



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

February 09, 2018

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

National Stock Exchange of India Ltd.

Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051

Dear Sir(s),

Sub.: Filing of Public Announcement and Board Resolution for Buyback of Equity Shares of FDC Limited pursuant to Regulation 8(1) and 5A of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 as amended ("SEBI Buyback Regulations")

With reference to the captioned matter, please find enclosed herewith the following:

1. Certified True Copy of the Board Resolution passed by the Board of Directors at their meeting held on February 07, 2018 approving the Buyback Proposal of the Company through Tender Offer Route.
2. Copies of Public Announcement published on February 09, 2018 in the following newspapers, pursuant to the provisions of Regulation 8(1) of the SEBI Buyback Regulations:
 - Business Standard (English) (All editions) dated February 09, 2018
 - Business Standard (Hindi) (All editions) dated February 09, 2018
 - Loksatta (Marathi) (Aurangabad edition) dated February 09, 2018

Kindly take the above on record.

Thanking you,

Yours truly,

For **FDC LIMITED**

[Signature]
Company Secretary



[Signature]

CORPORATE OFFICE : 142-48, S. V. Road, Jogeshwari (W), Mumbai - 400 102, INDIA
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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 : wajuj@fdcindia.com • CIN : L24239MH1940PLC003176



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS AT ITS MEETING HELD ON FEBRUARY 07, 2018 AT MUMBAI

"RESOLVED THAT pursuant to the provisions contained in Article 13 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70, 179 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (the "**Act**") and the provisions contained in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 ("**SEBI Buyback Regulations**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, statutory modification(s) or re-enactment of the Act or SEBI Buyback Regulations, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (herein referred to as the "**Board**", which expression shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the approval of the Board be and is hereby accorded for the buyback of upto 3,430,000 (Thirty Four Lakh Thirty Thousand only) Fully Paid up Equity Shares of face value of Re. 1 each (hereinafter referred to as the "**Equity Shares**" or "**Shares**") of the Company at a price of Rs. 350/- (Rupees Three Hundred Fifty only) per Share ("**Buyback Price**") payable in cash for an aggregate Buyback consideration not exceeding Rs. 120.05 Crores (Rupees One Hundred Twenty Crores Five Lakhs Only) excluding transaction cost, viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc., cost for the intermediaries appointed for the buyback and other incidental costs ("**Maximum Offer Size**"), which is 9.50% of the paid up share capital and free reserves of the Company as per the latest audited balance sheet of the Company for the financial year ended March 31, 2017 through "tender offer" route as prescribed under the SEBI Buyback Regulations (the process being referred herein as "**Buyback**") from the equity shareholders / beneficial owners of the Equity Shares of the Company as on the record date to be determined by the Board.

RESOLVED FURTHER THAT all the shareholders of the Company will be eligible to participate in the Buyback including the Promoter and Promoter Group, persons in control (including such person acting in concert) of the Company (including members thereof) who hold equity shares of the Company as of record date.



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RESOLVED FURTHER THAT the Buyback shall be implemented using the Mechanism for acquisition of shares through the Stock Exchanges notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, as amended from time to time.

RESOLVED FURTHER THAT such Buyback may be made out of the Company's current surplus and / or cash balances and / or internal accruals / operating cash inflows and / or free reserves and / or such other sources as may be permitted by law through "Tender Offer" route and as required by the SEBI Buyback Regulations and the Companies Act, 2013; the Company may buyback equity shares from all the existing Members holding equity shares of the Company on a proportionate basis, provided 15% (Fifteen Percent) of the number of equity shares which the Company proposes to buyback or number of equity shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders, as prescribed under proviso to Regulation 6 of the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Buyback from Non-Resident Members holding equity shares of the Company, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) and shareholders of foreign nationality, if any, etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India (RBI) under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any including any amendments, statutory modification or re-enactments for the time being in force.

