

ANNOUNCEMENT OF THE RESULTS OF POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 ON DECEMBER 21, 2009 AT THE CORPORATE OFFICE OF THE COMPANY AT 142-48, S.V.ROAD, JOGESHWARI (WEST), MUMBAI 400 102.

Pursuant to the Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules 2001, approval of the members of FDC Limited was sought by means of postal ballot for Special Resolutions as set out in the Postal Ballot Notice dated October 29, 2009.

The result of the Postal Ballot conducted is as follows:

| Particulars | Resolution No. 1 | | Resolution No. 2 | |
|---|-------------------------|----------|-------------------------|----------|
| | Votes | % | Votes | % |
| Number of postal ballot forms received | 464 | | 464 | |
| Number of postal ballot forms valid | 444 | | 442 | |
| Number of postal ballot forms invalid | 20 | | 22 | |
| Votes cast in favour of the resolution & its percentage | 125302225 | 99.986 | 125312247 | 99.995 |
| Votes cast against the resolution & its percentage | 16572 | 0.014 | 6150 | 0.005 |

The Special Resolution Nos. 1 and 2 has therefore been approved by shareholders with requisite majority.

For and on behalf of the Board

Place: Mumbai
Date: December 21, 2009

Mohan A. Chandavarkar
Chairman & Managing Director