



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

October 02, 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 Voting Results through E-voting and Ballot

Dear Sir / Madam,

Pursuant to Clause 35A of the Listing Agreement, we are submitting herewith the details regarding the voting results in the prescribed format showing the results of voting by way of E-voting and Ballot, at the Annual General Meeting of the Company held on 30th September, 2015

Further, we are also enclosing the Report of the Scrutinizer on E-voting and Ballot for your records.

We request you to take the above information on record.

Thanking you,

Yours faithfully,
for FDC Limited


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 / 2563 / 2656 • Fax : +91-22-2678 8393 / 8123 / 1912
E-mail : fdc@fdcindia.com • Website : 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 • CIN : L24239MH1940PLC003176

Details of Voting Results

Particulars	Details
Date of the AGM	30 th September, 2015
Total number of shareholders as on record date	22111
No. of the shareholder present in the meeting either in person or through proxy:	
a) Promoters and Promoter Group:	9
b) Public:	45
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 Financial Statements and Reports of the Board of Directors and Auditors thereon, for the year ended March 31, 2015	Ordinary	E-Voting and Ballot

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

Promoter/ Public	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
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	122504656	122504656	100 %	122504656	0	100 %	0
Public - Institutional Holders	24684117	19926526	80.73 %	15985916	3940610	80.22%	19.78%
Public-Others	30644311	88468	0.29 %	88468	0	100 %	0
Grand Total	177833084	142519650	80.14 %	138579040	3940610	100 %	2.76%

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.	Final Dividend of Rs.2.25 (225%) per share on the Paid-up Equity Capital of the Company for the financial year ended March 31, 2015 was declared.	Ordinary	E-Voting and Ballot

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

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outsta- nding shares (3)= [(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of votes in favor on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	122504656	122504656	100%	122504656	0	100 %	0
Public - Instituti- onal Holders	24684117	19926526	80.73%	19926526	0	100 %	0
Public- Others	30644311	88468	0.29%	88468	0	100 %	0
Grand Total	177833084	142519650	80.14%	142519650	0	100 %	0

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. Ashok A. Chandavarkar, Director who retires by rotation and being eligible offers himself for re-appointment.	Ordinary Resolution	E-Voting and Ballot

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

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	122504656	122504656	100 %	122504656	0	100 %	0
Public - Institutional Holders	24684117	19926526	80.73 %	19908227	18299	99.91 %	0.09 %
Public-Others	30644311	88468	0.29 %	88468	0	100 %	0
Grand Total	177833084	142519650	80.14 %	142501351	18299	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. S R B C & Co. LLP as the statutory auditors and authorize board to fix their remuneration.	Ordinary Resolution	E-Voting and Ballot

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

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outsta- nding shares (3)= [(2)/(1)] *100	No. of Votes in favor (4)	No. of Votes against (5)	% of votes in favor on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	122504656	122504656	100 %	122504656	0	100 %	0
Public - Instituti- onal Holders	24684117	19926526	80.73 %	19422118	504408	97.47 %	2.53 %
Public- Others	30644311	88468	0.29 %	88468	0	100 %	0
Grand Total	177833084	142519650	80.14 %	142015242	504408	99.65 %	0.35 %

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.	Re-appointment of Mr. Ameya A. Chandavarkar as Whole-time Director for a period of 5 (Five years).	Ordinary Resolution	E-Voting and Ballot

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

Promoter/ Public	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
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	122504656	122504656	100 %	122504656	0	100 %	0
Public - Institutional Holders	24684117	19926526	80.73 %	19926526	0	100 %	0
Public-Others	30644311	88468	0.29 %	88468	0	100 %	0
Grand Total	177833084	142519650	80.14 %	142519650	0	100 %	0

Result: The above Resolution No.5 was passed by way of Ordinary 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.	Appointment of Mrs. Swati S. Mayekar as an Non Executive and Independent Director.	Ordinary Resolution	E-Voting and Ballot