RESOLVED FURTHER THAT Mr. Mohan A Chandavarkar, Managing Director, Mr. Nandan M Chandavarkar, Joint Managing Director, Mr. Ashok A Chandavarkar, Wholetime Director, Mr. Ameya A Chandavarkar, Wholetime Director, Ms. Nomita R Chandavarkar, Wholetime Director, Mr. Sanjay Jain, Associate Vice President - Corporate Finance and Ms. Varsharani Karte, Company Secretary of the Company be and are hereby severally authorized in order to give effect to the aforesaid resolutions, including but not limited to the following:

- i. finalizing the terms of the Buyback like record date, entitlement ratio, the time-frame for completion of Buyback,
- ii. to designate any one Stock Exchange as the designated stock exchange for the purpose of Buyback;
- iii. appointment of Solicitors, Depository Participants, Advertising Agencies and such other Advisors / Consultants / Intermediaries / Agencies, as may be required, for the implementation of the Buyback;
- iv. Preparation, signing of the Public Announcement, the Draft Letter of Offer/ Letter of Offer, documents, papers, undertaking, affidavits, newspaper advertisement etc., including filing of relevant documents with the Securities and Exchange Board of India (SEBI), the Stock Exchanges (BSE and NSE), the Registrar of Companies and other appropriate authorities;



- v. to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the SEBI, RBI under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder;
- vi. to initiate all necessary actions obtaining all necessary certificates and reports from Statutory Auditors and other third parties as required under applicable law,
- vii. to enter into Escrow arrangements as required or desirable in terms of the Buyback Regulations; issue necessary bank guarantee, opening, operation and closure of all necessary accounts including escrow account, special payment account, Demat Escrow Account as required or desirable in terms of the Buyback Regulations, for the extinguishment of dematerialized shares and physical destruction of share certificates in respect of the equity shares bought back by the Company; and
- viii. to accept and make any alteration(s), modification (s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback.

RESOLVED FURTHER THAT nothing contained herein above shall confer any right on the part of any shareholder to offer and/ or any obligation on the part of the Company or the Board or the Committee to Buyback any shares, and/or impair any power of the Company or the Board or the Committee to terminate any process in relation to such Buyback, if so permissible by law.

RESOLVED FURTHER THAT in accordance with the provision of Section 68 of the Act, the draft Declaration of Solvency along with annexures thereof, as placed before the Board be and is hereby approved and Mr. Mohan A Chandavarkar, Managing Director, Mr. Nandan M Chandavarkar, Joint Managing Director, Mr. Ashok A Chandavarkar, Wholetime Director, Mr. Ameya A Chandavarkar, Wholetime Director and Ms. Nomita R Chandavarkar, Wholetime Director of the Company, be and are hereby jointly authorized to sign the same, and file the same with the Registrar of Companies / Ministry of Corporate Affairs, Stock Exchanges and the SEBI in accordance with applicable law.

RESOLVED FURTHER THAT the following confirmation be and is hereby made by the Board that it has made the necessary and full enquiry into the affairs and prospects of the Company and has formed the opinion:

- (i) that there are no defaults subsisting in repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks
- (ii) that immediately following the date of this Board Meeting, there will be no grounds on which the Company could be found unable to pay its debts;



- (iii) that as regards the Company's prospects for the year immediately following the date of the Board Meeting, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the Buyback; and
- (iv) in forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act.

RESOLVED FURTHER THAT the Board hereby confirms that:

