar (DIN: 00042719) as a Director, who retires by rotation and being eligible, offered himself for Re-appointment.</b>					
<b>Resolution Required : (Ordinary/Special)</b>			<b>Ordinary Resolution</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>Yes</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of valid votes polled</b>	<b>% of valid Votes Polled on outstanding shares</b>	<b>No. of valid Votes – in favour</b>	<b>No. of valid Votes –Against</b>	<b>% of valid Votes in favour on votes polled</b>	<b>% of valid Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]={[2]/[1]}*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]={[4]/[2]}*100</b>	<b>[7]={[5]/[2]}*100</b>
Promoter and Promoter Group	E-Voting	113410433	77482030	68.32	77482030	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>113410433</b>	<b>77482030</b>	<b>68.32</b>	<b>77482030</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	17284245	16055889	92.89	15952468	103421	99.36	0.64
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>17284245</b>	<b>16055889</b>	<b>92.89</b>	<b>15952468</b>	<b>103421</b>	<b>99.36</b>	<b>0.64</b>
Public Non Institutions	E-Voting	32115406	1133883	3.53	1127572	6311	99.44	0.56
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>32115406</b>	<b>1133883</b>	<b>3.53</b>	<b>1127572</b>	<b>6311</b>	<b>99.44</b>	<b>0.56</b>
<b>Total</b>		<b>162810084</b>	<b>94671802</b>	<b>58.15</b>	<b>94562070</b>	<b>109732</b>	<b>99.88</b>	<b>0.12</b>

*\* Mr. Ashok A. Chandavarkar's immediate relatives holding 35928403 Equity Shares has voted for the resolution No. 3 which is not counted for final voting*

<b>Resolution No. 4:</b>			<b>Ratification of the Remuneration of Cost Auditor for the Financial Year 2023-24.</b>					
<b>Resolution Required : (Ordinary/Special)</b>			<b>Ordinary Resolution</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of valid votes polled</b>	<b>% of valid Votes Polled on outstanding shares</b>	<b>No. of valid Votes – in favour</b>	<b>No. of valid Votes –Against</b>	<b>% of valid Votes in favour on votes polled</b>	<b>% of valid Votes against on votes polled</b>
		<b>[1]</b>	<b>[2]</b>	<b>[3]={[2]/[1]}*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]={[4]/[2]}*100</b>	<b>[7]={[5]/[2]}*100</b>
Promoter and Promoter Group	E-Voting	113410433	113410433	100.00	113410433	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>113410433</b>	<b>113410433</b>	<b>100.00</b>	<b>113410433</b>	<b>0</b>	<b>100.00</b>
Public Institutions	E-Voting	17284245	16055889	92.89	16055889	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>17284245</b>	<b>16055889</b>	<b>92.89</b>	<b>16055889</b>	<b>0</b>	<b>100.00</b>
Public Non Institutions	E-Voting	32115406	1133883	3.53	1127368	6515	99.43	0.57
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32115406</b>	<b>1133883</b>	<b>3.53</b>	<b>1127368</b>	<b>6515</b>	<b>99.43</b>
<b>Total</b>		<b>162810084</b>	<b>130600205</b>	<b>80.22</b>	<b>130593690</b>	<b>6515</b>	<b>99.99</b>	<b>0.01</b>

*\*Note: There were no invalid votes.*

<b>Resolution No. 5:</b>			<b>Re-appointment of Mr. Nandan M. Chandavarkar (DIN: 00043511) as a Joint Managing Director of the Company for a further period of 5 (five) years with effect from March 01, 2024 to February 28, 2029, not liable to retire by rotation.</b>					
<b>Resolution Required : (Ordinary/Special)</b>			<b>Ordinary Resolution</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>Yes</b>					
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of valid Votes Polled on outstanding shares	No. of valid Votes – in favour	No. of valid Votes –Against	% of valid Votes in favour on votes polled	% of valid 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	113410433	72845092	64.23	72845092	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>113410433</b>	<b>72845092</b>	<b>64.23</b>	<b>72845092</b>	<b>0</b>	<b>100.00</b>
Public Institutions	E-Voting	17284245	16055889	92.89	16005759	50130	99.69	0.31
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>17284245</b>	<b>16055889</b>	<b>92.89</b>	<b>16005759</b>	<b>50130</b>	<b>99.69</b>
Public Non Institutions	E-Voting	32115406	1133883	3.53	1127272	6611	99.42	0.58
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32115406</b>	<b>1133883</b>	<b>3.53</b>	<b>1127272</b>	<b>6611</b>	<b>99.42</b>
<b>Total</b>		<b>162810084</b>	<b>90034864</b>	<b>55.30</b>	<b>89978123</b>	<b>56741</b>	<b>99.94</b>	<b>0.06</b>

