

### MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

August 21, 2017

**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

Ref.: BSE Scrip Code: 531599 and NSE Symbol - FDC

Sub.: Details of Voting Results through E-voting and Poll under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulation, 2015

Dear Sir / Madam,

This is to inform that the 77<sup>th</sup> Annual General Meeting(AGM) of the Members of FDC Limited was held on Saturday, 19<sup>th</sup> August, 2017 at 10.00 a.m. at WelcomHotel Rama International, R-3, Chikalthana, Aurangabad–431 210.

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are submitting herewith the following:

- 1. Details of voting results through remote e-voting and Poll at the AGM as **Annexure I**.
- 2. Consolidated Scrutinizer Report dated 21st August, 2017 on remote e-voting and Poll at the AGM as **Annexure II**.

We request you to take the above information on record.

Thanking you,

Yours faithfully, for **FDC Limited** 

Company Secretary Encl:a/a



### **FDC** Limited



Particulars	Details
Date of the AGM	19th August, 2017
Total number of shareholders as on record date	25698
No. of the shareholder present in the meeting either in	
person or through proxy:	
a) Promoters and Promoter Group:	9
b) Public:	38
No. of the shareholders attended the meeting through Video Conferencing	N.A
a) Promoters and Promoter Group:	N.A
b) Public:	N.A

### **Details of Voting Results**

Item No.	Item	Resolution	Mode of Voting (Show
		required	of hands/ Poll/Postal
		(Ordinary/	Ballot/E-voting)
		Special)	
1.	Adoption of the Audited Standalone Financial Statements and Audited Consolidated Ordinary	Ordinary	E-Voting and Poll
	Financial Statement for the year ended March 31, 2017 and Reports thereon		



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2.	Item No.
Declaration of Dividend of Rs. 2.25/- (225%) for the financial year ended 31st March, 2017.	Item
Ordinary	Resolution required (Ordinary/ Special)
E-Voting and Poll	Mode of Voting (Show of hands/ Poll/Postal Ballot/E-voting)

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

Total			ons	Instituti-	Non	Public-			Holders	onal	Instituti-	Public -			r Group	Promote	rand	Promote	Category
	Total	applicable)	Ballot (if	Postal	Poll	E-voting	Total	applicable)	Ballot (if	Postal	Poll	E-voting	Total	applicable)	Ballot (if	Postal	Poll	E-voting	Mode of Voting
143091744	184087					184087	20395001					20395001	122512656					122512656	No. of shares held  (1)
143091744	184087				151418	32669	20395001					20395001	122512656				,	122512656	No. of votes polled  (2)
100.00	100.00				82.25	17.75	100.00			1		100.00	100.00				,	100.00	% of Votes Polled on outsta- nding shares  (3)= [(2)/(1)]* 100
143091744	184087				151418	32669	20395001					20395001	122512656					122512656	
					1	4	t			1	Ĭ.		1			ı	,		No. of Votes against
100.00	100.00			1	100.00	100.00	100.00			•	ı	100.00	100.00				•	100.00	% of votes in favor on votes polled  (6)=[(4)/(2)]*
	1			3		1	1			ı			1			ı			% of Votes against on votes polled (7)=[(5)/(2)]*1

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



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	who retires by rotation and being eligible offers herself for re-appointment.	
Ordinary	Appointment of Mr. Ameya A. Chandavarkar (DIN: 00043238), Wholetime Director	3.
required (Ordinary/ Special)		
Resolution	Item	Item No.

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I	etails of result for the Resolution No. 3 - E-Voting and Ballot
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Total		Instituti- ons	Non	Public-		onal Holders	Instituti-	Public -		r Group	Promote	and and	Promote		Category
	Total	Postal Ballot (if applicable)	Poll	E-voting	Total	Postal Ballot (if applicable)	Poll	E-voting	Total	Ballot (if applicable)	Postal	Dell	E-voting		Mode Voting
143091544	183887			183887	20395001			20395001	122512656				122512656	(1)	of No. of shares held
143091544	183887	e	151418	32469	20395001		1	20395001	122512656				122512656	(2)	polled polled
100	100		82.34	17.66	1	1		100.00	100.00				100.00	nding shares (3)= [(2)/(1)]* 100	
143074851	169166	•	151418	17748	20393029	,	,	20393029	122512656				122512656	(4)	No. of Votes in favor
16693	14721	i.	t	14721	1972	1	1	1972	1					(5)	No. of Votes against
99.99	91.99	1	100	54.66	99.99			99.99	100.00			* 00.00	100.00	(6)=[(4)/( 2)]* 100	% of votes in favor on votes polled
0.01	8.01	ा	r	45.34	0.01		,	0.01						(7)=[(5) /(2)]*1	

