



FDC Limited

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 77th Annual General Meeting (AGM) of the Members of FDC Limited was held on Saturday, 19th 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**

Akash
Company Secretary
Encl:a/a



Details of Voting Results

Particulars	Details
Date of the AGM	19 th 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 Agenda No.1:

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

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

Category	Mode of Voting	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
Promoter and Promoter Group	E-voting	122512656	122512656	100.00	122512656	-	100.00	-
	Poll	-	-	-	-	-	-	-
Public - Institutional Holders	Postal Ballot (if applicable)	122512656	122512656	100.00	122512656	-	100.00	-
	E-voting	20395001	20395001	100.00	20395001	-	100.00	-
Public-Non Institutional	Postal Ballot (if applicable)	20395001	20395001	100.00	20395001	-	100.00	-
	E-voting	183887	32469	17.66	32469	-	100.00	-
Total	Postal Ballot (if applicable)	183887	183887	100.00	183887	-	100.00	-
	E-voting	143091544	143091544	100.00	143091544	-	100.00	-

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



Details of Agenda No.2:

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

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

Category	Mode of Voting	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
Promoter and Promoter Group	E-voting	122512656	122512656	100.00	-	-	100.00	-
	Poll	-	-	-	-	-	-	-
Public - Institutional Holders	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
Public - Institutional Holders	E-voting	20395001	20395001	100.00	-	-	100.00	-
	Poll	-	-	-	-	-	-	-
Public - Non Institutional	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
Total	E-voting	184087	184087	100.00	184087	-	100.00	-
	Poll	-	-	-	-	-	-	-
Total		143091744	143091744	100.00	143091744	-	100.00	-

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



Details of Agenda No.3:

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

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

Category	Mode of Voting	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
Promote and Promoter Group	E-voting	122512656	122512656	100.00	122512656	-	100.00	-
	Poll	-	-	-	-	-	-	-
Public - Institutional Holders	Postal Ballot (if applicable)	122512656	122512656	100.00	122512656	-	100.00	-
	Total	122512656	122512656	100.00	122512656	-	100.00	-
Public - Institutional Holders	E-voting	20395001	20395001	100.00	20393029	1972	99.99	0.01
	Poll	-	-	-	-	-	-	-
Public - Institutional Holders	Postal Ballot (if applicable)	20395001	20395001	-	20393029	1972	99.99	0.01
	Total	20395001	20395001	-	20393029	1972	99.99	0.01
Public - Institutional Holders	E-voting	183887	32469	17.66	17748	14721	54.66	45.34
	Poll	-	151418	82.34	151418	-	100	-
Public - Institutional Holders	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	183887	183887	100	169166	14721	91.99	8.01
Total	Total	143091544	143091544	100	143074851	16693	99.99	0.01

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



Details of Agenda No.4:

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

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

Category	Mode of Voting	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
Promoter and Promoter Group	E-voting	122512656	122512656	100.00	-	-	100.00	-
	Poll	-	-	-	-	-	-	-
Public - Institutional Holders	Postal Ballot (if applicable)	122512656	-	-	-	-	-	-
	Total	122512656	122512656	100.00	122512656	-	100.00	-
Public - Non Institutional Holders	E-voting	20395001	20395001	100.00	-	-	100.00	-
	Poll	-	-	-	-	-	-	-
Public - Non Institutional Holders	Postal Ballot (if applicable)	20395001	-	-	-	-	-	-
	Total	20395001	20395001	100.00	20395001	-	100.00	-
Total	E-voting	183887	32469	17.66	32469	-	100.00	-
	Poll	151418	-	82.34	151418	-	100.00	-
Total	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	183887	183887	100.00	183887	-	100.00	-
Total	E-voting	143091544	143091544	100.00	143091544	-	100.00	-
	Poll	-	-	-	-	-	-	-

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



Details of Agenda No. 5:

Item No.	Item	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/ Poll/Postal Ballot/E-voting)
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.	Special Resolution	E-Voting and Poll

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

Category	Mode of Voting	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
Promoter and Promoter Group	E-voting	122512656	122512656	100.00	-	-	100.00	-
	Poll	-	-	-	-	-	-	-
Public - Institutional Holders	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	122512656	122512656	100.00	122512656	-	100.00	-
Public - Institutional Holders	E-voting	20395001	20395001	100.00	20395001	-	100.00	-
	Poll	-	-	-	-	-	-	-
Public - Non Institutional Holders	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	20395001	20395001	100.00	20395001	-	100.00	-
Public - Non Institutional Holders	E-voting	183887	32469	17.66	16128	16341	49.67	50.33
	Poll	-	151418	82.34	149418	2000	98.68	1.32
Public - Non Institutional Holders	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	183887	183887	100	165546	18341	90.03	9.97
Total	Total	143091544	143091544	100	143073203	18341	99.99	0.01