*\* Mr. Nandan M. Chandavarkar and his immediate relatives holding 40565341 Equity Shares has voted for the resolution No. 5 which is not counted for final voting.*

<b>Resolution No. 6:</b>			<b>Re-appointment of Mr. Mohan A. Chandavarkar (DIN: 00043344) as a Managing Director of the Company for a further period of 5 (five) years with effect from April 01, 2024 to March 31, 2029, not liable to retire by rotation.</b>					
<b>Resolution Required : (Ordinary/Special)</b>			<b>Special Resolution</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>Yes</b>					
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of valid Votes Polled on outstanding shares	No. of valid Votes – in favour	No. of valid Votes –Against	% of valid Votes in favour on votes polled	% of valid 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	113410433	72845092	64.23	72845092	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>113410433</b>	<b>72845092</b>	<b>64.23</b>	<b>72845092</b>	<b>0</b>	<b>100.00</b>
Public Institutions	E-Voting	17284245	16055889	92.89	15188843	867046	94.60	5.40
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>17284245</b>	<b>16055889</b>	<b>92.89</b>	<b>15188843</b>	<b>867046</b>	<b>94.60</b>
Public Non Institutions	E-Voting	32115406	1133883	3.53	1127572	6311	99.44	0.55
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32115406</b>	<b>1133883</b>	<b>3.53</b>	<b>1127572</b>	<b>6311</b>	<b>99.44</b>
<b>Total</b>		<b>162810084</b>	<b>90034864</b>	<b>55.30</b>	<b>89161507</b>	<b>873357</b>	<b>99.03</b>	<b>0.97</b>

*\* Mr. Mohan A. Chandavarkar's immediate relatives holding 40565341 Equity Shares has voted for the resolution No. 6 which is not counted for final voting.*



<b>Resolution No. 7:</b>			<b>Re-appointment of Ms. Nomita R. Chandavarkar (DIN: 00042332) as a Non-Executive Non-Independent Director of the Company for a term of 5 (Five) consecutive years with effect from June 02, 2024 to June 01, 2029 and shall be liable to retire by rotation.</b>					
<b>Resolution Required : (Ordinary/Special)</b>			<b>Ordinary Resolution</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>Yes</b>					
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of valid Votes Polled on outstanding shares	No. of valid Votes – in favour	No. of valid Votes –Against	% of valid Votes in favour on votes polled	% of valid 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	113410433	76493744	67.44	76493744	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>113410433</b>	<b>76493744</b>	<b>67.44</b>	<b>76493744</b>	<b>0</b>	<b>100.00</b>
Public Institutions	E-Voting	17284245	16055889	92.89	16000619	55270	99.66	0.34
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>17284245</b>	<b>16055889</b>	<b>92.89</b>	<b>16000619</b>	<b>55270</b>	<b>99.66</b>
Public Non Institutions	E-Voting	32115406	1133883	3.53	1127239	6644	99.41	0.59
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>32115406</b>	<b>1133883</b>	<b>3.53</b>	<b>1127239</b>	<b>6644</b>	<b>99.41</b>
<b>Total</b>		<b>162810084</b>	<b>93683516</b>	<b>57.54</b>	<b>93621602</b>	<b>61914</b>	<b>99.93</b>	<b>0.07</b>

***\*Ms. Nomita R. Chandavarkar and her immediate relatives holding 36916689 Equity Shares has voted for the resolution No. 7 which is not counted for final voting.***

## SCRUTINIZER REPORT

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

To,  
**Ms. Varsharani Katre,**  
**Company Secretary & Compliance Officer,**  
**FDC Limited.**

Eighty-third (83<sup>rd</sup>) Annual General Meeting (“AGM”) of the Members of FDC Limited held on Wednesday, September 27, 2023 at 10.00 A.M. through video conferencing (“VC”)/Other Audio-Visual means (“OAVM”).

