

**FDC Limited**

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF
THE COMMITTEE OF DIRECTORS CONSTITUTED FOR THE PURPOSE OF
BUYBACK OF EQUITY SHARES AT ITS MEETING HELD ON JANUARY 25, 2012
AT MUMBAI

CLOSURE OF BUYBACK OF EQUITY SHARES:

"RESOLVED THAT the Buyback of Equity Shares be and is hereby closed after the market hours on January 25, 2012. The Company will not place any buy orders under the Buy - back after January 25, 2012.

RESOLVED FURTHER THAT the Company has bought back 33,58,102 Equity Shares of Re.1/- each at an average price of Rs. 96.82/- and the details of the same be and is hereby tabled before the Committee and initialed by the Chairman for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT Mr. A.A. Chandavarkar, Director and/or Mr. N.M. Chandavarkar, Joint Managing Director and/or Mr. Ameya A. Chandavarkar, Director and/or Ms. Shalini Kamath, Company Secretary, be and are hereby authorized jointly and/or severally to do all such acts, deeds, matters and things and sign such documents, forms and papers as they may deem necessary, expedient or proper with regard to implementation of the above resolution."

For FDC Limited

Shalini Kamath

Company Secretary