



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

September 06, 2014

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

Ref.: Proposed merger 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

Sub.: Outcome of Board Meeting

Dear Sir / Madam,

This is to inform that, subject to the necessary approvals, the Board of the Company in its meeting held on September 06, 2014 has decided to amalgamate Soven Trading & Investment Company Private Limited ("Soven"), Sudipta Trading & Investment Company Private Limited ("Sudipta"), Transgene Trading & Investment Company Private Limited ("Transgene") and Anand Synthochem Limited ("ASL") (Soven, Sudipta, Transgene and ASL collectively referred to as "Transferor Companies") with FDC Limited ("FDC"/"Transferee Company") and their respective shareholders under Section 391 to 394 of the Companies Act, 1956 read with Section 100 to 103 of the Companies Act, 1956 and Section 55 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 1956 and Companies Act, 2013 ("Scheme").

Soven, Sudipta and Transgene collectively hold 55,385,000 equity shares of face value Re. 1/- each of FDC representing 31.14% of the paid up share capital of FDC. Investment in these equity shares are the primary assets of Soven, Sudipta and Transgene. ASL is a wholly owned subsidiary of FDC.

The proposed amalgamation of the Transferor Companies into the Transferee Company would inter-alia result in the simplification of the Group structure and alignment of group businesses and consolidation of the group companies in one entity thereby resulting in rationalization and standardization of the business processes, economies of scale, reduction in overheads, administrative, managerial and other expenditure, organizational efficiency, and optimal utilization of resources which would be beneficial for all members and other stakeholders.

The Scheme has been considered and recommended by the Audit Committee to the Board of FDC. The salient features of the Scheme are as under:

1. The Appointed Date of the Scheme is September 01, 2014.
2. Upon the Scheme coming into effect, the Transferor Companies will merge with FDC.
3. Pursuant to the amalgamation, equity shares held by Soven, Sudipta and Transgene in FDC would stand cancelled and equivalent number of equity shares would be issued by FDC to the shareholders of Soven, Sudipta and Transgene as per the Fair Exchange Ratio certified

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 • 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

FDC Limited

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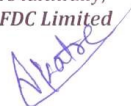
by an Independent Chartered Accountant and supported by Fairness Opinion by Category I Merchant Banker.

4. ASL is wholly owned subsidiary of FDC, hence no equity shares are proposed to be issued for its merger with FDC and the entire share capital of ASL shall stand cancelled.

We request you to take the above information on record.

Thanking you,

Yours faithfully,
For **FDC Limited**


Company Secretary