Dear Madam,

We, 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 83<sup>rd</sup> Annual General Meeting (“AGM/83<sup>rd</sup> AGM”) and e-voting process during the 83<sup>rd</sup> AGM of FDC Limited (“the Company”) held on Wednesday, September 27, 2023 at 10:00 a.m. IST through Video Conferencing/Other Audio Visual Means (VC/OAVM), 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 Circulars No. 14/2020 dated 8<sup>th</sup> April, 2020; 17/2020 dated 13<sup>th</sup> April, 2020; 20/2020 dated 5<sup>th</sup> May, 2020; 02/2021 dated 13<sup>th</sup> January, 2021; 19/2021 dated 8<sup>th</sup> December 2021; 21/2021 dated 14<sup>th</sup> December 2021; 02/2022 dated 05<sup>th</sup> May, 2022 and 10/2022 dated 28<sup>th</sup> December 2022 issued by Ministry of Corporate Affairs (“MCA”), Government of India (hereinafter referred to as “MCA Circulars”) and SEBI Circulars dated 12<sup>th</sup> May, 2020, 15<sup>th</sup> January, 2021, 13<sup>th</sup> May 2022 and 05<sup>th</sup> January 2023 issued by Securities and Exchange Board of India (hereinafter referred to as “SEBI Circulars”).

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 83<sup>rd</sup> AGM of the Members of the Company. Our responsibility as a scrutinizer for the remote e-voting process prior to 83<sup>rd</sup> AGM and e-voting process at the 83<sup>rd</sup> 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 83<sup>rd</sup> 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.

As informed to us by the Management, the notice dated 09<sup>th</sup> August, 2023 convening the 83<sup>rd</sup> AGM of the Company through VC/OAVM on 27<sup>th</sup> September, 2023 at 10:00 a.m. along with the statement setting out material facts under Section 102 of the Companies Act, 2013 and MCA Circular / SEBI Circular were duly sent through electronic mode to those Members of the Company whose email

addresses were registered with the Company/Depositories/RTA, in compliance with the MCA Circulars.

The Members of the Company holding shares on the record date (“Cut off” date) of 20<sup>th</sup> September, 2023 were entitled to vote on the resolutions as set out in the notice of said 83<sup>rd</sup> AGM.

In this regard, I 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, 24<sup>th</sup> September, 2023 (9.00 a.m. IST) to Tuesday, 26<sup>th</sup> September, 2023 (5.00 p.m. IST). Thereafter, remote e-voting platform was disabled by NSDL.
3. The Company had also provided e-voting facility to the Members present / logged-in at the 83<sup>rd</sup> 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 26<sup>th</sup> September, 2023 from NSDL e-voting System, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 27<sup>th</sup> September, 2023 at 11.17 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 83<sup>rd</sup> 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 83<sup>rd</sup> AGM has been recorded in the separate registers maintained for the purpose.
7. The result of the voting through both remote e-voting and e-voting during the 83<sup>rd</sup> AGM is as per annexure attached herewith.

**Recommendation:**

All the resolutions having secured required consents of votes may be considered to have been passed. The Chairman/person authorized by Chairman may accordingly declare the result of e-voting.

Thanking you,

Yours truly,

# SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

## COMPANY SECRETARIES

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GP 15, 2nd Floor, Raghuleela Mall, Behind Poinzur Bus Depot, Kandivali (West), Mumbai - 400 067.

☎ : 31578826 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com

### FOR SANJAY DHOLAKIA & ASSOCIATES

Sanjay  
Rasiklal  
Dholakia

Digitally signed  
by Sanjay Rasiklal  
Dholakia  
Date: 2023.09.28  
15:39:36 +05'30'

### SANJAY R DHOLAKIA

**Practicing Company Secretary**

**Proprietor**

**Membership No. FCS 2655**

**CP No. 1798**

**Peer Reviewed Firm No. 2036/2022**

**UDIN: F002655E001109851**

**Place: Mumbai**

**Date: 28/09/2023**

# SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

## COMPANY SECRETARIES

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### Annexure to the Scrutinizer's Report of FDC Limited

