

August 11, 2023

**BSE Limited
P J Towers
Dalal Street, Fort
Mumbai - 400 001**

Sub.: Buyback of equity shares by FDC Limited through tender offer

Dear Sir / Madam,

The Board of Directors of FDC Limited, a company listed on National Stock Exchange of India Limited and BSE Limited, has approved a buyback of its fully paid up Equity Shares through tender offer route in its meeting held on August 09, 2023. The Company proposes to buyback 31,00,000 (Thirty One Lakh only) Equity Shares of face value Re. 1 each for a consideration of Rs. 500 (Rupees Five Hundred only) per Equity Share for an aggregate consideration of upto Rs. 155,00,00,000 (Rupees One Hundred and Fifty Five Crores only), which constitutes 7.87% and 7.87% of the aggregate of the paid up share capital and free reserves as per the audited standalone and consolidated financial statements, respectively as on March 31, 2023.

The Company has appointed us as the Manager to the Offer. The Public Announcement in this respect has been published on August 11, 2023 in the following newspapers:

Name of publication	Language	Edition
Business Standard	English	All editions
Business Standard	Hindi	All editions
Loksatta	Marathi	Aurangabad edition

In this respect, we are enclosing the following documents:

1. Certified copy of public announcement published on August 11, 2023;
2. Soft Copy of public announcement published on August 11, 2023;
3. Certified copy of the Board Resolution dated August 09, 2023 approving the Buyback Offer; and
4. Certified copy of the Declaration of Solvency.

We hope you find the above documents in order. Your good office may contact any of the undersigned for further information / details:

Name	Ph. No.	E-mail id
Rajiv Sharma	+91 9836347728	rajiv.sharma@sundaecapital.com
Anchal Lohia	+91 9999181829	anchal.lohia@sundaecapital.com

Thanking you,

Yours sincerely,
for Sundae Capital Advisors Private Limited

**Anchal Lohia
Assistant Vice President**

Encl.: As above



since 1996

FDC Limited

(CIN: L24239MH1940PLC003176)

Registered Office: B-8, M.I.D.C. Industrial Estate, Waluj - 431 130, Dist. Aurangabad, Maharashtra

Tel: +91 240 255 4407; Fax: +91 240 255 4299

Correspondence Address: C-3 SKYVISTAS, Near Versova Police Station 106A, J. P. Road, Andheri (West),
Mumbai - 400 053

Tel: +91 22 2673 9215

Website: www.fdcindia.com, Email: 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 ("THE COMPANY/FDC") FOR THE BUY BACK OF EQUITY SHARES THROUGH A TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUYBACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This Public Announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 as amended thereto (the "SEBI Buyback Regulations") and contains the disclosures as specified in Schedule II to the SEBI Buyback Regulations read with Schedule I of SEBI Buyback Regulations.

OFFER FOR BUYBACK OF UPTO 31,00,000 (THIRTY ONE LAKHS) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RE. 1/- (RUPEE ONE ONLY) EACH ("EQUITY SHARES") OF FDC LIMITED AT A PRICE OF RS. 500 (RUPEES FIVE HUNDRED ONLY) PER FULLY PAID-UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS AS PRESCRIBED UNDER THE SEBI BUYBACK REGULATIONS USING STOCK EXCHANGE MECHANISM.

1. DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

- 1.1 The Board of Directors of the Company, at its meeting held on August 09, 2023 had, subject to the approval of statutory, regulatory or governmental authorities as may be required under applicable laws, approved a buyback of 31,00,000 Equity Shares of the Company for an aggregate amount not exceeding Rs. 155,00,00,000 (Rupees One Hundred and Fifty Five Crores only) (the "Buyback Size") excluding expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, merchant banker fees, stock exchange fee for usage of their platform for Buyback, transaction costs viz. brokerage, applicable taxes inter- alia including tax on distributed income to shareholders, Securities Transaction Tax, Goods and Services Tax, Stamp duty, etc., public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses ("Transaction Cost") (representing 7.87% and 7.87% of the aggregate of the paid up share capital and free reserves as per the audited standalone and consolidated financial statements, respectively as on March 31, 2023) at a price of Rs. 500/- (Rupees Five Hundred only) (the "Buyback Price") per Equity Share from the existing Members / Shareholders holding equity shares of the Company on a proportionate basis through the "Tender Offer" route as prescribed under the SEBI Buyback Regulations read with SEBI Circular CIR/CFD/POLICY CELL/1/2015 dated April 13, 2015 read with circular no. CFD/DCR2/CIR/P/2013/131 dated December 09, 2016, CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and circular bearing number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023, as may be amended from time to time (the "SEBI Circulars"), and in accordance with the Companies Act, 2013 ("the Act") & the rules made thereunder (the "Buyback").
- 1.2 In terms of Regulation 5(via) of the Buyback Regulations, the Board may, till one working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to

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For FDC LIMITED


Company Secretary.

be bought back, such that there is no change in the Buyback Size.

