



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

August 09, 2014

BSE LIMITED

**Phiroze Jeejeebhoy Towers
DalaL Street, Mumbai-400001**

**National Stock Exchange of India,
Exchange Plaza, 5th Floor, Plot no. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai-400051**

Kind Attention: Corporate Relationship Department

Sub: Proceedings of 74th Annual General Meeting

Dear Sir / Madam,

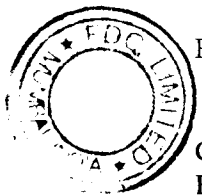
The 74th Annual General Meeting of the shareholders of the Company was held on Saturday, 09th August 2014, at WelcomHotel Rama International, R-3, Chikalthana, Aurangabad- 431 210.

In accordance with Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) rules, 2014, the Company had provided E-voting facility, to facilitate the Members of the Company, who were shareholders, as at the cut-off date of June 30, 2014, to cast their votes electronically on all businesses proposed in the Notice of AGM. The E-voting period commenced on Monday, August 04, 2014 at 10.00 a.m. and concluded on Wednesday, August 06, 2014 at 06.00 p.m.

At the AGM held today, after unanimous confirmation of shareholders present at the Meeting and based on the report dated August 07, 2014 submitted by Mr. Sanjay Dholakia, Practicing Company Secretary (C.P.No.2655), who was engaged by the Company as Scrutinizer, the Chairman declared that all the resolutions contained in Item nos. 1 to 15 of the Notice of AGM were approved by the Shareholders of the company through E-voting, with requisite majority.

Copy of the Scrutinizer's report along with requisite particulars of E-voting results as per Clause 35A of the Listing Agreement, is enclosed for your information and record.

Yours Truly,



For FDC Limited

Company Secretary
Encl:a/a

DETAILS OF E-VOTING RESULTS AT 74th ANNUAL GENERAL MEETING HELD ON AUGUST 09, 2014

(Pursuant to Clause 35A of the Listing Agreement)

A. Details of Attendance at Annual General Meeting:

Particulars	Details
Date of AGM	August 09, 2014
Total number of Equity Shareholders as on Book Closure	23751
No. of Shareholders present in the meeting either in person or through proxy	
a) Promoters & Promoter Group	
b) Public	
No. of Shareholders attended the meeting through video conferencing	
a) Promoters & Promoter Group	0
b) Public	0
Details of Agenda	As detailed in 'B' below
Resolution required	As detailed in 'B' below
Mode of Voting	As detailed in 'B' below
Voting results	As detailed in 'B' below



B. Details of E-Voting for all Items proposed at Annual General Meeting

Item No.1- Ordinary Resolution

Adoption of Audited Balance Sheet as at March 31, 2014, Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

Promoter/Public	No. of Shares held (1)	No. of Votes Polled(2)	% of Votes polled on Outstandings shares (3)=[(2)/(1)]*100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Method of Voting- E-Voting							
Promoter and Promoter Group	122504656	122504656	100.00	122504656	0	100.00	0.00
Public Institutional Holders	21601255	13322405	61.67	13322405	0	100.00	0.00
Public-Others	33727173	1745983	5.18	1745983	0	100.00	0.00
Total	177833084	137573044	77.36	137573044	0	100.00	0.00



Item No.2- Ordinary Resolution

Approval of final dividend, for the year ended March 31, 2014.

Promoter/Public	No. of Shares held (1)	No. of Votes Polled(2)	% of Votes polled on Outstandings shares (3)=[(2)/(1)]*100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Method of Voting- E-Voting							
Promoter and Promoter Group	122504656	122504656	100.00	122504656	0	100.00	0.00
Public Institutional Holders	21601255	13322405	61.67	13322405	0	100.00	0.00
Public-Others	33727173	1745983	5.18	1745983	0	100.00	0.00
Total	177833084	137573044	77.36	137573044	0	100.00	0.00

Item No.3- Ordinary Resolution

Re-appointment of Mr. Ameya A. Chandavarkar, who retires by rotation

Promoter/Public	No. of Shares held (1)	No. of Votes Polled(2)	% of Votes polled on Outstandings shares (3)=[(2)/(1)]*100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Method of Voting- E-Voting							
Promoter and Promoter Group	122504656	122504656	100.00	122504656	0	100.00	0.00
Public Institutional Holders	21601255	13322405	61.67	13322405	0	100.00	0.00
Public-Others	33727173	1745983	5.18	1745983	0	100.00	0.00
Total	177833084	137573044	77.36	137573044	0	100.00	0.00