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



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	Resolution	to fix their remuneration.	
E-Voting and Poll	Ordinary	Appointment of M/s. B S R & Co. LLP as the statutory auditors and authorize the Board	<b>.</b>
	Special)		
Ballot/E-voting)	(Ordinary/		
of hands/ Poll/Posta	required		
Mode of Voting (Show	Resolution	Item	Item No.

Details of result for the Resolution No. 4 - E-Voting and Ballot

Total			ns	Institutio	Non	Public-			Holders	-nal	Institutio	Public -			r Group	Promote	rand	Promote				Category
	Total	applicable)	Ballot (if	Postal	Poll	E-voting	Total	applicable)	Ballot (if	Postal	Poll	E-voting	Total	applicable)	Ballot (if	Postal	Poll	E-voting			Voting	Mode of
143091544	183887					183887	20395001					20395001	122512656			Name of the last o		122512656	(1)		held	_
143091544	183887				151418	32469	20395001			,	.4	20395001	122512656					122512656	(2)		polled	
100.00	100.00				82.34	17.66	100.00				1	100.00	100.00				ı	100.00	100	(3)=	Votes Polled on outsta- nding shares	% of
143091544	183887			t	151418	32469	20395001					20395001	122512656				•	122512656	(4)		in favor	_
ì	200			t			ı			4		1	1			1	ı		(5)		Votes against	No. of
100.00	100.00			(4)	100.00	100.00	100.00					100.00	100.00			1	ı	100.00	2)J* 100	(6)=[(4)/(	in favor on votes polled	
1				<b>(1</b> )	E	ı	E			1			1				ı	i	/(2)]*1 00	(7)=[(5)	against on votes polled	

Result: The above Resolution No.4 was passed by way of Ordinary Resolution



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Item No.	Item	Resolution required	of hands/Poll/Postal
		(Ordinary/	Ballot/E-voting)
		Special)	
5.	Payment of commission to the Non-Executive Directors of the Company for a period of	Special	E-Voting and Poll
	5 years commencing from April 01, 2017 to March 31, 2022.	Resolution	

Details of result for the Resolution No. 5 - E-Voting and Ballot

Total			ns	Institutio	Non	Public-			Holders	-nal	Institutio	Public -			r Group	Promote	rand	Promote	Category
	Total	applicable)	Ballot (if	Postal	Poll	E-voting	Total	applicable)	Ballot (if	Postal	Poll	E-voting	Total	applicable)	Ballot (if	Postal	Poll	E-voting	Voting of
143091544	183887					183887	20395001					20395001	122512656					122512656	hel.
143091544	183887				151418	32469	20395001			7.1		20395001	122512656			1.		122512656	2 2
100	100				82.34	17.66	100.00					100.00	100.00				•	100.00	Votes Polled on outstanding shares  (3)= [(2)/(1)]*
143073203	165546				149418	16128	20395001					20395001	122512656			i		122512656	in favor  (4)
18341	18341		lx		2000	16341				1	ı					1		1	Votes against
99.99	90.03				98.68	49.67	100.00					100.00	100.00					100.00	10 22 6 Po
0.01	9.97				1.32	50.33				ı									Votes against on votes polled (7)=[(5)/(2)]*

Result: The above Resolution No.5 was passed by way of Special Resolution



Details of Agenda No. 6:

Item No. It	Item	Resolution	Mode of Voting (Show
		required	of hands/ Poll/Postal
		(Ordinary/	Ballot/E-voting)
		Special)	
6. R:	Ratification of Remuneration of M/s. Sevekari Khare & Associates, Cost Auditors for		E-Voting and Poll
th	the financial year ending March 31, 2018.	Resolution	