- (i) All the Equity Shares for Buyback are fully paid-up;
- (ii) the Company shall not issue any Equity Shares or specified securities including by way of bonus till the date of closure of the Buyback;
- (iii) the Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;
- (iv) the Company shall not raise further capital for a period of one year from the closure of the Buyback, except in discharge of subsisting obligations;
- (v) the Company shall not buyback its Equity Shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in terms of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended from time to time;
- (vi) that the aggregate amount of the Buyback i.e. Rs. 120.05 crores (Rupees One Hundred Twenty Crores Five Lakhs Only) does not exceed 10% of the total paid-up Equity Share capital and free reserves of the Company as on March 31, 2017;
- (vii) that the maximum number of Equity Shares proposed to be bought back under the Buyback, i.e. 3,430,000 (Thirty Four Lakh Thirty Thousand only) shall not exceed 25% of the total number of Equity Shares in the paid-up Equity Share capital as per the audited balance sheet as on March 31, 2017;
- (viii) there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of any term loans to any financial institution or banks;
- (ix) the Company has been in compliance with Sections 92, 123 and 129 of the Act;
- (x) the Company shall not make any offer of buyback within a period of one year reckoned from the date of closure of the Buyback;
- (xi) there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date; and
- (xii) the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves after the Buyback as prescribed under the Act.



RESOLVED FURTHER THAT BSE Limited is being appointed to act as the designated stock exchange for the purpose of this Buyback and matters connected therewith.

RESOLVED FURTHER THAT M/s. Resurgent India Limited (the "**Merchant Banker**") be and is hereby appointed as merchant banker for the purpose of the Buyback in terms of the SEBI Buyback Regulations and Mr. Sanjay Jain, Associate Vice President - Corporate Finance and Ms. Varsharani Karte, Company Secretary of the Company, be and are hereby severally authorized to finalize the remuneration payable to them and the terms and conditions relating to such appointment, and sign such documents as may be required in this regard.

RESOLVED FURTHER THAT Mr. Sanjay Jain, Associate Vice President - Corporate Finance and Ms. Varsharani Karte, Company Secretary of the Company be and are hereby severally authorized to appoint Stock Broker for the Buyback of Equity Shares in accordance with the SEBI Buyback Regulations and to finalize the remuneration payable to them and the terms and conditions relating to such appointment, and sign such documents as may be required in this connection.

RESOLVED FURTHER THAT Ms. Varsharani Katre, Company Secretary of the Company be and is hereby appointed as Compliance Officer under the SEBI Buyback Regulations who shall co-ordinate the activities for the Buyback with the SEBI, the Merchant Banker, Appointed Broker, Stock Exchanges, shareholders of the Company, Reserve Bank of India and other connected intermediaries and regulatory authorities, if required, and establishment of Investor Service Centre through M/s. Sharex Dynamic (India) Private Limited, the Registrar and Share Transfer Agents of the Company.

RESOLVED FURTHER THAT Mr. Mohan A Chandavarkar, Managing Director, Mr. Nandan M Chandavarkar, Joint Managing Director, Mr. Ashok A Chandavarkar, Wholetime Director, Mr. Ameya A Chandavarkar, Wholetime Director, Ms. Nomita R Chandavarkar, Wholetime Director, Mr. Sanjay Jain, Associate Vice President - Corporate Finance and Ms. Varsharani Karte, Company Secretary of the Company, be and are hereby severally authorized to apply with National Depository Securities Limited and Central Depository Services (India) Limited for necessary corporate action for extinguishment of equity shares bought back in dematerialized form.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Mohan A Chandavarkar, Managing Director, Mr. Nandan M Chandavarkar, Joint Managing Director, Mr. Ashok A Chandavarkar, Wholetime Director, Mr. Ameya A Chandavarkar, Wholetime Director, Ms. Nomita R Chandavarkar, Wholetime Director, Mr. Sanjay Jain, Associate Vice President - Corporate Finance and Ms. Varsharani Karte, Company Secretary of the Company be and are hereby severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any



aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback.

RESOLVED FURTHER THAT a copy of this resolution be submitted to the concerned authorities as and when necessary."

