



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

July 26, 2019

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 / Madam,

Ref.: BSE Scrip Code: 531599 and NSE Symbol - FDC

Sub.: Submission of Certificates in respect of Buyback offer of 34,30,000 Equity Shares

This is to inform you that FDC Limited ("Company") has bought back and extinguished 34,30,000 equity shares through tender offer mechanism in accordance with provisions of Securities and Exchanges Board of India (Buy – Back Regulation) 2018, on July 23, 2019.

We hereby enclosing

1. Certificate of Extinguishment
2. Statutory Auditor's Certificate with respect to Extinguishment of Shares
3. Debit Confirmation Certificate received from National Securities Depository limited ("NSDL") for your kind reference and record.

Please take the same on record.

Thanking you,

Yours truly,

For FDC LIMITED

Company Secretary

Encl.: As above.



CORPORATE OFFICE

: 142-48, S. V. Road, Jogeshwari (W), Mumbai - 400 102. INDIA
Tel.: +91-22-6291 7900 / 950 / 2678 0652 / 2653 / 2656 • Fax : +91-22-2677 3462
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



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK BY FDC LIMITED ("the Company")

This certificate is being issued in compliance with the requirements of Regulation 11(iii) of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("Buy-back Regulations").

Pursuant to the Public Announcement dated May 24, 2019 published on May 25, 2019 and the Letter of Offer dated June 20, 2019, the tendering period for the Buy-back of fully paid-up Equity Shares of the Company having face value of Rs.1/- (Rupees One Only) each ("Equity Shares") from its eligible shareholders commenced from Monday, July 01, 2019 to Friday, July 12, 2019 (both days inclusive). The following are the details of the Equity Shares bought back by the Company during the said tendering period and extinguished as on July 23, 2019.

Details of Equity Shares bought back by the Company are as follows:

A. Particulars of extinguishment of Equity Shares bought back in Dematerialized Form:

Name of the Depository	Date of Extinguishment	DP Name and DP ID	Company's A/C Number	No. of Equity Shares
National Securities Depository Limited (NSDL)	July 23, 2019	EUREKA STK & SH BKG SERV [IN302105]	10786174	34,30,000
Total (A)				34,30,000

B. Particulars of extinguishment of Equity Shares bought back in Physical Form:

Pursuant to proviso to Regulation 40(1) of the SEBI Listing Regulations read with the Letter of Offer, the participation in the Buy-back in physical mode was not allowed.

The total Equity Shares extinguished in dematerialized form are as under:

Total number of Equity Shares extinguished	34,30,000
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It is certified that the above Equity Shares of the Company were extinguished in compliance with, and according to the provisions of Regulation 11 of the Buy-back Regulations.

For FDC Limited



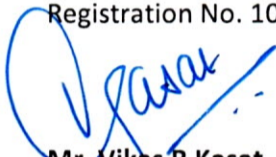
Mr. Mohan Anand Chandavarkar
Managing Director
(DIN : 00043344)

For FDC Limited



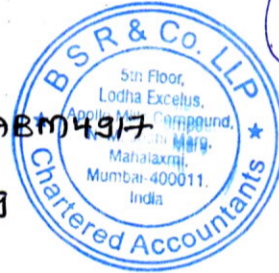
Mr. Ashok Anand Chandavarkar
Wholetime Director
(DIN : 00042719)

**In terms of our Certificate Attached
For BSR and Co LLP,
Chartered Accountants
Statutory Auditors
Registration No. 101248W/W-100022**



Mr. Vikas R Kasat
Partner
Membership No: 105317
UDIN: 19105317AAAABM4917

Date: 26 July 2019
Place: MUMBAI



**For Link Intime India Private Limited
Registrar to the Buy-back**



Name: Dnyanesh Gharote
Vice President

Enclosed: Confirmation from Depositories for extinguishment of Equity Shares in dematerialized format.