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

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	122504656	122504656	100 %	122504656	0	100 %	0
Public - Institutional Holders	24684117	19926526	80.73 %	19924976	1550	100 %	0
Public-Others	30644311	88468	0.29 %	88468	0	100 %	0
Grand Total	177833084	142519650	80.14 %	142518100	1550	100 %	0

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.	Approval of appointment and remuneration of the Cost Auditor	Ordinary Resolution	E-Voting and Ballot

Details of result for the Resolution No. 7 - E-Voting and Ballot

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstand ing shares (3)= [(2)/(1)] *100	No. of Votes in favor (4)	No. of Votes against (5)	% of votes in favor on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	122504656	122504656	100 %	122504656	0	100 %	0
Public - Institutional Holders	24684117	19926526	80.73 %	19926526	0	100 %	0
Public- Others	30644311	88468	0.29 %	88465	0	100 %	0
Grand Total	177833084	142519650	80.14 %	142519650	0	100 %	0

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

Kindly take the above information on record.

Thanking you,

Yours faithfully,
for FDC Limited

Company Secretary





SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

REG. NO. 11.81.C.9

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

(C) : 2807 3233
98700 31365

E-mail : sanjayrd65@yahoo.com

Date: 1st October 2015

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

Dear Sir,

SCRUTINIZER REPORT

I, Sanjay R. Dholakia, a Practicing Company Secretary have been appointed as a Scrutinizer by FDC LIMITED and I have furnished and submitted my reports as per the provision of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rule 2014.

The Board appointed me at their Meeting of the Company held on 5th August 2015 as the Scrutinizer for the Ballot conducted and also the Company had appointed me Scrutinizer for the E-Voting facilities, provided by CDSL, for the E-Voting period which commenced on Sunday, 27th September 2015 (10.00 a.m.) to on Tuesday, 29th September 2015 (5.00 p.m.).

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

Proprietor

Encl.: as above





SANJAY DHOLAKIA & ASSOCIATES

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I have issued Scrutinizer's Reports on E-Voting and on Ballot. As requested by the Management, I submit herewith the combined report on the results of E-Voting and Ballot as under:

RESOLUTION ID	Resolutions	Votes in favour of the resolutions		Votes in against of the resolutions	
		VOTE COUNT ASSENT	% OF ASSENT VOTES	VOTE COUNT DISSENT	% OF DISSENT VOTES
1	Adoption of audited financial statements of the Company for the year ended March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon.	138579040	97.24	3940610	2.76
2	Declaration of a Final dividend on Equity Shares	142519650	100.00	0	0.00
3	Re-appointment of Mr. Ashok A. Chandavarkar (DIN 00042719) who retires by rotation, offers himself for re-appointment.	142501351	99.99	18299	0.01
4	Re-appointment of M/s. S R B C & Co. LLP as the statutory auditors and to fix their remuneration.	142015242	99.65	504408	0.35
5	Re-appointment of Mr. Ameya A. Chandavarkar (DIN 00043238) as Whole time Director	142519650	100.00	0	0.00
6	Appointment of Mrs. Swati S. Mayekar (DIN 00245261) as an Non Executive and Independent Director	142518100	100.00	1550	0.00
7	Approval of the Remuneration of Mr. Prakash A. Sevekari, Cost Auditors.	142519650	100.00	0	0.00

Thanking you,

For SANJAY DHOLAKIA & ASSOCIATES

Dholakia Sanjay R
(SANJAY R. DHOLAKIA)
Practicing Company Secretary
Proprietor

Place: Mumbai

Date: 1st October 2015



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SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

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Date: 1st October 2015

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

Dear Sir,

REPORT OF THE SCRUTINIZER APPOINTED FOR THE ANNUAL GENERAL 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 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 of Annual General meeting.

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

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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 5th August 2015 has appointed me as a Scrutinizer for conducting the ballot voting process.
2. I submit my report as under:
 - 2.1 The Company has given the ballot forms to the members who were present at the 75th Annual General Meeting held on 30th September, 2015 at 10.00 A.M. at WelcomHotel 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 postal ballot forms.
 - 2.4 The ballot box was opened in my presence.
 - 2.5 The Ballot Papers 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 Papers.