Item No.4- Ordinary Resolution

Appointment of M/s. S R B C & Co. LLP as statutory auditors of the Company

Promoter/Public	No. of Shares held (1)	No. of Votes Polled(2)	% of Votes polled on Outstandings shares (3)=[(2)/(1)]*100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Method of Voting- E-Voting							
Promoter and Promoter Group	122504656	122504656	100.00	122504656	0	100.00	0.00
Public Institutional Holders	21601255	13322405	61.67	13299033	23372	99.82	0.18
Public-Others	33727173	1745433	5.18	1745433	0	100.00	0.00
Total	177833084	137572494	77.36	137549122	23372	99.98	0.02

Item No.5- Special Resolution

Re-Appointment of Mr. Mohan A.Chandavarkar as Managing Director of the Company

Promoter/Public	No. of Shares held (1)	No. of Votes Polled(2)	% of Votes polled on Outstandings shares (3)=[(2)/(1)]*100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Method of Voting- E-Voting							
Promoter and Promoter Group	122504656	122504656	100.00	122504656	0	100.00	0.00
Public Institutional Holders	21601255	13322405	61.67	13322405	0	100.00	0.00
Public-Others	33727173	1745983	5.18	1745983	0	100.00	0.00
Total	177833084	137573044	77.36	137573044	0	100.00	0.00



Item No.6- Ordinary Resolution

Re-Appointment of Mr. Nandan M. Chandavarkar as Joint Managing Director of the Company

Promoter/Public	No. of Shares held (1)	No. of Votes Polled(2)	% of Votes polled on Outstandings shares (3)=[(2)/(1)]*100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Method of Voting- E-Voting							
Promoter and Promoter Group	122504656	122504656	100.00	122504656	0	100.00	0.00
Public Institutional Holders	21601255	13322405	61.67	13322405	0	100.00	0.00
Public-Others	33727173	1745983	5.18	1745983	0	100.00	0.00
Total	177833084	137573044	77.36	137573044	0	100.00	0.00

Item No.7- Ordinary Resolution

Modification of terms and conditions of the agreement entered into Mr. Ashok A. Chandavarkar

Promoter/Public	No. of Shares held (1)	No. of Votes Polled(2)	% of Votes polled on Outstandings shares (3)=[(2)/(1)]*100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Method of Voting- E-Voting							
Promoter and Promoter Group	122504656	122504656	100.00	122504656	0	100.00	0.00
Public Institutional Holders	21601255	13322405	61.67	6584898	6737507	49.43	50.57
Public-Others	33727173	1745983	5.18	1744433	1550	99.91	0.09
Total	177833084	137573044	77.36	130833987	6739057	95.10	4.90



Item No.8- Ordinary Resolution

Modification of terms and conditions of the agreement entered into Mr. Ameya A. Chandavarkar

Promoter/Public	No. of Shares held (1)	No. of Votes Polled(2)	% of Votes polled on Outstandings shares (3)=[(2)/(1)]*100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Method of Voting- E-Voting							
Promoter and Promoter Group	122504656	122504656	100.00	122504656	0	100.00	0.00
Public Institutional Holders	21601255	13322405	61.67	6584898	6737507	49.43	50.57
Public-Others	33727173	1745983	5.18	1744433	1550	99.91	0.09
Total	177833084	137573044	77.36	130833987	6739057	95.10	4.90

Item No.9- Ordinary Resolution

Appointment of Dr.Nagam H. Attthreya as an Independent Director of the Company

Promoter/Public	No. of Shares held (1)	No. of Votes Polled(2)	% of Votes polled on Outstandings shares (3)=[(2)/(1)]*100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Method of Voting- E-Voting							
Promoter and Promoter Group	122504656	122504656	100.00	122504656	0	100.00	0.00
Public Institutional Holders	21601255	13322405	61.67	13299033	23372	99.82	0.18
Public-Others	33727173	1745983	5.18	1745983	0	100.00	0.00
Total	177833084	137573044	77.36	137549672	23372	99.98	0.02