Details of result for the Resolution No. 6 - E-Voting and Ballot

Total			ns	Institutio	Non	Public-			Holders	-nal	Institutio	Public -			r Group	Promote	rand	Promote		Category
	Total	applicable)	Ballot (if	Postal	Poll	E-voting	Total	applicable)	Ballot (if	Postal	Poll	E-voting	Total	applicable)	Ballot (if	Postal	Poll	E-voting		Mode of Voting
143091544	183887					183887	20395001					20395001	122512656					122512656	(1)	held shares
143091544	183887			3	151418	32469	20395001			ı		20395001	122512656		X		•	122512656	(2)	No. of votes polled
100	100			1	82.34	17.66	100.00			1	r	100.00	100.00				1	100.00	(3)= [(2)/(1)]* 100	% of Votes Polled on outsta- nding shares
143091394	183737			,	151418	32319	20395001				1	20395001	122512656					122512656	(4)	No. of Votes in favor
150	150			1	1	150	1			ŧ									(5)	No. of Votes against
100.00	99.92			1	100.00	99.54	100			1	1	100	100.00			•	1	100.00	(6)=[(4)/( 2)]* 100	% of votes in favor on votes polled
1	0.08			a	0.15	0.46	1				1		a				1		(7)=[(5) /(2)]*1 00	% of Votes against on votes polled

Result: The above Resolution No.6 was passed by way of Ordinary Resolution





0.89

99.11

1730

182157

100

183887 143091544

Result: The above Resolution No.7 was passed by way of Special Resolution

183887 143091544

Total

Total

Item No.	Item No. Item					Resolution	ution	Mode of Voting (Show	ting (Show
						required (Ordinary/ Special)	red nary/ ul)	of hands/ Poll/Postal Ballot/E-voting)	oll/Postal iting)
7.	Authorising Company.	Authorising the Company to cl Company.	charge for service of documents to members of the	of documents	to members		ıl ıtion	E-Voting and Poll	d Poll
Details of	result for the	Details of result for the Resolution No. 6 - E-N	E-Voting and Ballot						
Category	Mode of Voting	No. of shares	No. of votes polled	% of Votes Polled on outstanding	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)=	(4)	(5)	(6)=[(4)/( 2)]*	(7)=[(5) /(2)]*1	
				100			100	00	
Promote	E-voting	122512656	122512656	100.00	122512656	0	100.00	0.00	
rand	Poll		•	1	•	*			
Promote r Group	Postal Ballot (if		Ann S		•	•			
	Total	122512656	122512656	100.00	122512656	0	100.00	00.00	
Public -	E-voting	20395001	20395001	100.00	20395001	0	100	0	
Institutio	Poll		ī	1				•	
-nal Holders	Postal Ballot (if			1			·	6	
	Total	20395001	20395001	100.00	20395001	0	100	0	
Public-	E-voting	183887	32469	17.66	30839	1630	94.98	5.02	
Non	Poll		151418	82.34	151318	100	100.00	0.00	
Institutio ns	Postal Ballot (if		t	ı		×			SO LIMITED
	Total	192887	193897	100	182157	1730	99 11	0.89	4 /2



Kindly take the above information on record.

Thanking you,

Yours faithfully,

for FDC Limited

Company Secretary



### SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

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

213, Gr. Floor, Raghuleela Mall, Behind Poinsur Bus Depot, Kandivali (West), Mumbai - 400 067. © : 2807 3233 98700 31365 E-mail : sanjayrd65@yahoo.com

### CONSOLIDATED SCRUTINIZER'S REPORT

To,
The Chairman of 77th Annual General Meeting (AGM) of the Members of FDC Limited held on Saturday, 19th August 2017 at 10.00 a.m. at
WelcomHotel Rama International, R-3,
Chikalthana, Aurangabad – 431 210