For FDC Limited

Company Secretary





FDC LIMITED

Registered Office: B-8, M.I.D.C. Industrial Estate, Waluj-431 136, Dist. Aurangabad, Maharashtra; **Tel:** +91 240 255 4407; **Fax:** +91 240 255 4299
Corporate Office: 142-48, S. V. Road, Jogeshwari (West), Mumbai - 400102, Maharashtra; **Tel:** +91 22 3071 9215; **Fax:** +91 22 2678 8123
Website: www.fdcindia.com, **E-mail:** varsharani.katre@fdcindia.com; **Contact Person:** Ms. Varsharani Katre, Company Secretary and Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF FDC LIMITED FOR THE BUY BACK OF EQUITY SHARES THROUGH A TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY BACK OF SECURITIES) REGULATIONS, 1998, AS AMENDED

This Public Announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 8(1) of the Securities and Exchange Board of India (SEBI Buyback Regulations), 1998 as amended (hereinafter referred to as the "SEBI Buyback Regulations") and contains the disclosures as specified in Part I of Schedule II to the SEBI Buyback Regulations.

OFFER FOR BUYBACK OF UPTO 34,30,000 (THIRTY FOUR LAKH THIRTY THOUSAND) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹10 (RUPEES ONE ONLY) EACH ("EQUITY SHARES") OF FDC LIMITED AT A PRICE OF ₹180 (RUPEES THREE HUNDRED EIGHTY ONLY) PER FULLY PAID-UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS.

1. DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

1. The Board of Directors of the Company at its meeting held on February 07, 2018, has approved a buyback of 34,30,000 Equity Shares of the Company for an aggregate amount not exceeding ₹122,51,696 (Rupees One Hundred Twenty Five Lakhs One Thousand Five Hundred Ninety Six only) (the "Buyback Size") (representing 3.50% of the Paid up share capital and free reserves as on March 31, 2017) at a price of ₹180 (Rupees Three Hundred Eighty only) per Equity Share.

2. The Buyback shall be conducted on a proportionate basis from the Shareholders as on Record Date, to be decided by the Company, through the Tender Offer process under Regulation 14(1) of the SEBI Buyback Regulations. Additionally, the Buyback shall be subject to applicable laws, including but not limited to the Securities and Exchange Board of India (SEBI) Buyback Regulations, 1998, as amended.

3. In terms of the SEBI Buyback Regulations, under Tender Offer route, the Promoter and the Promoter Group of the Company has the option to participate in the Buyback. In this regard, the Promoter and the Promoter Group of the Company have indicated their intention to participate in the Buyback. The extent of their participation in the Buyback has been detailed in Part I of this Public Announcement.

4. The Buyback is in accordance with the provisions contained in the Article 13 of the Articles of Association of the Company, Section 68, 70 and 119 and all other applicable provisions, if any, of the Act, Companies (Share Capital and Debentures) Rules, 2014 and the SEBI Buyback Regulations, 1998, as amended. The Buyback is subject to the approvals, permissions and sanctions of statutory, regulatory or Governmental authorities as may be required under applicable laws from time to time, including but not limited to the approvals of Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), where applicable.

5. The aggregate Paid-up equity capital and Free Reserves of the Company as on March 31, 2017, was ₹1,20,34,10,000 (Rupees One Thousand Two Hundred Thirty Four Crores One Lakh only) and under the provisions of the Act, the funds proposed for Buyback approved by the Board of Directors shall not exceed 10% of the total Paid-up Equity Share Capital and Free Reserves of the Company under shareholder approval route. Accordingly, the maximum amount that can be utilized in the present Buyback is ₹1,20,34,10,000 (Rupees One Thousand Two Hundred Thirty Four Crores One Lakh only). The aggregate amount proposed to be utilized for the Buyback is ₹122,51,696 (Rupees One Hundred Twenty Five Lakhs One Thousand Five Hundred Ninety Six only), which is within the maximum amount as allowed.

6. Further, under the Act, the number of equity shares that can be bought back during the Financial Year shall not exceed 25% of the Paid-up equity shares of the Company. The Company proposes to buyback 34,30,000 equity shares of the Company which is less than 25% of outstanding equity shares of the Company which are fully paid up, and accordingly is within the allowed limit.