- 1.3 The Buyback is in accordance with the provisions contained in the Article 13 of the Articles of Association of the Company, Section 68, 69, 70 and 179 and all other applicable provisions, if any of the Companies Act 2013, Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, the Companies (Management and Administration) Rules, 2014 and the provisions of the SEBI Buyback Regulations to the extent applicable. 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 SEBI, NSE and BSE, wherever applicable.
- 1.4 The Buyback shall be undertaken on a proportionate basis from the Shareholders as on August 25, 2023 (the "Record Date") through the Tender Offer route prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Shareholders and settlement of the same, through the stock exchange mechanism as specified under the SEBI Circulars.
- 1.5 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 Promoters and the Promoter Group entities vide their individual letters dated August 09, 2023 have informed the Company regarding their intention to participate in the Buyback. The extent of their participation in the Buyback has been detailed in Clause 4.2 of this Public Announcement.
- 1.6 The aggregate Paid-up equity capital and Free Reserves of the Company as on March 31, 2023 was Rs. 196,911.96 Lakhs (Rupees One Thousand Nine Hundred Sixty Nine Crore Eleven Lakh Ninety Six Thousand only, rounded off) based on the audited standalone financial statements and Rs. 197,053.29 Lakhs (Rupees One Thousand Nine Hundred Seventy Crore Fifty Three Lakh Twenty Nine Thousand only, rounded off) based on the audited consolidated financial statements and under the provisions of the Act, the funds deployed for Buyback approved by the Board of Directors will not exceed 10% of the Paid-up capital and Free Reserves of the Company under Board approval route. Further, as per the SEBI Buyback Regulations, such amount shall not exceed 10% of the networth of the Company on standalone and consolidated basis, both. Accordingly, the maximum amount that can be utilized in the present Buyback is Rs. 19,691.19 Lakhs (Rupees One Hundred Ninety Six Crore Ninety One Lakh Nineteen Thousand only). The aggregate amount proposed to be utilised for the Buyback is upto Rs. 155,00,00,000 (Rupees One Hundred and Fifty Five Crores only) excluding expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, merchant banker fees, stock exchange fee for usage of their platform for Buyback, Transaction Costs viz. brokerage, applicable taxes inter- alia including tax on distributed income to shareholders, Securities Transaction Tax, Goods and Services Tax, Stamp duty, etc., public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, which is within the maximum amount as aforesaid.
- 1.7 Further, under the Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity share capital of the Company in that financial year. Since the Company proposes to Buyback 31,00,000 Equity Shares through this buyback, which represents 1.87% of the total number of equity shares in the total paid up equity share capital of the Company, the same is within the aforesaid 25% limit.
- 1.8 The Buyback shall be made out of the Free Reserves of the Company as at March 31, 2023 based on the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2023. The Company shall transfer a sum equal to the nominal value of the Equity Shares so 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.
- 1.9 The post Buyback, both on standalone and consolidated basis, debt-equity ratio of the Company will be below the maximum allowable limit of 2:1 specified under the Act.

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For FDC LIMITED

A. K. Khatke
Company Secretary.

- 1.10 The Buyback Price of Rs. 500 per Equity Share represents (a) a premium of approx. 45.77% and 45.92% over the closing prices on the NSE and BSE respectively on August 02, 2023, being the working day immediately preceding the date on which Company intimated the Stock Exchanges of the date of meeting of the Board of Directors wherein the proposal for Buyback was considered; (b) a premium of approx. 57.40% and 56.08% over the volume weighted average price of the Equity Shares on the NSE and BSE respectively during the 60 working days preceding August 03, 2023, being the day on which Company intimated the Stock Exchanges of the date of meeting of the Board of Directors wherein the proposal for Buyback was considered; and (c) a premium of approx. 27.57% and 27.57% over the 52 week high price of the Equity Shares on NSE and BSE respectively, immediately before the date of the Board Meeting in which the Buyback was approved.
- 1.11 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.
- 1.12 Post Buyback, the level of holding of public shareholders in the Company shall not fall below the minimum level of public shareholding required to be maintained in terms of the Securities Contracts (Regulation) Rules, 1957 ("SCRR") and under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Due to any reason, if the public shareholding in the Company post Buy-back falls below the minimum level of public shareholding prescribed under SCRR, the Company undertakes to bring the public shareholding to the minimum prescribed level within the time and in the manner prescribed under SCRR and the Listing Regulations.
- 1.13 Copy of this Public Announcement will be available on the websites of the Securities and Exchange Board of India and the Stock Exchanges at www.sebi.gov.in, www.nseindia.com and www.bseindia.com respectively.