### Dear Sir,

- 1. The Board of Directors of the Company at its meeting held on 26th May 2017, had appointed me as the Scrutinizer for the purpose of scrutinizing the Remote e-voting process and polling process conducted at the AGM, for all the Resolutions as set out in the Notice of the 77th AGM.
- 2. In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company had provided its Members the Remote e-voting facility as provided by Central Depository Services (India) Limited (CDSL) for all the Resolutions as set out in the Notice of the 77th AGM.
- 3. Further, the facility for voting through Ballot Paper was also made available at the AGM for those Members / proxy holders who attended the AGM and have not cast their vote by Remote e-voting.
- 4. I hereby submit my report as under:
  - 4.1 The Company has given the Ballot Paper to the Members who were present at the AGM held on Saturday, 19th August 2017 at 10.00 a.m. at WelcomHotel Rama International, R-3, Chikalthana, Aurangabad 431 210
  - 4.2 Particulars of all the Ballot Papers received from the Members and the votes cast by electronic mode have been entered in register maintained for the purpose.
  - 4.3 The Ballot Papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Ballot Papers.
  - 4.4 The ballot box was opened in my presence.



### 9

### SANJAY DHOLAKIA & ASSOCIATES

### COMPANY SECRETARIES

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

213, Gr. Floor, Raghuleela Mall, Behind Poinsur Bus Depot, Kandivali (West), Mumbai - 400 067. © : 2807 3233 98700 31365 E-mail : sanjayrd65@yahoo.com

- 4.5 The ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company as on 10<sup>th</sup> August, 2017.
- 4.6 I did not find any defaced or mutilated Ballot Papers.
- 4.7 The Remote e-Voting period had commenced on Wednesday, 16th August, 2017 at 9:00 a.m. (IST) and ended on Friday, 18th August, 2017 at 5:00 p.m. (IST).
- I have also received a complete record of votes cast through electronic mode, upto 5:00 p.m. on 18th August, 2017 from CDSL, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 19th August, 2017 in the presence of two witnesses, Ms. Mittal Gori and Ms. Ruchita Birla who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Mittal Gori Name: Ruchita Birla

- 4.9 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolutions, as set out in the Notice of the 77th AGM.
- 5. A summary of the combined voting results of the votes cast through Ballot Papers received and Remote e-voting is given as **Annexure 1**.
- 6. I have handed over the Ballot Papers and other related papers/ registers and records for the safe custody to the Chairman who has been authorized by the Board to supervise the Ballot process.
- 7. On the basis of the scrutiny of the votes cast by Ballot Papers and through Remote e-voting, the Resolution no. 1 to Resolution no. 7 as set out in the Notice of the 77th AGM have been duly passed by the Shareholders of the Company with the requisite majority.



### SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

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

213, Gr. Floor, Raghuleela Mall, Behind Poinsur Bus Depot, Kandivali (West), Mumbai - 400 067. © : 2807 3233 98700 31365 E-mail : sanjayrd65@yahoo.com

8. You may accordingly declare the aforesaid voting result of votes cast through Ballot Papers and Remote e-voting.

Thanking you,

For Sanjay Dholakia & Associates Practising Company Secretary

Sanjay Dholakia

Proprietor

Dholam S

Membership No. 2655 /CP No. 1798

Date:

21st August, 2017

Place:

Mumbai



### Annexure 1

REPORT OF BOARD OF DIRECTORS AND AUDITORS REPORT THEREON OF THE COMPANY FOR THE FINANCIAL YEAR RESOLUTION 1- ADOPTION OF AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS TOGETHER WITH ENDED 31st MARCH, 2017.

						Results	ing Results
Particulars	Remote E-voting	3-voting	Polling a	Polling at the AGM	3	iisoiidated vod	9
							to reduce Later 2
		of No of valid	No. of	No. of Valid	Total No. of	Total No. of	of No. of Valid   Total No. of   Total No. ot   % of total infinite of
	100.	10.01				Sofor Liles	1:4 water   walid votes cast
	Members	votes cast	Members /	votes cast	Members	valla voice	
			P. 1010		voted	cast	
	voted		rroxy voted				
					,	1420001544	100 00
In favour of the	86	142940126	17	151418	115	143071344	00:001
Resolution	2						
Against the	Ū	0	0	0	0	0	00.00
Resolution	>						

### RESOLUTION 2 – DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR ENDED 31<sup>5T</sup> MARCH, 2017. Invalid votes

