



## FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

Date :- September 26, 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.: Proceedings of 84<sup>th</sup> Annual General Meeting held on September 26, 2024.

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

Dear Sir/Madam,

This is to inform you that **84<sup>th</sup> Annual General Meeting** of the members of **FDC Limited** was held on **Thursday, September 26, 2024 at 10.00 a.m. (IST)** through Video Conferencing ("**VC**")/ Other Audio Visual Means ("**OAVM**") in compliance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder read with MCA Circulars and SEBI Circulars. Pursuant to Regulation 30 of SEBI Listing Regulations, please find enclosed proceedings of the 84<sup>th</sup> Annual General Meeting.

The Results of the matters that were put to vote, as required under Regulation 44 of the SEBI Listing Regulations will be submitted separately.

Kindly take the same on record.

Thanking you,

Yours truly,

**For FDC Limited**

**Varsharani Katre**

**Company Secretary & Compliance Officer**

**Mem. No.:- FCS 8948**



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### SUMMARY OF PROCEEDINGS OF 84<sup>TH</sup> ANNUAL GENERAL MEETING OF FDC LIMITED

The 84<sup>th</sup> Annual General Meeting ('84<sup>TH</sup> AGM/the Meeting/AGM') of the Members of FDC Limited was held on Thursday, September 26, 2024 at 10.00 a.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"). The meeting was held in compliance with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 respectively issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 07, 2023 respectively issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the applicable provisions of the Companies Act, 2013 ("the Act") read with rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations/Listing Regulations") and Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India. The meeting was commenced at 10.00 a.m.

#### Directors Present:

CA. Uday Kumar Gurkar	- Chairman of the Board & Independent Director
Mr. Mohan A. Chandavarkar	- Managing Director (Chairman- Corporate Social Responsibility Committee)
Mr. Nandan M. Chandavarkar	- Joint Managing Director
Mr. Ameya A. Chandavarkar	- CEO - International Business & Executive Director
Mr. Ashok A. Chandavarkar	- Executive Director (Chairman of Risk Management Committee)
CA. Vijay Suresh Maniar	- Independent Director (Chairman of Audit Committee)
Dr. Charuta Mandke	- Independent Director

#### Directors Present through VC

Ms. Nomita R. Chandavarkar	- Non-Executive & Non-Independent Director
Dr. Mahesh Bijlani	- Independent Director (Chairman Stakeholder Relationship Committee and Nomination and Remuneration Committee)
CA. Vijay Nautamlal Bhatt	- Independent Director

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**CORPORATE OFFICE** : 142-48, S. V. Road, Jogeshwari (W), Mumbai - 400 102. INDIA  
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E-mail : fdc@fdcindia.com • Website : www.fdcindia.com

**REGISTERED OFFICE** : B-8, M.I.D.C. Industrial Area, Waluj - 431 136, Dist. Aurangabad. INDIA  
Tel.: 0240-255 4407 / 255 4299 / 255 4967 • Fax : 0240-255 4299  
E-mail : waluj@fdcindia.com • CIN : L24239MH1940PLC003176



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### Key Managerial Persons:

- |                            |  |
|----------------------------|--|
| Mr. Vijay Dharmadatt Bhatt | - Chief Financial Officer                |
| CS. Varsharani Katre       | - Company Secretary & Compliance Officer |

### In Attendance:

- |                     |  |
|---------------------|--|
| Mr. Amar Sunder     | - Partner of BSR & Co. LLP, Statutory Auditors   |
| Mr. Sanjay Dholakia | - Proprietor of M/s. Sanjay Dholakia and Associates, Practicing Company Secretary, Secretarial Auditor and the Scrutinizer for the purpose of remote e-voting and e-voting during 84 <sup>th</sup> AGM |

### Top Management Team:-

- |                    |  |
|--------------------|--|
| Mr. Mayank Tikkha  | - Senior Vice President – Sales & Marketing, Domestic Strategy / BD & CE |
| Ms. Jaswinder Gill | - Head International Business  |

Total 64 members attended the AGM.

Ms. Varsharani Katre, Company Secretary & Compliance Officer of the Company greeted the Shareholders and gave a brief on the necessary Statutory Information regarding the 84<sup>th</sup> AGM held through VC/OAVM. She informed that the meeting was conducted through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) facility without physical presence of the Members.

The deemed venue of the 84<sup>th</sup> AGM was Registered office of the Company situated at Waluj, Chhatrapati Sambhaji Nagar (Aurangabad), Maharashtra.

She also apprised that in compliance with MCA Circulars and SEBI Circulars, the Company had sent the Notice of the 84<sup>th</sup> AGM along with the Annual Report for the financial year 2023-24, in electronic form to those Members whose e-mail addresses are registered with the Company/Depositories/RTA. Further these documents were also made available on the Websites of the Company and Stock Exchanges.

The Company Secretary further informed that the Company had taken all feasible steps to ensure that the shareholders were provided an opportunity to participate in this AGM and vote. Since the meeting was held through VC there was no requirement of presence of member in person, therefore, in line with applicable guidelines, there was no requirement of appointing proxies.

