

**Date: July 22, 2024**

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001  
Scrip Code: 531599

National Stock Exchange of India Ltd.  
Exchange Plaza, Plot no. C/1, G Block,  
Bandra-Kurla Complex, Bandra (E),  
Mumbai - 400 051  
Symbol: FDC

**Sub: Disclosure of Result of Postal Ballot by remote E-voting Process**

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

Dear Sir/Madam,

This is in furtherance to our letter dated, June 19, 2024, submitting the Postal Ballot Notice along with the Explanatory Statement ("Notice"), seeking approval of the Members of the Company for Re-appointment of Dr. Mahesh Bijlani (DIN: 08447258) as an Non-Executive Independent Director of the Company for a period of 5 (Five) Years with effect from May 10, 2024 by passing Special Resolution by way of remote e-voting process.

In accordance with Regulation 44 of the SEBI Listing Regulations and Postal Ballot Notice dated May 29, 2024, please find enclosed herewith the voting results of the Postal Ballot along with the Scrutinizer's Report received from Mr. Sanjay Dholakia, Proprietor of M/s. Sanjay Dholakia & Associates (Mem. No.: FCS 2655), Practicing Company Secretary, who was appointed by Board of Director's at their meeting held on May 29, 2024 as the Scrutinizer for the purpose of scrutinizing the e-voting. Based on the report of the scrutinizer, the aforesaid Special Resolution has been passed by the Members with requisite majority through Postal Ballot by remote e-voting process. The remote e-voting period commenced on Friday, June 21, 2024 at 09:00 a.m. (IST) and ended on Saturday, July 20, 2024 at 05:00 p.m. (IST). The approval is considered to have been received on the last date specified for remote e-voting i.e. on Saturday, July 20, 2024.



**FDC Limited**

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

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The voting results and the Scrutinizer's report are also being made available on the website of the Company at [www.fdcindia.com](http://www.fdcindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to kindly take the same on your record.

Thanking You,

Yours faithfully

**For FDC Limited**

**Varsharani Katre**  
**Company Secretary & Compliance Officer**  
**Membership No:- F-8948**

**Encl.: As above.**

<b>Voting Results</b>	
Name of the Company	FDC Limited
Record date	14-06-2024
Total number of shareholders on record date	52065
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	Not Applicable
b) Public	Not Applicable
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	Not Applicable
b) Public	Not Applicable
<b>No. of resolution passed in the meeting</b>	1

FDC Limited								
Resolution No. 1:			Re-Appointment of Dr. Mahesh Bijlani (DIN: 08447258) as an Non Executive Independent Director of the Company for a Period of 5 Years With effect from May 10, 2024.					
Resolution Required : (Ordinary/Special)			Special Resolution					
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	113410433	113410433	100	113410433	0	100	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>100</b>	<b>113410433</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
Public Institutions	E-Voting	15759827	14402153	91.3852	9433466	4968687	65.5004	34.4996
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	<b>Total</b>		<b>14402153</b>	<b>91.3852</b>	<b>9433466</b>	<b>4968687</b>	<b>65.5004</b>	<b>34.4996</b>
Public Non Institutions	E-Voting	33639824	1470389	4.3710	1464853	5536	99.6235	0.3765
	Poll		0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	
	<b>Total</b>		<b>1470389</b>	<b>4.3710</b>	<b>1464853</b>	<b>5536</b>	<b>99.6235</b>	<b>0.3765</b>
<b>Total</b>		<b>162810084</b>	<b>129282975</b>	<b>79.4072</b>	<b>124308752</b>	<b>4974223</b>	<b>96.1525</b>	<b>3.8475</b>

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



# SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

## COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poincur Bus Depot, Kandivali (West), Mumbai - 400 067.  
☎ : 31578826 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com

### REPORT OF SCRUTINIZER

*(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended)*

To,  
**The Chairman**  
**FDC LIMITED**  
**B-8 MIDC Industrial Estate Waluj**  
**Chhatrapati Sambhaji Nagar**  
**Maharashtra- 431130**