SANJAY DHOLAKIA & ASSOCIATES

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A summary of the Ballot Papers received and votes casted is given below:
FOR RESOLUTION No. 1:

ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED MARCH 31, 2015 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

Particulars	No. of Ballot Papers / Forms	No. of shares	% of total number of shares received through Ballot forms
(a) Total Votes Cast	40	55470344	100.00
(b) Total number of valid ballots	40	55470344	100.00
(c) Total number of invalid votes	0	0	0.00
(d) Total number of rejected votes	0	0	0.00
(e) Ballot forms with Assent for	40	55470344	100.00
(f) Ballot forms with Dissent for	0	0	0.00

FOR RESOLUTION No. 2:

DECLARATION OF A FINAL DIVIDEND ON EQUITY SHARES:

Particulars	No. of Ballot Papers / Forms	No. of shares	% of total number of shares received through Ballot forms
(a) Total Votes Cast	40	55470344	100.00
(b) Total number of valid ballots	40	55470344	100.00
(c) Total number of invalid votes	0	0	0.00
(d) Total number of rejected votes	0	0	0.00
(e) Ballot forms with Assent for	40	55470344	100.00
(f) Ballot forms with Dissent for	0	0	0.00





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FOR RESOLUTION No. 3:

RE-APPOINTMENT OF MR. ASHOK A. CHANDAVARKAR (DIN 00042719) WHO
RETIRES BY ROTATION, OFFERS HIMSELF FOR RE-APPOINTMENT.

Particulars	No. of Ballot Papers / Forms	No. of shares	% of total number of shares received through Ballot forms
(a) Total Votes Cast	40	55470344	100.00
(b) Total number of valid ballots	40	55470344	100.00
(c) Total number of invalid votes	0	0	0.00
(d) Total number of rejected votes	0	0	0.00
(e) Ballot forms with Assent for	40	55470344	100.00
(f) Ballot forms with Dissent for	0	0	0.00

FOR RESOLUTION No. 4:

RE-APPOINTMENT OF M/S. S R B C & CO. LLP AS THE STATUTORY AUDITORS
AND TO FIX THEIR REMUNERATION.

Particulars	No. of Ballot Papers / Forms	No. of shares	% of total number of shares received through Ballot forms
(a) Total Votes Cast	40	55470344	100.00
(b) Total number of valid ballots	40	55470344	100.00
(c) Total number of invalid votes	0	0	0.00
(d) Total number of rejected votes	0	0	0.00
(e) Ballot forms with Assent for	40	55470344	100.00
(f) Ballot forms with Dissent for	0	0	0.00





SANJAY DHOLAKIA & ASSOCIATES

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FOR RESOLUTION No. 5:

RE-APPOINTMENT OF MR. AMEYA A. CHANDAVARKAR (DIN 00043238) AS
WHOLE TIME DIRECTOR

Particulars	No. of Ballot Papers / Forms	No. of shares	% of total number of shares received through Ballot forms
(a) Total Votes Cast	40	55470344	100.00
(b) Total number of valid ballots	40	55470344	100.00
(c) Total number of invalid votes	0	0	0.00
(d) Total number of rejected votes	0	0	0.00
(e) Ballot forms with Assent for	40	55470344	100.00
(f) Ballot forms with Dissent for	0	0	0.00

FOR RESOLUTION No. 6:

APPOINTMENT OF MRS. SWATI S. MAYEKAR (DIN 00245261) AS AN NON
EXECUTIVE AND INDEPENDENT DIRECTOR

Particulars	No. of Ballot Papers / Forms	No. of shares	% of total number of shares received through Ballot forms
(a) Total Votes Cast	40	55470344	100.00
(b) Total number of valid ballots	40	55470344	100.00
(c) Total number of invalid votes	0	0	0.00
(d) Total number of rejected votes	0	0	0.00
(e) Ballot forms with Assent for	40	55470344	100.00
(f) Ballot forms with Dissent for	0	0	0.00