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ing Results	of No. of Valid Total No. of Total No. of % of total number of % of total number of wotes cast walid votes cast voted cast	100.00	0.00	28 A S. C.
Consolidated voting Results	Total No. of valid votes cast	143091744	0	
Ö	Total No. of Members voted	116	0	
Polling at the AGM	No. of Valid votes cast	151418	0	
Polling a	No. of Members / Proxy voted	17	0	
E-voting	of No. of valid votes cast	142940326	0	
Remote E-voting	ers	99 99	0	
Particulars		In favour of the	Against the	TO THE STATE OF TH

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	0 0
	Invalid votes



### RESOLUTION 3 – RE-APPOINTMENT OF MR. AMEYA A. CHANDAVARKAR, (DIN 00043238) AS A DIRECTOR WHO RETIRES BY ROTATION AND SEEK RE-APPOINTMENT

Particulars	Remote E-voting	E-voting	Polling a	Polling at the AGM	ပိ	Consolidated voting Results	ing Results
	No. of Members voted	of No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	of     No. of     Valid     Total No. of     Total No. of     % of total number of       /     votes cast     Members     valid votes     valid votes cast       voted     cast
In favour of the Resolution	94	142923433	17	151418	111	143074851	66.66
Against the Resolution	4	16693	0	0	4	16693	0.01

101248W/W-100022), AS STATUTORY AUDITORS OF THE COMPANY & FIXING THEIR REMUNERATION.

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Invalid votes

ing Results	of No. of Valid Total No. of Total No. of % of total number of / votes cast Members valid votes ast voted cast	100.00	0.00
Consolidated voting Results	Total No. of valid votes cast	143091544	0
တ	Total No. of Members voted	115	0
Polling at the AGM	No. of Valid votes cast	151418	0
Polling a	No. of Members / Proxy voted	17	0
Remote E-voting	of No. of valid votes cast	142940126	0
Remote	No. of Members voted	86	0
Particulars		In favour of the Resolution	Against the Resolution

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	Invalid votes	THE POST	



# RESOLUTION 5 - PAYMENT OF COMMISSION TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY FOR A PERIOD OF 5 YEARS COMMENCING FROM APRIL 01, 2017 TO MARCH 31, 2022.

Farticulars	Remote	Remote E-voting	Polling a	Polling at the AGM	ပိ	Consolidated voting Results	ing Results
		of No. of valid	No.	No. of Valid	Total No. of	Total No. of	of No. of Valid Total No. of Total No. of   % of total number of
	Members	votes cast	Members /	votes cast	Members	valid votes	valid votes valid votes cast
	voted		Proxy voted		voted	cast	
In favour of the							
Resolution	76	142923785	16	149418	108	143073203	66.66
Against the							
Resolution	Q	16341	1	2000	7	18341	0.01

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Invalid votes

## RESOLUTION 6 - RATIFICATION OF REMUNERATION PAYABLE TO M/S. SEVEKARI KHARE & ASSOCIATES, COST AUDITORS TO AUDIT THE COST RECORDS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING MARCH 31, 2018.

Particulars	Remote E-voting	E-voting	Polling a	Polling at the AGM	ပိ	Consolidated voting Results	ing Results
	No. of Members voted	of No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	of     No. of     Valid     Total No. of     Total No. of     Total no. of     % of total number of       /     votes cast     Members     valid votes cast       voted     cast
In favour of the Resolution	97	142939976	17	151418	114	143091394	100.00
Against the Resolution	1	150	0	0	1	150	0.00

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RESOLUTION 7 - AUTHORIZING THE COMPANY TO CHARGE FOR SERVICE OF DOCUMENTS TO MEMBERS OF THE COMPANY.

Particulars	Remote E-voting	E-voting	Polling a	Polling at the AGM	CO	Consolidated voting Results	ing Results
	No. of	of No. of valid	No. of	No. of Valid	Total No. of	Total No. of	of No. of Valid Total No. of Total No. of   % of total number of
	Members	votes cast	Members /	votes cast	Members	valid votes	valid votes valid votes cast
	voted		Proxy voted		voted	cast	
In favour of the	70	142028406	71	151218	110	143089814	100.00
Resolution	74	14720420	70	010101	OTT	11000011	
Against the	•	1630		100	ம	1730	0.00
Resolution	۲	0001	7	001	5		



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Invalid votes