She further stated that the Register of Directors & KMPs (including their shareholding) maintained under Section 170 and the Register of Contract maintained under section 189 of the



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Companies Act, 2013, were made available electronically for inspection by the Members during the 84<sup>th</sup> AGM.

Thereafter, she handed over the proceedings to Mr. Uday Kumar Gurkar, Chairman of the Board.

Mr. Uday Kumar Gurkar, Chairman of the Board and Independent Director, Chaired the proceedings of the 84<sup>th</sup> AGM of the Company. He then introduced the Directors on the Board and other attendees one by one.

The requisite quorum being present, the Chairman called the Meeting to order.

The Chairman informed that the Notice of 84<sup>th</sup> AGM along with the Explanatory Statement, Directors' Report and Audited Financial Statements for the Financial Year 2023-24 were already circulated and disseminated to the shareholders and hence, the same be taken as read.

The Auditor's Report for the year ended March 31, 2024 did not contain any qualifications, comments or observations on financial statements nor it highlights any matter, which has any adverse effect on the functioning of the Company during the Financial Year 2023-24. Hence, the said Auditor's report was taken as read.

Thereafter, the Chairman briefly deliberated on the performance of Company and appreciated the Management and whole FDC Team.

He expressed his gesture to all the employees, workforce, customers, partners, the medical community, Government, and shareholders for their support.

The Chairman, then requested Mr. Mohan Chandavarkar, Managing Director of the Company to address the Members.

The Managing Director apprised the members about the Company's vision, comprehensive plans to expand global presence and various other initiatives.

He thanked all stakeholders for their strong support and confidence on FDC based on which company is driven to achieve new milestones, shape a brighter future and positive impact on global healthcare.

The Managing Director, then requested the Chairman, to take up the further proceedings.

The Chairman informed that as the meeting was held through VC facility, the practice of proposing and seconding of resolutions is not required.

The following items of business as set out in the Notice of 84<sup>th</sup> AGM were put for shareholders consideration and approval:

Sr. No.	Particulars	Resolutions (Ordinary/ Special)
<b>Ordinary Business:</b>		
1.	Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2.	Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 along with Report of the Auditors thereon.	Ordinary Resolution
3.	Re-appointment of Ms. Nomita R. Chandavarkar (DIN: 00042332) as a Director, who retires by rotation and being eligible, offered herself for re-appointment.	Ordinary Resolution
<b>Special Business:</b>		
4.	Ratification of the remuneration of the Cost Auditors for the Financial Year 2024-25.	Ordinary Resolution
5.	Re-appointment of Mr. Ameya A. Chandavarkar (DIN: 00043238) as a CEO- International Business and Executive Director of the Company for a period of Five (5) years with effect from November 01, 2024.	Ordinary Resolution
6.	Appointment of Dr. Charuta Nityanath Mandke (DIN: 08953268) as a Non- Executive Independent Director of the Company for a period of Five (5) years with effect from August 07, 2024.	Special Resolution
7.	Approval of Payment of Commission to Independent Director of the Company with effect from April 01, 2024.	Ordinary Resolution

The Chairman informed that the Members were encouraged to express their views/ask questions at the 84<sup>th</sup> AGM by pre-registration as Speaker and also to share their queries in writing to the Company.

Members who had registered themselves as Speakers for the meeting, were invited to ask queries/seek clarification. Thereafter Mr. Mohan Chandavarkar, Managing Director of the Company suitably replied to queries of speakers as well as the written queries received by the Company.

Thereafter, the Chairman continued the proceedings and informed the Members that pursuant to the provisions of the Act and the Rules made thereunder and SEBI Listing Regulations, the Company had provided remote e-voting facility through the NSDL Portal to the members to cast their votes electronically on all resolutions set out in the Notice of 84<sup>th</sup> AGM. He further



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informed that the remote e-voting commenced on **September 23, 2024 at 09.00 a.m. (IST)** and ended on **September 25, 2024 at 05.00 p.m. (IST)**.

The Chairman reminded all the Shareholders who could not vote, to vote through NSDL Portal and the e-voting facility would remain open for 15 minutes post the AGM proceedings.

The Company had appointed Mr. Sanjay Dholakia, proprietor of M/s. Sanjay Dholakia and Associates, Practising Company Secretaries, having C.P. No. 1798 as Scrutinizer to scrutinize the votes cast through remote e-voting and e-voting at the AGM and issue the report thereon in the prescribed manner.

He further informed to the Members that the consolidated Scrutinizer's Report would be announced within two working days from the conclusion of the meeting and shall be intimated to the Stock Exchanges and uploaded on the website of the Company and NSDL.

The Chairman thanked all the members and attendees for attending the 84<sup>th</sup> AGM and declared the meeting as concluded.

The meeting concluded at 11:30 a.m. (including the time allowed for e-voting after the AGM)

This is for your information and record.

Yours truly,

**For FDC LIMITED**

**Varsharani Katre**  
**Company Secretary and Compliance officer**  
**Mem. No. FCS 8948**