Dear Sir,

I, Sanjay R. Dholakia, Proprietor of Sanjay Dholakia & Associates, Company Secretaries, pursuant to the resolution passed by the Board of Directors of FDC LIMITED (“the Company”) on 29<sup>th</sup> May, 2024 have been appointed as the Scrutinizer to conduct the Postal Ballot through electronic voting process (“remote e- voting”) in respect of the Special Resolution for seeking approval of the Members of the Company by way of Special Resolution for the purpose of:

#### **Re-appointment of Dr. Mahesh Bijlani (Din: 08447258) as an Non- Executive & Independent Director of the Company for a Period of 5 Years With effect from May 10, 2024.**

Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (“the Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014 (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), and other applicable laws and regulations, if any, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (hereinafter referred to as “MCA Circulars”) and read with the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (hereinafter referred as “SEBI Circulars”), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, and any other applicable law, rules and regulations, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force).

- The Postal Ballot Notice dated May 29, 2024 along with necessary statement setting out the material facts under Section 102 of the Act were sent through electronic mail to those members whose names appeared in the Register of Members/ List of Beneficiaries as on 14<sup>th</sup> June, 2024



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("cut-off date") and who had registered their email ID with the Company / RTA / Depositories in compliance with the MCA Circulars. The Company has also placed the notice of the Postal Ballot on the website of the Company.

- The Members of the Company holding shares as on the cut-off date were entitled to vote on the proposed resolution as set out in the Postal Ballot Notice.
- The remote e-voting period remained open from Friday, 21st June 2024, 9:00 A.M. to Saturday, 20<sup>th</sup> July, 2024, 5:00 P.M. During the said period, the Members of the Company, holding shares as on the cut-off date were entitled to vote on the resolution set out in the Postal Ballot Notice through remote e-voting.
- The e-voting module of NSDL was disabled on 20th July, 2024 at 5:00 P.M. and I, as the Scrutinizer, unblocked the votes casted, on Saturday, 20th July, 2024 at 05.09 P.M. in the presence two witnesses who are not in employment of the Company.
- I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the e-voting system of NSDL 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:
- Details of E-voting are as under:
  1. **Re-appointment of Dr. Mahesh Bijlani (Din: 08447258) as an Non- Executive & Independent Director of the Company for a Period of 5 Years With effect from May 10, 2024.**

Passed as a **Special Resolution** as follows:

a) Details of Votes in favour and against the resolution

	Remote E voting	Percentage (%)
<b>A. Votes in favour of Resolution</b>		
Promoters & Promoter Group	11,34,10,433	87.72%
Public Shareholders	1,08,98,319	8.43%
<b>Total (A)</b>	<b>12,43,08,752</b>	<b>96.15%</b>



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<b>B. Votes against the resolution</b>		
Promoters & Promoter Group	--	--
Public Shareholders	49,74,223	3.85%
<b>Total (B)</b>	<b>49,74,223</b>	<b>3.85%</b>
<b>Grand Total (A+B)</b>	<b>12,92,82,975</b>	<b>100.00</b>

### b) Details of Invalid & Abstained Votes

	Invalid Votes		Abstained from Voting	
	No. of Members	No. of votes casted	No. of Members	No. of votes casted
Promoters & Promoter Group	--	--	--	--
Public Shareholders	--	--	-	-
<b>Total</b>	<b>--</b>	<b>--</b>	<b>-</b>	<b>-</b>

- Based on the aforesaid result, I report that the Special Resolution as set out in Item No. 1 of the Postal Ballot Notice have been passed by the members through remote E-voting with requisite majority under the provisions of the Act.
- The electronic data and all other relevant records relating to remote e-voting are handed over to Ms. Varsharani Katre, Company Secretary and Compliance Officer, for safe custody.

You may kindly consider the aforesaid position of the votes cast by the Members, through remote e-voting and declare the result accordingly.

Thanking you.

### For SANJAY DHOLAKIA & ASSOCIATES

Sanjay Rasiklal Dholakia  
Digitally signed by Sanjay Rasiklal Dholakia  
Date: 2024.07.22 11:44:13 +05'30'

**Sanjay R Dholakia**  
**Practicing Company Secretary**  
**Proprietor**

**Membership No.: 2655**  
**CP No.:1798**  
**Peer Reviewed Firm No. 2036/2022**

**Place: Mumbai**  
**Date: 22<sup>nd</sup> July, 2024**

**UDIN: F002655F000793093**