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 number of 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 August 09, 2023 considered the accumulated Free Reserves as well as cash liquidity reflected in the audited accounts for the Financial Year ended March 31, 2023 and benefits to the members holding Equity Shares of the Company and decided to allocate a sum of Rs. 155,00,00,000 (Rupees One Hundred and Fifty Five Crores only) (which is 7.87% and 7.87% of the total paid-up equity capital and free reserves, as per the standalone and consolidated financial statements, respectively, of the Company for the year ended March 31, 2023), excluding expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, merchant banker fees, stock exchange fee for usage of their platform for Buyback, Transaction Costs viz. brokerage, applicable taxes inter- alia including tax on distributed income to shareholders, Securities Transaction Tax, Goods and Services Tax, Stamp duty, etc., public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, which is within the maximum amount as aforesaid, for returning to the members holding Equity shares through Buyback.

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 shareholders' value;

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For FBC LIMITED

Company Secretary.

2. The Buyback will help the Company to distribute surplus cash to its Members 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 route as prescribed under the SEBI Buyback Regulations, would involve allocation of 15% of the outlay to Small Shareholders. 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 Shareholder"; 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 accepted under the Buyback Offer or they may choose to not participate and enjoy a resultant increase in their percentage shareholding, post the Buyback Offer, without additional investment.

3. Details of the Promoter Shareholding

- 3.1 The aggregate shareholding of the Promoters and the Promoter Group of the Company as on the date of this Public Announcement is as under:

Sr. No.	Name of the Shareholder	No. of Equity shares held	No. of Equity Shares in Demat Form	Percentage of Equity Share Capital
1.	Mrs. Meera Ramdas Chandavarkar	3,21,83,320	3,21,83,320	19.40
2.	Mr. Ameya Ashok Chandavarkar	1,00,89,225	1,00,89,225	6.08
3.	Ms. Nomita Ramdas Chandavarkar	53,48,262	53,48,262	3.22
4.	Mr. Nandan Mohan Chandavarkar	51,25,051	51,25,051	3.09
5.	Mrs. Aditi C. Bhanot	11,31,091	11,31,091	0.68
6.	Leo Advisors Private Limited (in the capacity as Trustee of Ameya Family Discretionary Trust)	1,51,83,854	1,51,83,854	9.15
7.	Virgo Advisors Private Limited (in the capacity as Trustee of Aditi Family Discretionary Trust)	1,01,22,664	1,01,22,664	6.10
8.	Nandan Mohan Chandavarkar (in the capacity as Trustee of Sandhya Mohan Chandavarkar Trust)	1,82,15,836	1,82,15,836	10.98
9.	Nandan Mohan Chandavarkar (in the capacity as Trustee of Mohan Anand Chandavarkar Trust)	1,79,00,119	1,79,00,119	10.79
10.	Mr. Mohan Anand Chandavarkar	-	-	-
11.	Mrs. Sandhya Mohan Chandavarkar	-	-	-
	Total	11,52,99,422	11,52,99,422	69.50

- 3.2 No shares were either purchased or sold by the Promoter and Promoter Group, during the period of 6 months preceding the date of the Board Meeting at which the proposal for Buyback was approved, i.e. August 09, 2023.

4. Intention of the Promoter and Promoter Group of the Company to tender equity shares for Buyback indicating the number of shares, details of acquisition with dates and price

- 4.1 In terms of the SEBI Buyback Regulations, under Tender Offer route, the Promoter Group has the option to participate in the Buyback. In this regard, all the Promoters and the Promoter Group entities vide their individual letters dated August 09, 2023 have informed the Company regarding their intention to participate in the Buyback and offer to tender their pro rata entitlement against the shares held by them as on the Record Date and may also tender such additional number of shares, as they may decide subsequently depending upon publicly available information at the time of such decision making, in compliance with the SEBI Buyback Regulations. However, the Promoter and Promoter

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For FDC LIMITED
(Signature)
Company Secretary

Group shall not tender more than 11,52,99,422 Equity Shares under the Buyback, being the total number of Equity Shares held by them.

