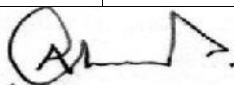


**Disclosure under Regulation 10(6) -Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

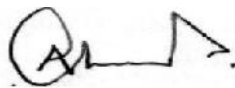
|     |                                                                                                                                                                                                                                                                  |                                                                                                           |                                                                                                           |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| 1.  | Name of the Target Company (TC)                                                                                                                                                                                                                                  | FDC Limited                                                                                               |                                                                                                           |
| 2.  | Name of the acquirer(s)                                                                                                                                                                                                                                          | Leo Advisors Private Limited<br>Virgo Advisors Private Limited<br><br>(Refer to Note 1)                   |                                                                                                           |
| 3.  | Name of the stock exchange where shares of the TC are listed                                                                                                                                                                                                     | National Stock Exchange of India Limited(NSE)<br>BSE Limited (BSE)                                        |                                                                                                           |
| 4.  | Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.                                                                                                                                                                 | Inter-se transfer between promoters as part of internal re-structuring and succession planning            |                                                                                                           |
| 5.  | Relevant regulation under which the acquirer is exempted from making open offer.                                                                                                                                                                                 | Regulation 10(1)(a)(iii)                                                                                  |                                                                                                           |
| 6.  | Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so,<br>– Whether disclosure was made and whether it was made within the timeline specified under the regulations.<br>– Date of filing with the stock exchange. | Yes, the disclosure was made within the timeline specified under the Regulations<br><br>March 21, 2017    |                                                                                                           |
| 7.  | Details of acquisition                                                                                                                                                                                                                                           | Disclosures made / required to be made under regulation 10(5)                                             | Actual                                                                                                    |
| (A) | a. Name of the transferor / seller                                                                                                                                                                                                                               | Ashok Anand Chandavarkar<br><br>(Refer to Note 1)                                                         | Ashok Anand Chandavarkar<br><br>(Refer to Note 1)                                                         |
|     | b. Date of acquisition                                                                                                                                                                                                                                           | March 28, 2017                                                                                            | March 28, 2017                                                                                            |
|     | c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(A)(a) above                                                                                                                                                    | 16,134,016 (One crore sixty one lakh thirty four thousand sixteen) Equity Shares<br><br>(Refer to Note 1) | 16,134,016 (One crore sixty one lakh thirty four thousand sixteen) Equity Shares<br><br>(Refer to Note 1) |
|     | d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC                                                                                                                                                                | 9.07%<br><br>(Refer to Note 1)                                                                            | 9.07%<br><br>(Refer to Note 1)                                                                            |



|     |                                                                                                               |                                                                                                             |                                                                                                             |                    |                                       |
|-----|---------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|--------------------|---------------------------------------|
|     | e. Price at which shares are proposed to be acquired / actually acquired                                      | At prevailing Market Price (through block deal at Stock Exchange)or by way Gift                             | Rs.203.55 per equity share                                                                                  |                    |                                       |
| (B) | a. Name of the transferor / seller                                                                            | Mangala Ashok Chandavarkar<br><br>(Refer to Note 1)                                                         | Mangala Ashok Chandavarkar<br><br>(Refer to Note 1)                                                         |                    |                                       |
|     | b. Date of acquisition                                                                                        | March 28, 2017                                                                                              | March 28, 2017                                                                                              |                    |                                       |
|     | c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(B)(a) above | 10,756,110 (One crore seven lakh fifty six thousand one hundred ten) Equity Shares<br><br>(Refer to Note 1) | 10,756,110 (One crore seven lakh fifty six thousand one hundred ten) Equity Shares<br><br>(Refer to Note 1) |                    |                                       |
|     | d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC             | 6.05%<br><br>(Refer to Note 1)                                                                              | 6.05%<br><br>(Refer to Note 1)                                                                              |                    |                                       |
|     | e. Price at which shares are proposed to be acquired / actually acquired                                      | At prevailing Market Price (through block deal at Stock Exchange) or by way Gift                            | Rs. 203.55 per equity share                                                                                 |                    |                                       |
| 8.  | Shareholding details                                                                                          | Pre-Transaction                                                                                             | Post-Transaction                                                                                            |                    |                                       |
|     |                                                                                                               | No. of shares held                                                                                          | % w.r.t. to total share capital of TC                                                                       | No. of shares held | % w.r.t. to total share capital of TC |
|     | - Each Acquirer / Transferee(*)                                                                               | Annexure A                                                                                                  |                                                                                                             |                    |                                       |
|     | - Each Seller / Transferor                                                                                    |                                                                                                             |                                                                                                             |                    |                                       |

**Note 1:**

The disclosure is being made on account of a transfer of 26,890,126 equity shares representing 15.12% of the paidup equity share capital of FDC Limited.



The details of the transferor and transferee are as under:

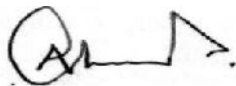
| <b>Name of Acquirer/Transferee</b> | <b>No. of Shares</b> | <b>%age of shareholding</b> | <b>Name of Transferor</b>  | <b>No. of Shares</b> | <b>%age of shareholding</b> |
|------------------------------------|----------------------|-----------------------------|----------------------------|----------------------|-----------------------------|
| Leo Advisors Private Limited       | 16,134,016           | 9.07%                       | Ashok Anand Chandavarkar   | 16,134,016           | 9.07%                       |
| Virgo Advisors Private Limited     | 10,756,110           | 6.05%                       | Mangala Ashok Chandavarkar | 10,756,110           | 6.05%                       |
| <b>Total</b>                       | <b>26,890,126</b>    | <b>15.12%</b>               |                            | <b>26,890,126</b>    | <b>15.12%</b>               |

- (A) 16,134,016 equity shares of FDC Limited have been acquired by Leo Advisors Private Limited in its capacity as the sole trustee of the Ameya Family Discretionary Trust. Leo Advisors Private Limited is a company incorporated under the Companies Act, 2013. As such, pursuant to the consummation of such transaction, the voting rights with respect to the said equity shares in FDC Limited are exercisable by Leo Advisors Private Limited in its capacity as the sole trustee of the Ameya Family Discretionary Trust.
- (B) 10,756,110 equity shares of FDC Limited have been acquired by Virgo Advisors Private Limited in its capacity as the sole trustee of Aditi Family Discretionary Trust. Virgo Advisors Private Limited is a company incorporated under the Companies Act, 2013. As such, pursuant to the consummation of such transaction, the voting rights with respect to the said equity shares in FDC Limited are exercisable by Virgo Advisors Private Limited in its capacity as the sole trustee of Aditi Family Discretionary Trust.

In the present case, the Transferors are in sole control of the Acquirers and hold 99% of the total equity shareholding of the Acquirers. Accordingly, any transfer of voting rights of FDC Limited between the Transferors and the Acquirers would satisfy the conditions under Regulation 10(1)(a)(iii) of the Takeover Regulations. As such, both of the transactions qualify for an exemption from the obligation of making an open offer in terms of Regulation 10(1)(a)(iii) of the Takeover Regulations.

*for Leo Advisors Private Limited*

(For and on behalf of the Acquirers)



**Ashok Anand Chandavarkar**  
**Director**

Date: March 30, 2017

Place: Mumbai

**Note:**

- Σ (\*) Shareholding of each entity shall be shown separately and then collectively in a group.
- Σ The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.