7. The Buyback shall be made out of the Free Reserves of the Company as at March 31, 2017, based on the audited standalone financial statements of the Company for the year ended March 31, 2017. The Company shall transfer a sum equal to the nominal value of the Equity Shares to be bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in its subsequent audited Balance Sheet.

8. The Company confirms that as required under Section 68(2)(d) of the Companies Act, 2013, the debt equity ratio of the Company after the buyback shall be within the limits prescribed thereunder.

9. The Buyback Price of ₹180 per Equity Share represents (a) a premium of approx. 53.51% and 55.04% over the closing price on the NSE and BSE respectively on February 02, 2018, being the working day immediately preceding the date on which the Company has announced the Buyback, and (b) a premium of approx. 49.25% and 48.25% over the volume weighted average price of the Equity Shares on the NSE and BSE respectively during the 60 working days preceding February 02, 2018, being the day on which the Company announced the Buyback. The Board of Directors of the Company has approved the Buyback at a price of ₹180 per Equity Share, which is within the maximum amount as allowed.

10. Pursuant to the proposed Buyback and depending on the response to the Buyback, the voting rights of the Promoter Group in the Company may increase or decrease from the existing shareholding of the total equity capital and voting rights of the Company. The Promoter Group of the Company are already in control over the Company and therefore such further increase or decrease in voting rights of the Promoter Group will not result in any change in control over the Company.

11. Copy of this Public Announcement will be available on the Company's website (www.fdcindia.com) and on the website of SEBI (www.sebi.gov.in) during the period of the Buyback and on the websites of Stock Exchanges, i.e. BSE and NSE.

2. Necessity for the Buyback

Buyback is the purchase of its own Equity Shares by the Company. The objective is to maximize returns to investors, to reduce total shares and enhance overall shareholders value by returning cash to shareholders in an efficient and investor friendly manner. The Board of Directors of the Company at its meeting held on February 07, 2018, has approved the Buyback of 34,30,000 Equity Shares of the Company at a price of ₹180 per Equity Share. The Buyback is subject to the approvals, permissions and sanctions of statutory, regulatory or Governmental authorities as may be required under applicable laws from time to time, including but not limited to the approvals of Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), where applicable.

The Company's management strives to increase Shareholder's value and the Buyback would result in, amongst other things:

1. The Buyback will result in reduction in the overall capital employed in the business, which will, in turn lead to higher earnings per share and enhanced return on equity and return on capital employed, return on net worth, return on assets, etc. and long term increase in shareholder's value.

2. The Buyback will help the Company to distribute surplus cash to its Member holding equity shares broadly in proportion to their shareholding, thereby enhancing the overall return to Members.

3. The Buyback, which is being implemented through the Tender Offer process as prescribed under the SEBI Buyback Regulations, would involve allocation of 15% of the total Equity Shares to the Promoter Group. The Company believes that this reservation of 15% for Small Shareholders would benefit a large number of public shareholders, who would get classified as "Small Shareholders", and

4. The Buyback gives an option to the Members holding equity shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be acquired under the Buyback. The Buyback is subject to the approvals, permissions and sanctions of statutory, regulatory or Governmental authorities as may be required under applicable laws from time to time, including but not limited to the approvals of Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), where applicable.

5. The Buyback gives an option to the Members holding equity shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be acquired under the Buyback. The Buyback is subject to the approvals, permissions and sanctions of statutory, regulatory or Governmental authorities as may be required under applicable laws from time to time, including but not limited to the approvals of Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), where applicable.

6. The Buyback gives an option to the Members holding equity shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be acquired under the Buyback. The Buyback is subject to the approvals, permissions and sanctions of statutory, regulatory or Governmental authorities as may be required under applicable laws from time to time, including but not limited to the approvals of Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), where applicable.

7. The Buyback gives an option to the Members holding equity shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be acquired under the Buyback. The Buyback is subject to the approvals, permissions and sanctions of statutory, regulatory or Governmental authorities as may be required under applicable laws from time to time, including but not limited to the approvals of Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), where applicable.