B S R & Co. LLP

Chartered Accountants

5th Floor, Lodha Excelus,
Apollo Mills Compound
N. M. Joshi Marg, Mahalaxmi
Mumbai - 400 011
India

Telephone +91 (22) 4345 5300
Fax +91 (22) 4345 5399

Private and confidential

The Board of Directors
FDC Limited
C-3 SKYVISTAS,
Near Versova Police Station 106A,
J.P. Road, Andheri (West),
Mumbai 400053

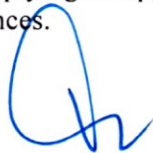
Dear Sirs/ Madam,

Statutory auditor's certificate with respect to extinguishment of 3,430,000 equity shares of Re. 1 each ('equity shares') bought back by FDC Limited in compliance with the requirements of Regulation 12 of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended

1. This certificate is issued in accordance with the terms of our engagement letter dated October 4, 2018 and addendum to engagement letter dated July 22, 2019.
2. For the purpose of issuing this certificate, we have verified the particulars contained in the attached "Certificate of Extinguishment of Equity Shares bought back by FDC Limited" ("The Statement"), prepared by the Company and confirmed by the Company's Registrar and Transfer agent - Link Intime India Private Limited.
3. We are informed by the Company that 3,430,000 equity shares of Re. 1 each have been bought back during the tendering period for the Buyback offer opened on July 1, 2019 and closed on July 12, 2019.
4. In connection with the aforesaid, we have been requested by the Management of the Company to provide a certificate with respect to extinguishment of the above equity shares for submission to the Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited (NSE) and BSE Limited ("BSE").

Management's Responsibility for the Statement

5. The Management of the Company is responsible for preparation of the statement and the maintenance of relevant records and documents including confirmation from National Services Depository Limited ("NSDL") for extinguishment of 3,430,000 equity shares in dematerialized form and ensuring compliance with the provisions of the regulations. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.



B S R & Co (a partnership firm with
Registration No. BA61223) converted into
B S R & Co. LLP (a Limited Liability, Partnership
with LLP Registration No. AAB-8181)
with effect from October 14, 2013


Registered Office:
5th Floor, Lodha Excelus
Apollo Mills Compound
N. M. Joshi Marg, Mahalaxmi
Mumbai - 400 011, India

Auditors' Responsibility

6. Our responsibility, for the purpose of this certificate, is limited to certifying the particulars contained in the Statement on the basis of verification of relevant records and documents obtained and maintained by the Company and furnished to us for the purpose and ensuring that the extinguishment of equity shares is in compliance with the Regulations.
7. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the above reporting. In this respect, we performed the following procedures:
 - i. Examined the share extinguishment confirmation received by the Company from National Securities Depository Limited ("NSDL") with respect to the shares held in dematerialized form which were bought back;
 - ii. Examined the report of total shares bought back from the share transfer agent;
 - iii. Examined the resolution passed by the Board of Directors of the Company for extinguishment of shares which were bought back; and
 - iv. Obtained appropriate representations from the management of the Company.
8. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) I, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements.

Opinion

10. On the basis of our verification as stated above and according to the information, explanations and representations provided to us by the Management of the Company, We report as follows:
 - i. the share extinguishment confirmation received by the Company from National Securities Depository Limited ("NSDL") with respect to the shares held in dematerialized form which were bought back are in agreement with the particulars furnished in the said statement;
 - ii. the report from the share transfer agent on the specific shares bought back are in agreement with the particulars furnished in the said statement; and
 - iii. the resolution passed by the Board of Directors of the Company relating to extinguishment of shares which were bought back are in agreement with information provided in this statement;

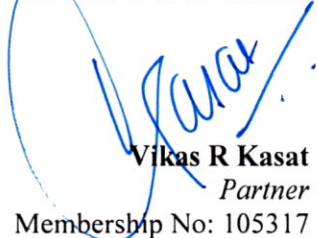


Restriction on use

11. This certificate has been issued at the request of the Company solely for use of the Company in relation to submission to Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited (NSE) and BSE Limited ("BSE") each for the purpose of extinguishment of equity shares and should not be used for any other purpose without our prior written consent.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022

Mumbai
26 July 2019


Vikas R Kasat
Partner
Membership No: 105317
UDIN:19105317AAAABM4917

Ref: II/CA/COM/35714/2019

July 23, 2019

Ms. Varsharani Katre
Company Secretary
FDC Limited
142-48, S.V. Road
Jogeshwari (West)
Mumbai - 400 102

Sub : Buy-back (tender offer)

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; Sharex Dynamic (India) Private Limited , Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

<i>ISIN</i>	<i>ISIN Description</i>	<i>D/C</i>	<i>Records</i>	<i>Quantity</i>	<i>Execution Date</i>
INE258B01022	FDC LIMITED EQ FV RE 1/-	Debit	1	3,430,000.000	23/Jul/2019

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

Rakesh Mehta
Assistant Vice President

Digitally Signed By
Name: RAKESH MAHASUKHLAL MEHTA
Date:23/07/2019 13:19:28
Reason: Authentication
Location: NSDL,Mumbai