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



Details of Agenda No. 6:

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

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

Category	Mode of Voting	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
Promoter and Promoter Group	E-voting	122512656	122512656	100.00	122512656	-	100.00	-
	Poll	-	-	-	-	-	-	-
Public - Institutional Holders	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	122512656	122512656	100.00	122512656	-	100.00	-
Public - Institutional Holders	E-voting	20395001	20395001	100.00	20395001	-	100	-
	Poll	-	-	-	-	-	-	-
Public-Non Institutional Holders	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	20395001	20395001	100.00	20395001	-	100	-
Total	E-voting	183887	32469	17.66	32319	150	99.54	0.46
	Poll	151418	151418	82.34	151418	-	100.00	-
Total	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	183887	183887	100	183737	150	99.92	0.08
Total	Total	143091544	143091544	100	143091394	150	100.00	-

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





Details of Agenda No. 7:

Item No.	Item	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/ Poll/Postal Ballot/E-voting)
7.	Authorising the Company to charge for service of documents to members of the Company.	Special Resolution	E-Voting and Poll

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

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favor	No. 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	E-voting	122512656	122512656	100.00	122512656	0	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutional Holders	Total	122512656	122512656	100.00	122512656	0	100.00	0.00
	E-voting	20395001	20395001	100.00	20395001	0	100	0
	Poll		-	-	-	-	-	-
Public-Non Institutions	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	20395001	20395001	100.00	20395001	0	100	0
	E-voting	183887	32469	17.66	30839	1630	94.98	5.02
Total	Poll		151418	82.34	151318	100	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	183887	183887	100	182157	1730	99.11	0.89
		143091544	143091544	100	143089914	1630	100.00	0.00

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

Kindly take the above information on record.

Thanking you,

Yours faithfully,

for *FDC Limited*

[Signature]
Company Secretary



FDC Limited



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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,
Chikalhana, 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, Chikalhana, 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.





SANJAY DHOLAKIA & ASSOCIATES


COMPANY SECRETARIES

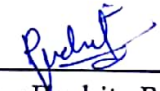
B.COM. LL.B. F.C.S.

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Behind Poinsur Bus Depot,
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- 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 10th 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).
- 4.8 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

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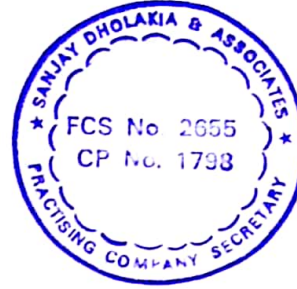
8. You may accordingly declare the aforesaid voting result of votes cast through Ballot Papers and Remote e-voting.

Thanking you,

For Sanjay Dholakia & Associates
Practising Company Secretary

Dholakia Sanjay

Sanjay Dholakia
Proprietor
Membership No. 2655 /CP No. 1798



Date : 21st August, 2017
Place : Mumbai

Annexure 1

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

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. Members voted	No. of valid votes cast	No. Members / Proxy voted	No. of valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	98	142940126	17	151418	115	143091544	100.00
Against the Resolution	0	0	0	0	0	0	0.00
Invalid votes	0	0	0	0			

RESOLUTION 2 - DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017.

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. Members voted	No. of valid votes cast	No. Members / Proxy voted	No. of valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	99	142940326	17	151418	116	143091744	100.00
Against the Resolution	0	0	0	0	0	0	0.00
Invalid votes	0	0	0	0			



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

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. Members voted	No. of valid votes cast	No. Members / Proxy voted	No. of valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	94	142923433	17	151418	111	143074851	99.99
Against the Resolution	4	16693	0	0	4	16693	0.01
Invalid votes	0	0	0	0			

RESOLUTION 4 - APPOINTMENT OF M/S. B S R & CO. LLP, CHARTERED ACCOUNTANTS, (ICAI FIRM REGISTRATION NO. 101248W/W-100022), AS STATUTORY AUDITORS OF THE COMPANY & FIXING THEIR REMUNERATION.

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. Members voted	No. of valid votes cast	No. Members / Proxy voted	No. of valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	98	142940126	17	151418	115	143091544	100.00
Against the Resolution	0	0	0	0	0	0	0.00
Invalid votes	0	0	0	0			



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.

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	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 total number of valid votes cast
In favour of the Resolution	92	142923785	16	149418	108	143073203	99.99
Against the Resolution	6	16341	1	2000	7	18341	0.01
Invalid votes	0	0	0	0	0	0	0

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		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	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 total number of valid votes 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
Invalid votes	0	0	0	0	0	0	0



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

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. Members voted	No. of valid votes cast	No. Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	94	142938496	16	151318	110	143089814	100.00
Against the Resolution	4	1630	1	100	5	1730	0.00

Invalid votes	0	0	0	0
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