8. The Buyback gives an option to the Members holding equity shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be acquired under the Buyback. The Buyback is subject to the approvals, permissions and sanctions of statutory, regulatory or Governmental authorities as may be required under applicable laws from time to time, including but not limited to the approvals of Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), where applicable.

9. The Buyback gives an option to the Members holding equity shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be acquired under the Buyback. The Buyback is subject to the approvals, permissions and sanctions of statutory, regulatory or Governmental authorities as may be required under applicable laws from time to time, including but not limited to the approvals of Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), where applicable.

10. The Buyback gives an option to the Members holding equity shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be acquired under the Buyback. The Buyback is subject to the approvals, permissions and sanctions of statutory, regulatory or Governmental authorities as may be required under applicable laws from time to time, including but not limited to the approvals of Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), where applicable.

11. The Buyback gives an option to the Members holding equity shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be acquired under the Buyback. The Buyback is subject to the approvals, permissions and sanctions of statutory, regulatory or Governmental authorities as may be required under applicable laws from time to time, including but not limited to the approvals of Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), where applicable.

12. The Buyback gives an option to the Members holding equity shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be acquired under the Buyback. The Buyback is subject to the approvals, permissions and sanctions of statutory, regulatory or Governmental authorities as may be required under applicable laws from time to time, including but not limited to the approvals of Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), where applicable.

13. The Buyback gives an option to the Members holding equity shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be acquired under the Buyback. The Buyback is subject to the approvals, permissions and sanctions of statutory, regulatory or Governmental authorities as may be required under applicable laws from time to time, including but not limited to the approvals of Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), where applicable.

1. WHETHER WE HAVE INQUIRED INTO THE STATE OF AFFAIRS OF THE COMPANY IN RELATION TO THE AUDITED STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017.

1. Whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the year ended 31 March 2017.

2. Whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the year ended 31 March 2017.

3. Whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the year ended 31 March 2017.

4. Whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the year ended 31 March 2017.

5. Whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the year ended 31 March 2017.

6. Whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the year ended 31 March 2017.

7. Whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the year ended 31 March 2017.

8. Whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the year ended 31 March 2017.

9. Whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the year ended 31 March 2017.

10. Whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the year ended 31 March 2017.

11. Whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the year ended 31 March 2017.

12. Whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the year ended 31 March 2017.

13. Whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the year ended 31 March 2017.

14. Whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the year ended 31 March 2017.

15. Whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the year ended 31 March 2017.

16. Whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the year ended 31 March 2017.

17. Whether we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements for the year ended 31 March 2017.

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9.6.5 Upon placing the bid, the Shareholder Broker shall provide a Transaction Registration Slip (TRS) generated by the Exchange Bidding System to the Shareholder. TRS will contain the details of order submitted like Bid ID No., Application No., DP ID, Client ID, No. of Equity Shares tendered etc.

9.7 Procedure to be followed by registered Shareholders holding Equity Shares in the Physical form:

9.7.1 Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach the Shareholder Broker along with the complete set of documents for verification procedures to be carried out before the placement of the bid. Such documents shall include the (i) original share certificate(s), (ii) valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company, (iii) self-attested copy of the shareholder's PAN Card, (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.

9.7.2 Based on these documents, the concerned Shareholder Broker shall place the bid on behalf of Shareholder holding Equity Shares and those who intend to tender Equity Shares in the Buyback, using the acquisition window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the Exchange Bidding System to the Shareholder. TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered etc.

9.7.3 Any Shareholder Broker/Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) & documents (as mentioned in Paragraph 9.7.1 above) along with TRS either by registered post or courier or hand delivery to the Registrar and Transfer Agent (RTA) at the address mentioned in Clause 11 below within 2 (two) days of bidding by Shareholder Broker. The envelope should be super scribed as "FDC Limited-Buyback 2018". One copy of the TRS will be retained by RTA and it will provide acknowledgement of the same to the Shareholder Broker/Shareholder.