#### Result of Remote e-voting prior to 83<sup>rd</sup> AGM and E-voting during the 83<sup>rd</sup> 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 valid Voting	No. of valid Votes Cast	% of valid votes	No. of Members valid Voting	No. of valid Votes Cast	% of valid votes	No. of Members valid Voting	No. of valid Votes Cast
1	To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution	Remote E-Voting prior to AGM	259	130462207	99.94	9	2947	100	268	130465154
			E-Voting during the AGM	3	83480	0.06	-	-	-	3	83480
			<b>Total</b>	<b>262</b>	<b>130545687</b>	<b>100</b>	<b>9</b>	<b>2947</b>	<b>100</b>	<b>271</b>	<b>130548634</b>

**Total valid Votes Cast in Favour: 130545687(100% of total valid votes)**

**Total valid Votes Cast Against: 2947 (0.00% of total valid votes)**

# SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

## COMPANY SECRETARIES

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**Annexure to the Scrutinizer's Report of FDC Limited**  
**Result of Remote e-voting prior to 83<sup>rd</sup> AGM and E-voting during the 83<sup>rd</sup> 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 valid Voting	No. of valid Votes Cast	% of valid votes	No. of Members valid Voting	No. of valid Votes Cast	% of valid votes	No. of Members valid Voting	No. of valid Votes Cast
2	To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 along with Report of the Auditors thereon.	Ordinary Resolution	Remote E-Voting prior to AGM	258	130462118	99.94	9	2947	100	267	130465065
			E-Voting during the AGM	3	83480	0.06	-	-	-	3	83480
			<b>Total</b>	<b>261</b>	<b>130545598</b>	<b>100</b>	<b>9</b>	<b>2947</b>	<b>100</b>	<b>270</b>	<b>130548545</b>

**Total valid Votes Cast in Favour: 130545598 (100% of total valid votes)**

**Total valid Votes Cast Against: 2947 (0.00 % of total valid votes)**

# SANJAY DHOLAKIA & ASSOCIATES

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### Annexure to the Scrutinizer's Report of FDC Limited Result of Remote e-voting prior to 83<sup>rd</sup> AGM and E-voting during the 83<sup>rd</sup> 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 valid Voting	No. of valid Votes Cast	% of valid votes	No. of Members valid Voting	No. of valid Votes Cast	% of valid votes	No. of Members valid Voting	No. of valid Votes Cast
3	To re-appoint Mr. Ashok A. Chandavarkar (DIN: 00042719) as a Director, who retires by rotation and being eligible, offered himself for re-appointment.	Ordinary Resolution	Remote E-Voting prior to AGM	248	94481344	99.91	16	106978	97.49	264	94588322
			E-Voting during the AGM	2	80726	0.09	1	2754	2.51	3	83480
			<b>Total</b>	<b>250</b>	<b>94562070</b>	<b>100</b>	<b>17</b>	<b>109732</b>	<b>100</b>	<b>267</b>	<b>94671802</b>

*\* Mr. Ashok A. Chandavarkar's immediate relatives holding 35928403 Equity Shares has voted for the resolution No. 3 which is not counted for final voting*

**Total valid Votes Cast in Favour: 94562070 (99.88 % of total valid votes)**

**Total valid Votes Cast Against: 109732 (0.12 % of total valid votes)**

# SANJAY DHOLAKIA & ASSOCIATES

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### Annexure to the Scrutinizer's Report of FDC Limited Result of Remote e-voting prior to 83<sup>rd</sup> AGM and E-voting during the 83<sup>rd</sup> 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 valid Voting	No. of valid Votes Cast	% of valid votes	No. of Members valid Voting	No. of valid Votes Cast	% of valid votes	No. of Members valid Voting	No. of valid Votes Cast
4	To approve ratification of the remuneration of the Cost Auditors for the Financial Year 2023-24.	Ordinary Resolution	Remote E-Voting prior to AGM	255	130512964	99.94	13	3761	57.73	268	130516725
			E-Voting during the AGM	2	80726	0.06	1	2754	42.27	3	83480
			<b>Total</b>	<b>257</b>	<b>130593690</b>	<b>100</b>	<b>14</b>	<b>6515</b>	<b>100</b>	<b>271</b>	<b>130600205</b>