4.2 The details of the date and price of acquisition of the Equity Shares that Promoter & Promoter Group intends to tender are set out below:

(i) Mrs. Meera Ramdas Chandavarkar

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition / Sale Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
Balance as on June 30, 2006 (net of shares sold post this date) *	-	18,411,320	-	1.00	-
September 24, 2015	Allotment	13,764,000	-	1.00	Pursuant to merger
August 08, 2017	Buy	8,000	180.00	1.00	Cash consideration

* Details prior to June 30, 2006 are not available.

(ii) Mr. Ameya Ashok Chandavarkar

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
Balance as on June 30, 2006 (net of shares sold post this date)*	-	3,166,641	-	1.00	-
September 08, 2011	Inter-se Transfer	610,000	-	1.00	Gift
December 30, 2011	Inter-se Transfer	309,750	-	1.00	Gift
September 24, 2015	Allotment	6,002,834	-	1.00	Pursuant to merger

* Details prior to June 30, 2006 are not available.

(iii) Ms. Nomita Ramdas Chandavarkar

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
Balance as on June 30, 2006 (net of shares sold post this date)*	-	760,262	-	1.00	-
September 24, 2015	Allotment	4,588,000	-	1.00	Pursuant to merger

* Details prior to June 30, 2006 are not available.

(iv) Mr. Nandan Mohan Chandavarkar

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
November 21, 2009	Inter-se transfer	4,067,289	-	1.00	Gift
September 24, 2015	Allotment	1,057,762	-	1.00	Pursuant to merger

(v) Mrs. Aditi C Bhanot

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
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For FDC LIMITED

Company Secretary

			Per share)	Share)	
March 31, 2015	Inter-se transfer	1,129,305	Nil	1.00	Gift
December 21, 2021	Market Purchase	1,786	279.55	1.00	Cash

(vi) Leo Advisors Private Limited (acting as Trustee of Ameya Family Discretionary Trust)

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
March 28, 2017	Inter-se transfer through bulk deal on stock exchange	15,183,854	203.55	1.00	Cash

(vii) Virgo Advisors Private Limited (acting as Trustee of Aditi Family Discretionary Trust)

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
March 28, 2017	Inter-se transfer through bulk deal on stock exchange	10,122,664	203.55	1.00	Cash

(viii) Nandan Mohan Chandavarkar in the capacity as Trustee of Sandhya Mohan Chandavarkar Trust

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
November 28, 2018	Inter-se transfer	18,215,836	Nil	1.00	Gift

(ix) Nandan Mohan Chandavarkar in the capacity as Trustee of Mohan Anand Chandavarkar Trust

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
November 28, 2018	Inter-se transfer	17,900,119	Nil	1.00	Gift

Mr. Mohan Anand Chandavarkar and Mrs. Sandhya Mohan Chandavarkar are also the Promoters of the Company but do not hold any equity shares in the Company.

Mr. Ashok Anand Chandavarkar, Mrs. Mangala Ashok Chandavarkar and Mr. Ameya Ashok Chandavarkar are the directors of Leo Advisors Private Limited (acting as Trustee of Ameya Family Discretionary Trust) and also Virgo Advisors Private Limited (acting as Trustee of Aditi Family Discretionary Trust). The shareholding of the directors is disclosed above.

5. The Company confirms that there are no defaults made or subsisting in the repayment of deposits or interest thereon, redemption of debentures or interest payment thereon, redemption of preference shares or payment of dividend to any shareholder, repayment of term loans or interest thereon to any financial institution or banks.
6. The Board of Directors confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion as on the date of passing the board resolution approving the Buyback i.e., August 09, 2023:
 - 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 the Board Meeting held on August 09, 2023, 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 held on August 09, 2023, having regard to the Board's intentions with respect to the

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For FDC LIMITED
Company Secretary.

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. that 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 or the Insolvency and Bankruptcy Code 2016 (to the extent notified and in force).