9.7.4 Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. RTA will verify such bids based on the documents submitted on a daily basis and till such time BSE shall display such bids as 'unconfirmed physical bids'. Once, RTA confirms the bids it will be treated as 'Confirmed Bids'.

9.8 Modification/cancellation of orders will be allowed during the tendering period of the Buyback.

9.9 The cumulative quantity tendered shall be made available on the website of BSE - www.bseindia.com throughout the trading session and will be updated at specific intervals during the tendering period.

9.10 Method of Settlement

Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

9.10.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

9.10.2 The Company will pay the consideration to the Company's Broker on or before the pay-in date for settlement. For Equity Shares accepted under the Buyback, the Shareholder Broker will receive funds payout in their settlement bank account.

9.10.3 The Equity Shares bought back in the demat form would be transferred directly to the escrow account of the Company (the 'Demat Escrow Account') provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.

9.10.4 Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Shareholders would be returned to the Shareholder Broker by Clearing Corporation in payout. Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned back to the Shareholders directly by RTA to the Buyback offer.

9.10.5 The Shareholder Broker would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients. Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

9.10.6 Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Shareholders from their respective Shareholder Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Shareholders.

9.11 The Equity Shares lying to the credit of the Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

10. Compliance Officer

Investor may contact the Compliance Officer for any clarification or to address their grievances, if any, during 10:00 a.m. to 5:00 p.m. on all working days except Saturday, Sunday and Public holidays.

Name : Ms. Varsharani Katre
Designation : Company Secretary
Address : 142-48, S. V. Road, Jogeshwari (West), Mumbai - 400102, Maharashtra
Tel : +91 22 2671 9215
Fax : +91 22 2678 8123
Email : varsharani.katre@fdcindia.com

11. Registrar to the Offer and Investor Service Centre

In case of any query, the Eligible Shareholders may also contact the Registrar & Share Transfer Agent of the Company during working hours i.e. 10:00 a.m. to 5:00 p.m. on all working days at the following address except Saturday, Sunday and Public holidays.

Name : Sharex Dynamic (India) Private Limited
Address : Unit-1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai- 400 072
Tel : +91 22 2851 5606/44
Fax : +91 22 2851 2885
Contact Person : Mr. K.C. Ajit Kumar
E-mail : sharexindia@vsnl.com
Website : www.sharexindia.com
SEBI Registration No. : INF000002102

12. Manager to the Buyback

The Company has appointed Resurgent India Limited as the Manager to the Buyback and their contact details are given below:

 **resurgentindia**

Name : Resurgent India Limited
Address : Unit No. 903-806, 9th Floor, Tower-C, Unitech Business Zone, Nivasa Country, Sector-50, Gurgaon - 122018
Tel : +91 124 475 4550
Fax : +91 124 475 4584
Contact Person : Sudhir Chandi
E-mail : sudhir.chandi@resurgentindia.com
Website : www.resurgentindia.com
SEBI Registration No. : INM000012144

13. Directors' Responsibility

As per Regulation 19(1)(a) of the SEBI Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of
FDC Limited

Sd/- Mohan Anand Chandavarkar Managing Director (DIN: 00043344)
Sd/- Ashok Anand Chandavarkar Wholtime Director (DIN: 00042719)
Sd/- Varsharani Katre Company Secretary & Compliance Officer

Place : Mumbai
Date : February 08, 2018

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9.10.2 The Company will pay the consideration to the Company's Broker on or before the pay-in-date for settlement. For Equity Shares accepted under the Buyback, the Shareholder Broker will receive funds payout in their settlement bank account.

9.10.3 The Equity Shares bought back in the demat form would be transferred directly to the escrow account of the Company (the "Escrow Account") and the Equity Shares bought back in the physical form will be transferred to the Escrow Account.

Contractually, a U.S. stock account ("provided as indicated by the company's Broker or will be transferred to the company's Broker in the event of a Default, Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism) of BSE.