**Total valid Votes Cast in Favour: 130593690 (100 % of total valid votes)**

**Total valid Votes Cast Against: 6515 (0.00 % of total valid votes)**



# SANJAY DHOLAKIA & ASSOCIATES

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### Annexure to the Scrutinizer's Report of FDC Limited Result of Remote e-voting prior to 83<sup>rd</sup> AGM and E-voting during the 83<sup>rd</sup> 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 valid Voting	No. of valid Votes Cast	% of valid votes	No. of Members valid Voting	No. of valid Votes Cast	% of valid votes	No. of Members valid Voting	No. of valid Votes Cast
5	To approve re-appointment of Mr. Nandan M. Chandavarkar (DIN: 00043511) as a Joint Managing Director of the Company	Ordinary Resolution	Remote E-Voting prior to AGM	247	89897397	99.94	18	53987	95.15	265	89951384
			E-Voting during the AGM	2	80726	0.06	1	2754	4.85	3	83480
			<b>Total</b>	<b>249</b>	<b>89978123</b>	<b>100</b>	<b>19</b>	<b>56741</b>	<b>100</b>	<b>268</b>	<b>90034864</b>

*\* Mr. Nandan M. Chandavarkar and his immediate relatives holding 40565341 Equity Shares has voted for the resolution No. 5 which is not counted for final voting*

**Total valid Votes Cast in Favour: 89978123 (100 % of total valid votes)**

**Total valid Votes Cast Against: 56741 (0.00 % of total valid votes)**

# SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

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### Annexure to the Scrutinizer's Report of FDC Limited Result of Remote e-voting prior to 83<sup>rd</sup> AGM and E-voting during the 83<sup>rd</sup> 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 valid Voting	No. of valid Votes Cast	% of valid votes	No. of Members valid Voting	No. of valid Votes Cast	% of valid votes	No. of Members valid Voting	No. of valid Votes Cast
6	To approve re-appointment of Mr. Mohan A. Chandavarkar (DIN: 00043344) as Managing Director of the Company	Special Resolution	Remote E-Voting prior to AGM	241	89080781	99.91	30	870603	99.68	271	89951384
			E-Voting during the AGM	2	80726	0.09	1	2754	0.32	3	83480
			<b>Total</b>	<b>243</b>	<b>89161507</b>	<b>100</b>	<b>31</b>	<b>873357</b>	<b>100</b>	<b>274</b>	<b>90034864</b>

*\* Mr. Mohan A. Chandavarkar's immediate relatives holding 40565341 Equity Shares has voted for the resolution No. 6 which is not counted for final voting*

**Total valid Votes Cast in Favour: 89161507 (99.03 % of total valid votes)**

**Total valid Votes Cast Against: 873357 (0.97 % of total valid votes)**

# SANJAY DHOLAKIA & ASSOCIATES

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### Annexure to the Scrutinizer's Report of FDC Limited Result of Remote e-voting prior to 83<sup>rd</sup> AGM and E-voting during the 83<sup>rd</sup> AGM

Resol. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Voting in Favour (Assent)			Voted Against (Dissent)			Total	
				No. of Members valid Voting	No. of valid Votes Cast	% of valid votes	No. of Members valid Voting	No. of valid Votes Cast	% of valid votes	No. of Members valid Voting	No. of valid Votes Cast
7	To approve re-appointment of Ms. Nomita R. Chandavarkar (DIN: 00042332) as Non-Executive Director of the Company.	Ordinary Resolution	Remote E-Voting prior to AGM	249	93540876	99.91	17	59160	95.55	266	93600036
			E-Voting during the AGM	2	80726	0.09	1	2754	4.45	3	83480
			<b>Total</b>	<b>251</b>	<b>93621602</b>	<b>100</b>	<b>18</b>	<b>61914</b>	<b>100</b>	<b>269</b>	<b>93683516</b>

*\* Ms. Nomita R. Chandavarkar and her immediate relatives holding 36916689 Equity Shares has voted for the resolution No. 7 which is not counted for final voting*

**Total valid Votes Cast in Favour: 93621602 (99.93 % of total valid votes)**

**Total valid Votes Cast Against: 61914 (0.07 % of total valid votes)**

# SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

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### FOR SANJAY DHOLAKIA & ASSOCIATES

Sanjay  
Rasiklal  
Dholakia

Digitally signed  
by Sanjay  
Rasiklal Dholakia  
Date: 2023.09.28  
15:40:51 +05'30'

### SANJAY R DHOLAKIA

Practicing Company Secretary

Proprietor

Membership No. FCS 2655

CP No. 1798

Peer Reviewed Firm No. 2036/2022

UDIN: F002655E001109851

Place: Mumbai

Date: 28/09/2023