



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

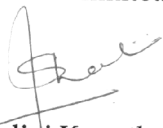
**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF
THE COMMITTEE OF DIRECTORS CONSTITUTED FOR THE PURPOSE OF
BUYBACK OF EQUITY SHARES AT ITS MEETING HELD ON AUGUST 14, 2013**

"RESOLVED THAT the Offer for Buyback of Equity Shares be and is hereby closed after the market hours on August 16, 2013. The Company will not place any buy orders under the Buyback after August 16, 2013.

RESOLVED FURTHER THAT the Company has bought back 50,87,343 Equity Shares of Re.1 each at an average price of Rs. 91.43/- for an aggregate amount of Rs. 46.51 crores as on August 14, 2013 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. M.A. Chandavarkar, Chairman and Managing Director and/or Mr. N.M. Chandavarkar, Joint Managing 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

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