



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

June 15, 2015

BSE Limited

P J Towers, Dalal Street,
Mumbai - 400 001
Fax: 22723121 / 22722037

National Stock Exchange of India Limited

Exchange Plaza, Bandra - Kurla Complex,
Bandra (E), Mumbai - 400 051
Fax: 26598237 / 38

Sub.: Reporting under Clause 35A of the Listing Agreement - Details of Voting Results through Postal Ballot and E-voting

Dear Sir / Madam,

Pursuant to Clause 35A of the Listing Agreement, we are submitting herewith the details regarding the voting results of the following businesses voted by way of Postal ballot and E-voting, in the prescribed format showing the results of voting:

- Approval of Public Shareholders on Scheme of Amalgamation;
- Approval of shareholders on the utilization of reserves, including Capital Redemption Reserves; and
- Alteration in Articles of Association.

Further, we are also enclosing the Report of the Scrutinizer on Postal Ballot and E-voting for your records.

We request you to take the above information on record.

Thanking you,

Yours faithfully,
for **FDC Limited**

(Signature)
Company Secretary

Encl:a/a



CORPORATE OFFICE : 142-48, S. V. Road, Jogeshwari (W), Mumbai - 400 102, INDIA
Tel. : +91-22-3071 9100 - 399 / 2678 0652 / 2653 / 2656 • Fax : +91-22-2678 6393 / 8123 / 1912
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

Details of Voting Results

Sr. No.	Particulars	Details
1.	Date of the AGM/EGM	Not Applicable
2.	Total number of shareholders as on record date	As of Cut-off date i.e. May 08, 2015-22,022

3. (a) Details of Agenda No. 1:

Item No.	Item	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/Poll/Postal Ballot/E-voting)
1.	Approving the Scheme of Amalgamation of Soven Trading & Investment Company Private Limited, Sudipta Trading & Investment Company Private Limited, Transgene Trading & Investment Company Private Limited and Anand Synthochem Limited with FDC Limited and their respective Shareholders and Creditors pursuant to Section 391 to 394 of the Companies Act, 1956 read with Section 100 to 103 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 2013.	Ordinary	E-Voting and Postal Ballot

Details of result for the Resolution No. 1 - E-Voting and Postal Ballot

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of votes in favor 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	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Public - Institutional Holders	23,828,541	17,283,548	72.53	17,283,548	0	100.00	0.00
Public- Others	31,499,887	9,715,774	30.84	9,714,009	1,765	99.98	0.02
Grand Total	55,328,428	26,999,322	48.80	26,997,557	1,765	99.99	0.01



Result: The above Resolution No.1 was passed by way of Ordinary Resolution.

3. (b) Details of Agenda No. 2:

Item No.	Item	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/ Poll/Postal Ballot/E-voting)
2.	Approving the Utilisation of Reserves including Capital Redemption Reserve Pursuant to the Scheme	Special Resolution	E-Voting and Postal Ballot

Details of result for the Resolution No. 2 - E-Voting and Postal Ballot

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outsta- nding shares	No. of Votes in favor	No. of Votes against	% of votes in favor 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	Not Applicable	Not Applicable	Not Appli- cable	Not Applicable	Not Applicable	Not Applicable	Not Appli- cable
Public - Institutional Holders	23,828,541	17,283,548	72.53	17,283,548	0	100.00	0.00
Public- Others	31,499,887	9,705,599	30.81	9,662,534	43,065	99.56	0.44
Grand Total	55,328,428	26,989,147	48.77	26,946,082	43,065	99.84	0.16

Result: The above Resolution No.2 was passed by way of Special Resolution.

3. (c) Details of Agenda No. 3:

Item No.	Item	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/ Poll/Postal Ballot/E-voting)
3.	Alteration of Articles of Association of the Company	Special Resolution	E-Voting and Postal Ballot



Details of result for the Resolution No. 3 - E-Voting and Postal Ballot

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outsta- nding shares	No. of Votes in favor	No. of Votes against	% of votes in favor 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	122,504,656	122,504,656	100.00	122,504,656	0	100.00	0.00
Public - Institutional Holders	23,828,541	17,283,548	72.53	17,179,219	104,329	99.40	0.60
Public- Others	31,499,887	9,705,804	30.81	9,703,524	2,280	99.98	0.02
Grand Total	177,833,084	149,494,008	84.06	149,387,399	106,609	99.93	0.07

Result: The above Resolution No.3 was passed by way of Special Resolution

Kindly take the above information on record.

Thanking you,

Yours faithfully,
for FDC Limited

(Signature)
Company Secretary





SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

B.COM. LL.B. F.C.S.

213, Gr. Floor, Raghuleela Mall,
Behind Poincur Bus Depot,
Kandivali (West), Mumbai - 400 067.

☎ : 2807 3233
98700 31365

E-mail : sanjayrd65@yahoo.com

Date: 13th June 2015

To,
The Chairman
FDC LIMITED
B-8 MIDC Industrial Estate,
Waluj,
Aurangabad- 431130.

Dear Sir,

SCRUTINIZER REPORT

I, Sanjay R. Dholakia, a Practicing Company Secretary have been appointed as a Scrutinizer by FDC LIMITED and I have furnished and submitted my reports as per the provision of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rule 2014.

The Board appointed me at their Meeting of the Company held on Wednesday, 6th May 2015 as the Scrutinizer for the Postal Ballot conducted and also the Company had appointed me Scrutinizer for the E-Voting facilities, provided by CDSL, for the E-Voting period which commenced on 14th May 2015 (10.00 a. m.) and ended on 12th June 2015 (5.00 p. m.).

Based on my scrutiny, I am enclosing herewith my Report.

Thanking you,

Yours faithfully,

For SANJAY DHOLAKIA & ASSOCIATES

Dholakia Sanjay R
(SANJAY R. DHOLAKIA)
Practicing Company Secretary
Proprietor
Encl.: as above





SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

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213, Gr. Floor, Raghuleela Mall,
Behind Poincur Bus Depot,
Kandivali (West), Mumbai - 400 067.

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98700 31365

E-mail : sanjayrd65@yahoo.com

I have issued Scrutinizer's Reports on E-Voting and Postal Ballot on 13th June 2015. As requested by the Management, I submit herewith the combined report on the results of E-Voting and Postal Ballot as under:

RESOLUTION _ID	Resolutions	Votes in favour of the resolutions		Votes in against of the resolutions	
		VOTE COUNT ASSENT	% OF ASSENT VOTES	VOTE COUNT DISSENT	% OF DISSENT VOTES
1	APPROVAL OF THE SCHEME OF AMALGAMATION AND ARRANGEMENT	26997557	99.99	1765	0.01
2	UTILIZATION OF THE RESERVES INCLUDING CAPITAL REDEMPTION RESERVE, PURSUANT TO THE SCHEME	26946082	99.84	43065	0.16
3	ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY	149387399	99.93	106609	0.07

Thanking you,

For SANJAY DHOLAKIA & ASSOCIATES

Dholakia Sanjay R

(SANJAY R. DHOLAKIA)

Practicing Company Secretary

Proprietor



Place: Mumbai

Date: 13th June 2015

Witness:

1. Nikunj Shah

Signature: *Nikunj Shah*

2. Suryakant Shinde

Signature: *Suryakant Shinde*