9.10.4 Excess demand Equity Shares is unaccepted demand Equity Shares (if any, tendered by the Shareholders would be returned to the Shareholder/Broker by Clearing Corporation in payout). Any excess physical Equity Shares pursuant to proportional acceptance/rejection will be returned back to the Shareholders directly by RTA to the Shareholder/Broker after Buyback offer.

9.10.5 The Shareholder/Broker would issue contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted Equity Shares to their respective clients. Company/Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.

9.10.6 Shareholders who intend to participate in the Buyback should consult their respective Shareholder/Broker for the details of the Buyback.

any payment made of any such charges at all expenses (including brokerage) that they are or were paid by the Shareholder Broker upon the selling Shareholders for tendering Equity Shares in the Buyback. (secondary market transaction)

The Buyback consideration received by the selling Shareholders from their respective Shareholder Broker, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) as the Company accepts no responsibility to bear or pay such additional costs, charges and expenses (including brokerage) incurred solely by the selling Shareholders.

9.11 The Equity Shares lying to the credit of the Derivat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

10. **Compliance Officer**
Investor may contact the Compliance Officer for any clarification or to address their grievances. If any, during

10:00 a to 5:00 p.m. on all working days except Saturday, Sunday and Public holidays.

Name : Ms. Varshani Kaithe

Designation : Company Secretary

Address : 142-48, S. V. Road, Jogeshwari (West), Mumbai - 400 022, Maharashtra

Tel : +91 22 3071 8215

Fax : +91 22 3072 8172

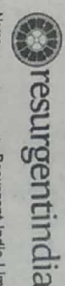
11. Registrar to the Offer and Investor Service Centre
Email : varsharani.katre@fdcindia.com
Fax : 791 2220701120

In case of any query, the Eligible Shareholders may also contact the Registrar & Share Transfer Agent of the Company during working hours i.e. 10.00 a.m. to 5.00 p.m. on all working days at the following address except Saturday, Sunday and Public holidays.

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12 Manager to the Buyback
The Company has appointed Resurgent India Limited as the Manager to the Buyback and their contact details are given below:



Neusgentin India Limited
 Name: Neusgentin India Limited
 Address: Unit No. 903-906, 9th Floor, Tower-C, Unitech Business Zone
 Nirmaya Country, Sector-50, Gurgaon - 122016
 Tel: +91 124 4715 4500
 Fax: +91 124 4715 4584
 Contact Person: Sudhir Chandra
 E-mail: sudhir.chandra@neusgentinindia.com
 Website: www.neusgentinindia.com

13
Directors' Responsibility
 As per Regulation 19(1)(e) of the SEBI Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of
FDC Limited

Sd/- **Mohan Anand Chandavarkar** **Sd/-** **Ashok Anand Chandavarkar** **Sd/-** **Varshani Ketire**
Managing Director **Wholesale Director** **Company Secretary &**
(DIN: 0004534) **(DIN:00042719)** **Compliance Officer**
Place : Mumbai
Date : February 08, 2018

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Share Transfer (Public Private Limited)
 1/1 - Luffy Industry Private, Sulekha Park, Anandhi Kalyan Road, Anandhi Park,
 Madurai - 625 012
 Tel: 0452 221 0111 / 0452 44
 Fax: 0452 221 0111
 E-mail: info@luffy.com
 Website: www.luffy.com
 1/2 - Panchajanya
 1/3 - Panchajanya
 1/4 - Panchajanya

Share Transfer (Public Private Limited)
 The Company has appointed Resurgent India Limited as the Manager to the Subordinate and their related entities and
 given notice

resurgent india
 Resurgent India Limited
 Unit No. 302-303, 3rd Floor, Tower C, United Business Zone
 Mohali Colony, Sector 10, Gurgaon - 122019
 Tel: 0124 474 4202
 Fax: 0124 474 4204
 E-mail: info@resurgentindia.com
 Website: www.resurgentindia.com
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