

**FDC Limited**

SME/CO-OPERATORS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

August 17, 2012

The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Sub.: Outcome of the Annual General Meeting

Date of the Annual General Meeting : August 17, 2012
Total number of shareholders on record date: 25801

No. of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 11
Public: 50

No. of shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group: N.A
Public: N.A.

Agenda-wise: Item no.1 of the Notice

Details of the Agenda: Adoption of accounts and the reports thereon for the year ended March 31, 2012.

Resolution required: Ordinary

Mode of Voting: Show of hands

The Ordinary resolution was passed by the shareholders with requisite majority.

Agenda-wise: Item no.2 of the Notice

Details of the Agenda: Declaration of final dividend of Rs. 2.00 (200%) per equity share of Re 1/-each for the year ended March 31, 2012.

Resolution required: Ordinary

Mode of Voting: Show of hands

The Ordinary resolution was passed by the shareholders with requisite majority.

CORPORATE OFFICE : 142-48, S. V. Road, Jogeshwari (W), Mumbai - 400 102, INDIA
Tel.: 91-22-3071 9100 - 399 / 2678 0653 / 0656 / 2542 • Fax : 91-22-2678 6393 / 8123 / 1912
E-mail: fdc@fdcindia.com • Website : www.fdcindia.com

REGISTERED OFFICE : 3-8, M.I.D.C. Industrial Area, Wakaj, 431 136, Dist. Aurangabad, India.
Tel.: 0240-255 4407 / 255 4299 / 255 4967 • Fax : 0240-255 4299

FDC LIMITED**NO.****Agenda-wise: Item no.3 of the Notice**

Details of the Agenda: re-appointment of CA Girish C. Sharedalal as a director retiring by rotation.

Resolution required: Ordinary

Mode of Voting: Show of hands

The Ordinary resolution was passed by the shareholders with requisite majority.

Agenda-wise: Item no.4 of the Notice

Details of the Agenda: re-appointment of Mr. Ashok A. Chandavarkar as a director retiring by rotation.

Resolution required: Ordinary

Mode of Voting: Show of hands

The Ordinary resolution was passed by the shareholders with requisite majority.

Agenda-wise: Item no.5 of the Notice

Details of the Agenda: appointment of M/s. S.R. Batliboi & Co., as Statutory Auditors of the Company , in place of the retiring Statutory Auditors, S R Batliboi & Associates, from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the Company and to fix their remuneration.

Resolution required: Special

Mode of Voting: Show of hands

The Special resolution was passed by the shareholders with requisite majority.

Agenda-wise: Item no.6 of the Notice

Details of the Agenda: appointment of Mr. Vinod G. Yennemadi as a director liable to retire by rotation.

Resolution required: Ordinary

Mode of Voting: Show of hands

The Ordinary resolution was passed by the shareholders with requisite majority.

FDC LIMITED**NO.**Agenda-wise: Item no.7 of the Notice

Details of the Agenda: payment of commission not exceeding 0.25% p.a. of the net profits by way of commission to the non- executive directors, as detailed in the notice to the AGM, already filed with you.

Resolution required: Special

Mode of Voting: Show of hands

The Special resolution was passed by the shareholders with requisite majority.

Agenda-wise: Item no.8 of the Notice

Details of the Agenda: Buyback its fully Paid-up Equity Shares of Re. 1/- each upto a quantity not exceeding 62,50,000 (Maximum Offer Shares) and at a price not exceeding Rs. 110/- per Equity Share (Maximum Offer Price) and upto a maximum limit of Rs. 5,000 lacs (Rupees Five thousand Lacs Only) (Maximum Offer Size) being less than 25% of the total existing Paid-up Equity Share Capital and Free Reserves through open market transactions.

Resolution required: Special

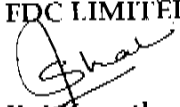
Mode of Voting: Postal Ballot

| Particulars | 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 polled in favour on votes polled | % of votes against on votes polled |
|------------------------------|--------------------|---------------------|---|-----------------------|---------------------|---|------------------------------------|
| | 1 | 2 | $3 = \frac{(2)}{(1)} * 100$ | 4 | 5 | $6 = \frac{(4)}{(2)} * 100$ | $7 = \frac{(5)}{(2)} * 100$ |
| Promoter and Promoter Group | 122,504,656 | 122,504,656 | 100.0000 | 122,504,656 | 0 | 100 | - |
| Public Institutional holders | 3,647,920 | 3,647,920 | 100.0000 | 3,647,920 | 0 | 100.00 | - |
| Public -Others | 857,731 | 857,640 | 99.9894 | 589,136 | 268,504 | 68.69 | 31.31 |
| Total | 127,010,307 | 127,010,216 | 99.9999 | 126,741,712 | 268,504 | 99.79 | 0.21 |

The Special resolution was passed by the shareholders with requisite majority.

Kindly take the above on record.

For FDC LIMITED


Shalini Kamath
Company Secretary

CC: National Stock Exchange of India Limited