

HELD AT

ON

TIME

MINUTES OF THE PROCEEDINGS OF THE SEVENTY THIRD ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF FDC LIMITED HELD ON SATURDAY, AUGUST 31, 2013 AT 10.00 A.M. AT WELCOMHOTEL RAMA INTERNATIONAL, R-3, CHIKALTHANA, AURANGABAD – 431 210

PRESENT: Shareholders in person/proxy: 15/4

DIRECTORS PRESENT/ABSENT:

1.	Mr. Mohan A. Chandavarkar	-	Present
2.	Mr. Ashok A. Chandavarkar	-	Present
3.	Mr. Nandan M. Chandavarkar	-	Present
4.	Mr. Ameya A. Chandavarkar	-	Absent
5.	CA. Girish C. Shiredalal	-	Present
6.	Dr. Satish S. Ugrankar	-	Present
7.	Dr. Rahim H. Muljiani	-	Present
8.	Dr. Nagam H. Athreya	-	Absent
9.	CA. Vinod G. Yennemadi	-	Absent

1. CHAIRMAN OF THE MEETING:

Mr. Mohan A. Chandavarkar, Chairman & Managing Director assumed the chair.

2. QUORUM:

After ascertaining and announcing that the requisite Quorum for the meeting was present, the Chairman welcomed the members and called the meeting to order.

3. REGISTERS & DOCUMENTS OPEN FOR INSPECTION:

The Register of Members maintained under Section 150 of the Companies Act, 1956 was made available for members' inspection, throughout the meeting.

The Register of Proxies was made available for members' inspection, throughout the meeting.



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The Register of Directors, Managers and Secretary, maintained under Section 303 and that of Directors' Shareholdings maintained under Section 307 of the Companies Act, 1956 were also made available throughout the meeting.

The Register of Contracts under section 301 of the Companies Act, 1956 was also kept open for inspection.

4. PROCEEDINGS:

a. The Chairman thereafter requested the shareholders that the Notice convening the meeting be taken as read. The shareholders consented to the same and the notice convening the meeting was taken as read.

b. He thereafter requested Ms. Shalini Kamath, Company Secretary, to read out the Auditors Report for the financial year 2012-2013. The auditors Report was then read by Ms. Shalini Kamath.

c. The Chairman thereafter delivered his speech to the shareholders, which was well received.

ORDINARY BUSINESS:

5. RESOLUTION NO.: 1

Thereafter the Chairman moved the following resolution as an Ordinary resolution:

"RESOLVED THAT the Statement of Profit & Loss of the Company for the year ended 31st March 2013 and the Balance Sheet as on that date along with the report of the Board of Directors and that of the Auditors thereon be and is hereby approved and adopted."

The Chairman then invited questions, if any, from the shareholders regarding the accounts and other matters connected therewith.

At this juncture, shareholders queries were invited. As there were no questions from the shareholders, the Chairman requested that the Resolution No.1, which was earlier moved, be duly seconded.



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Mr. Santosh Kulkarni seconded the said resolution and on being put to vote by a show of hands, the Chairman declared the resolution as carried unanimously.

6. **RESOLUTION NO.: 2**

Mr. Uday Rao moved the following resolution as an Ordinary Resolution:

"RESOLVED THAT Final Dividend at the rate of Rs. 2.25 (225%) per share on the fully paid up equity share capital of the Company of Rs. 17.78 Crores (face value of Re.1 each) absorbing a sum of Rs. 40.01 Crores, exclusive of dividend tax, out of the current profits for the year ended March 31, 2013, as recommended by the Board, be and is hereby declared and paid to the shareholders whose names stand registered in the books of the Company after the closure of business hours, on August 31, 2013."

RESOLVED FURTHER THAT the directors and the Company Secretary be and is hereby authorised to do all such acts and deeds as may be necessary to give effect to the above resolution."

Mr. Ramnik Chhatbar seconded the Ordinary Resolution and on being put to vote by a show of hands, the Chairman declared the resolution as carried unanimously.

7. **RESOLUTION NO.: 3**

Mr. Uday Rao proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT Dr. Satish S. Ugrankar, who retires by rotation, be and is hereby re-appointed as a Director of the Company".

Mr. Santosh Kulkarni seconded the Ordinary Resolution and on being put to vote by a show of hands, the Chairman declared the resolution as carried unanimously.

8. **RESOLUTION NO.: 4**

Mr. Ramnik Chhatbar proposed the following resolution as an Ordinary Resolution:

"RESOLVED THAT Dr. Rahim H. Muljiani, who retires by rotation, be and is hereby re-appointed as a Director of the Company".



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Mr. Uday Rao seconded the Ordinary Resolution and on being put to vote by a show of hands, the Chairman declared the resolution as carried unanimously.

9. RESOLUTION NO.: 5

Mr. Santosh Kulkarni proposed the following resolution as a Ordinary Resolution:

"**RESOLVED THAT** pursuant to section 224 and other applicable provisions if any, of the Companies Act, 1956, approval of the members be and is hereby accorded for the appointment of S.R. Batliboi & Co. LLP, Chartered Accountants, having Firm Registration No. 301003E, as the Statutory Auditors of the Company, to hold office from the conclusion of this annual general meeting till the conclusion of the next annual general meeting on such terms, conditions and remuneration as may be determined by the board on the recommendation of the audit committee.

RESOLVED FURTHER THAT the board of directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to implement this resolution."

Mr. Dinesh Agarwal seconded the Ordinary Resolution and on being put to vote by a show of hands, the Chairman declared the resolution as carried unanimously.

The meeting was thereafter declared to be concluded by the Chairman.

DATE:

11/09/2013

PLACE:

MUMBAI



CHAIRMAN