



# 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 Court Convened Meeting**

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 transacted at the Court Convened Meeting of the Equity Shareholders of the Company held on June 13, 2015 at Welcomhotel Rama International, R-3, Chikalthana, Aurangabad- 431 210 at 10.00 a.m., in the prescribed format showing the results of voting:

- Approval on Scheme of Amalgamation; and
- Approval of shareholders on the utilization of reserves, including Capital Redemption Reserves.

Further, we are also enclosing the Report of the Scrutinizer on the Poll conducted at the Court Convened Meeting.

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](mailto:fdc@fdcindia.com) • Website: [www.fdcindia.com](http://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](mailto:waluj@fdcindia.com) • CIN: L24239MH1940PLC003176

Details of Voting Results

Sr. No.	Particulars	Details
1.	Date of the AGM/EGM	Court Convened Meeting- June 13,2015
2.	Total number of shareholders as on record date	As of Cut-off date i.e. May 08, 2015- 22,022
3.	No. of Shareholders present in the meeting either in person or through proxy:  Promoters and Promoter Group: Public:	12 —
4.	No. of Shareholders attended the meeting through Video Conferencing:  Promoters and Promoter Group: Public:	Not Arranged

5. (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.	Resolution with requisite majority	Poll



**Details of result for the Resolution No. 1 - Poll**

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 of votes polled	% of votes in on	% 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	17,283,548	0	100.00	0.00	
Public- Others	31,499,887	417,616	1.33	417,616	0	100.00	0.00	
<b>Grand Total</b>	<b>177,833,084</b>	<b>140,205,820</b>	<b>78.84</b>	<b>140,205,820</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	

**Result: The above Resolution No.1 was passed with requisite majority.**

**5. (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	Resolution with requisite majority	Poll





**Details of result for the Resolution No. 2 - Poll**

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
<b>Promoter and Promoter Group</b>	122,504,656	122,504,656	100.00	122,504,656	0	100.00	0.00
<b>Public - Institutional Holders</b>	23,828,541	17,283,548	72.53	17,283,548	0	100.00	0.00
<b>Public-Others</b>	31,499,887	417,616	1.33	417,616	0	100.00	0.00
<b>Grand Total</b>	<b>177,833,084</b>	<b>140,205,820</b>	<b>78.84</b>	<b>140,205,820</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

**Result: The above Resolution No.2 was passed with requisite majority.**

Kindly take the above information on record.

Thanking you,

Yours faithfully,  
for FDC Limited

*Atatre*  
Company Secretary





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

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98700 31365

E-mail : sanjayrd65@yahoo.com

**SCRUTINIZER'S REPORT**

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

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 6<sup>th</sup> May, 2015 has appointed me as a Scrutinizer for conducting the ballot voting process for court convened meeting of Equity Shareholders held on 13<sup>th</sup> June, 2015..
2. I submit my report as under:
  - 2.1 The Company has given the ballot forms to the members who were present at the Court Convened Meeting held on 13<sup>th</sup> June 2015 at 10.00 a.m. at Welcome Hotel Rama International, R-3, Chikalhana, Aurangabad – 431 210.
  - 2.2 Particulars of all the ballot forms received from the Members have been entered in a register separately maintained for the purpose.
  - 2.3 The ballot forms received were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such ballot forms.
  - 2.4 The ballot box was opened in my presence.
  - 2.5 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 / list of beneficiaries.
  - 2.6 I did not find any defaced or mutilated Ballot Forms.





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Kandivali (West), Mumbai - 400 067.

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Date: 13<sup>th</sup> June, 2015

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

Dear Sir,

**REPORT OF THE SCRUTINIZER APPOINTED FOR COURT CONVENEED MEETING**

The Board of Directors of FDC Limited had appointed me as the Scrutinizer to receive, scrutinize and complete ballot forms received from the Members of the Company in respect of Court convened meeting held on 13<sup>th</sup> June 2015 at 10.00 a.m. at Welcome Hotel Rama International, R-3, Chikalhana, Aurangabad – 431 210 and to conduct the Ballot process in a fair and transparent manner.

As a Scrutinizer I am required to scrutinize the ballot papers for votes cast by the Members for various items as mentioned in the notice.

On opening of the ballot box, I found that in all 81 ballot were deposited by the Equity Shareholders. Out of the all the 81 ballot forms received were found valid.

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

Encl.: as above







# SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

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

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

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3. A summary of the Ballot Forms received and votes casted is given below:

## FOR RESOLUTION No. 1:

### APPROVAL OF THE SCHEME OF AMALGAMATION AND ARRANGEMENT.

Particulars	No. of Ballot Papers / Forms	No. of shares	% of total number of shares received through Ballot forms
(a) Total Votes Casted (through valid forms)	81	140,205,820	100 %
(b) Ballot forms with Assent for	81	140,205,820	100 %
(c) Ballot forms with Dissent for	NIL	NIL	NIL

## FOR RESOLUTION No. 2:

### UTILIZATION OF THE RESERVES INCLUDING CAPITAL REDEMPTION RESERVE, PURSUANT TO THE SCHEME.

Particulars	No. of Ballot Papers / Forms	No. of shares	% of total number of shares received through Ballot forms
(a) Total Votes Casted (through valid forms)	81	140,205,820	100 %
(b) Ballot forms with Assent for	81	140,205,820	100 %
(c) Ballot forms with Dissent for	NIL	NIL	NIL





# SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

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4. I have handed over the Ballot Forms, and other related papers / registers and records for the safe custody to the Chairman authorized by the Board to supervise the Poll process.
5. You may accordingly declare the result of the voting by Poll.

Thanking you,

For SANJAY DHOLAKIA & ASSOCIATES

*Dholakia Sajy R.*  
(SANJAY R. DHOLAKIA)  
Practicing Company Secretary  
Proprietor



Place: Mumbai

Date: 13<sup>th</sup> June, 2015

Witness:

1. Nikunj Shah

Signature: 

2. Suryakant Shinde

Signature: 