SANJAY DHOLAKIA & ASSOCIATES

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FOR RESOLUTION No. 7:

APPROVAL OF THE REMUNERATION OF MR. PRAKASH A. SEVEKARI, COST AUDITORS:

Particulars	No. of Ballot Papers / Forms	No. of shares	% of total number of shares received through Ballot forms
(a) Total Votes Cast	40	55470344	100.00
(b) Total number of valid ballots	40	55470344	100.00
(c) Total number of invalid votes	0	0	0.00
(d) Total number of rejected votes	0	0	0.00
(e) Ballot forms with Assent for	40	55470344	100.00
(f) Ballot forms with Dissent for	0	0	0.00

3. I have handed over the Ballot Papers, and other related papers / registers and records for the safe custody to the Chairman, authorized by the Board to supervise the Poll process.

4. You may accordingly declare the result of the voting by Poll.

Thanking you,

For SANJAY DHOLAKIA & ASSOCIATES

Dholakia Sanjay R
(SANJAY R. DHOLAKIA)
Practicing Company Secretary
Proprietor

Place: Mumbai
Date: 1st October 2015





SANJAY DHOLAKIA & ASSOCIATES

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Report of Scrutinizer(s)

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

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

Dear Sir,

I have been appointed by the Board of Directors at their meeting held on 5th August 2015 as the scrutinizer under the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. The Company has given the E-voting facility to the Members of the Company to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by CDSL.

The E-Voting period was commenced on Sunday, 27th September 2015 (10.00 a.m.) to on Tuesday, 29th September 2015 (5.00 p.m.).

I hereby submit the reports as per the data provided by CDSL.

ANNEXURE I – Scrutinizer's Report Data.

Thanking you.

For SANJAY DHOLAKIA & ASSOCIATES

Witness:

1. MS. PRIYA SHAH

2. MS. MITTAL GORI

Place: Mumbai

Dated: 1st October 2015

Dholakia Sang R
(SANJAY R. DHOLAKIA)
Practising Company Secretary
Proprietor



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SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

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ANNEXURE I

ITEM NO. AS PER NOTICE	PARTICULARS OF RESOLUTION	TOTAL VOTES (NO. OF MEMBERS)	TOTAL ASSENT VOTES	% OF ASSENT VOTES	TOTAL DISSENT VOTES	% OF DISSENT VOTES
1	Adoption of audited financial statements of the Company for the year ended March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon.	87049306 (77)	83108696 (73)	95.47	3940610 (4)	4.53
2	Declaration of a Final dividend on Equity Shares	87049306 (77)	87049306 (77)	100.00	0 (0)	0.00
3	Re-appointment of Mr. Ashok A. Chandavarkar (DIN 00042719) who retires by rotation, offers himself for re-appointment.	87049306 (77)	87031007 (75)	99.98	18299 (2)	0.02
4	Re-appointment of M/s. S R B C & Co. LLP as the statutory auditors and to fix their remuneration.	87049306 (77)	86544898 (73)	99.42	504408 (4)	0.58
5	Re-appointment of Mr. Ameya A. Chandavarkar (DIN 00043238) as Whole time Director	87049306 (77)	87049306 (77)	100.00	0 (0)	0.00
6	Appointment of Mrs. Swati S. Mayekar (DIN 00245261) as an Non Executive and Independent Director	87049306 (77)	87047756 (75)	100.00	1550 (2)	0.00
7	Approval of the Remuneration of Mr. Prakash A. Sevekari, Cost Auditors.	87049306 (77)	87049306 (77)	100.00	0 (0)	0.00

For SANJAY DHOLAKIA & ASSOCIATES

Dholakia Sanjay R

SANJAY R. DHOLAKIA

Practicing Company Secretary

Proprietor

Place: Mumbai

Date: 1st October 2015