Item No.10- Ordinary Resolution

Appointment of Mr. Girish C. Sharedalal as an Independent Director of the Company

Promoter/Public	No. of Shares held (1)	No. of Votes Polled(2)	% of Votes polled on Outstandings shares (3)=[(2)/(1)]*100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Method of Voting- E-Voting							
Promoter and	122504656	122504656	100.00	122504656	0	100.00	0.00
Promoter Group							
Public Institutional	21601255	13322405	61.67	13299033	23372	99.82	0.18
Holders							
Public-Others	33727173	1745983	5.18	1745983	0	100.00	0.00
Total	177833084	137573044	77.36	137549672	23372	99.98	0.02

Item No.11- Ordinary Resolution

Appointment of Mr. Vinod G. Yennemadi as an Independent Director of the Company

Promoter/Public	No. of Shares held (1)	No. of Votes Polled(2)	% of Votes polled on Outstandings shares (3)=[(2)/(1)]*100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Method of Voting- E-Voting							
Promoter and	122504656	122504656	100.00	122504656	0	100.00	0.00
Promoter Group							
Public Institutional	21601255	13322405	61.67	13299033	23372	99.82	0.18
Holders							
Public-Others	33727173	1745983	5.18	1745983	0	100.00	0.00
Total	177833084	137573044	77.36	137549672	23372	99.98	0.02

Item No.12- Ordinary Resolution

Appointment of Dr. Rahim H. Muljani as an Independent Director of the Company

Promoter/Public	No. of Shares held (1)	No. of Votes Polled(2)	% of Votes polled on Outstandings shares (3)=[(2)/(1)]*100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Method of Voting- E-Voting							
Promoter and	122504656	122504656	100.00	122504656	0	100.00	0.00
Promoter Group							
Public Institutional Holders	21601255	13322405	61.67	13299033	23372	99.82	0.18
Public-Others	33727173	1745983	5.18	1745983	0	100.00	0.00
Total	177833084	137573044	77.36	137549672	23372	99.98	0.02

Item No.13- Ordinary Resolution

Appointment of Dr. Satish S. Ugrankar as an Independent Director of the Company

Promoter/Public	No. of Shares held (1)	No. of Votes Polled(2)	% of Votes polled on Outstandings shares (3)=[(2)/(1)]*100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Method of Voting- E-Voting							
Promoter and	122504656	122504656	100.00	122504656	0	100.00	0.00
Promoter Group							
Public Institutional Holders	21601255	13322405	61.67	13299033	23372	99.82	0.18
Public-Others	33727173	1745433	5.18	1745433	0	100.00	0.00
Total	177833084	137572494	77.36	137549122	23372	99.98	0.02



Item No.14- Ordinary Resolution

Appointment of Ms. Nomita R. Chandavarkar as a Director of the Company

Promoter/Public	No. of Shares held (1)	No. of Votes Polled(2)	% of Votes polled on Outstandings shares (3)=[(2)/(1)]*100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Method of Voting- E-Voting							
Promoter and Promoter Group	122504656	122504656	100.00	122504656	0	100.00	0.00
Public Institutional Holders	21601255	13322405	61.67	13322405	0	100.00	0.00
Public-Others	33727173	1745983	5.18	1744433	1550	99.91	0.09
Total	177833084	137573044	77.36	137571494	1550	100.00	0.00

Item No.15- Ordinary Resolution

Appointment and Fixation of Remuneration of Cost Auditor-Mr. Prakash A. Sevekari, Cost Accountants

Promoter/Public	No. of Shares held (1)	No. of Votes Polled(2)	% of Votes polled on Outstandings shares (3)=[(2)/(1)]*100	No. of Votes in Favor (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Method of Voting- E-Voting							
Promoter and Promoter Group	122504656	122504656	100.00	122504656	0	100.00	0.00
Public Institutional Holders	21601255	13322405	61.67	13322405	0	100.00	0.00
Public-Others	33727173	1745983	5.18	1745983	0	100.00	0.00
Total	177833084	137573044	77.36	137573044	0	100.00	0.00