7. The text of the Report addressed by the Statutory Auditor dated August 10, 2023 received from M/s B S R & Co. LLP, Chartered Accountants, Statutory Auditors of the Company, addressed to the Company is reproduced below:

Quote

Private and confidential

The Board of Directors
FDC Limited
Sky Vista Building, J P Road
DN Nagar-Andheri West
Mumbai 400 053

10 August 2023

Dear Sir/Madam,

Sub: Independent Auditors' Report in respect of proposed Buy-Back of equity shares by FDC Limited ("the Company") in terms of clause (xi) of Schedule I of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "SEBI Buy-Back Regulations")

1. This report is issued in accordance with the terms of our engagement letter dated 22 July 2022 and addendum to engagement letter dated 09 August 2023 with FDC Limited ("the Company").
2. The Board of Directors of the Company have approved a proposed Buy-Back of equity shares by the Company at its meeting held on 09 August 2023, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ('the Act') read with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buy-Back Regulations").
3. The accompanying Statement of permissible capital payment (including premium) ("Annexure A") as at 31 March 2023 (hereinafter referred as the "Statement") is prepared by the management of the Company, which we have signed for identification purpose only.

Management's Responsibility for the Statement

4. The preparation of the Statement in accordance with Section 68(2) of the Act and in compliance with Section 68, 69 and 70 of the Act and SEBI Buy-Back Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. 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.
5. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the buyback of its equity shares i.e., 09 August 2023 (hereinafter referred as the "date of the Board meeting") and will not be rendered insolvent within a period of one year from the date of the Board meeting, and in forming the opinion, it 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 or the Insolvency and Bankruptcy

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For FDC LIMITED

Company Secretary.

Code, 2016.

Auditors' Responsibility

6. Pursuant to the requirements of the SEBI Buy-Back Regulations, it is our responsibility to provide reasonable assurance whether:
 - i. we have inquired into the state of affairs of the Company in relation to its audited standalone financial statements and audited consolidated financial statements as at and for the year ended 31 March 2023 read with the declaration of solvency approved by the board of directors dated 09 August 2023.
 - ii. the amount of the permissible capital payment (including premium) as stated in Annexure A for the proposed Buy-Back of equity shares has been properly determined considering the audited standalone financial statements and audited consolidated financial statements in accordance with Section 68(2)(c) of the Act and proviso to Regulation 5(i) of SEBI Buyback Regulations; and
 - iii. the Board of Directors of the Company in their meeting dated 09 August 2023, have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buy-Back Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of board meeting held to consider the proposal of Buy-Back of Equity Shares.
7. The audited standalone financial statements and audited consolidated financial statements for the financial year ended on 31 March 2023 referred to in paragraph 6 above, which we have considered for the purpose of this report, have been audited by us, on which we have issued unmodified audit opinions vide our reports dated 25 May 2023. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143 of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
8. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. We accordingly performed the following procedures:
 - i. Examined that the amount of maximum permissible capital payment towards the Buy-Back of equity shares as detailed in Annexure A has been computed in accordance with the limits specified in Section 68(2) of the Act;
 - ii. Inquired into the state of affairs of the Company in relation to its audited standalone financial statements and audited consolidated financial statements as at and for the year ended 31 March 2023.
 - iii. Obtained declaration of solvency as approved by the board of directors on 09 August 2023 pursuant to the requirements of clause (x) of Schedule I to the SEBI Buy-Back Regulations.
 - iv. Traced the amounts of paid-up equity share capital, retained earnings and General Reserves as mentioned in Annexure A from the audited standalone financial statements and audited consolidated financial statements as at and for the year ended 31 March 2023;
 - v. Examined that the proposed Buy-Back of equity shares approved by Board of Directors in its meeting held on 09 August 2023 is authorized by the Articles of Association of the Company,
 - vi. Examined that all the shares for Buy-Back are fully paid-up;
 - vii. Verified the arithmetical accuracy of the amounts mentioned in Annexure A; and
 - viii. Obtained appropriate representations from the Management of the Company.
9. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes' (Revised 2016) 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.
10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
11. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

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For FDC LIMITED
Akshay
Company Secretary

Opinion

12. Based on inquiries conducted and our examination as above, we report that:
- We have inquired into the state of affairs of the Company in relation to its audited standalone financial statements and audited consolidated financial statements as at and for the year ended 31 March 2023 read with the declaration of solvency approved by board of directors on 09 August 2023;
 - The amount of permissible capital payment (including premium) towards the proposed Buy-Back of equity shares as computed in the Statement attached herewith is, in our view properly determined in accordance with Section 68(2)(c) of the Act and proviso to Regulation 5(i) of SEBI Buy-Back Regulations. The amounts of share capital and free reserves have been extracted from the audited standalone and consolidated financial statements of the Company as at and for the year ended 31 March 2023; and
 - the Board of Directors of the Company in their meeting dated 09 August 2023, have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buy-Back Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of board meeting held to consider the proposal of buy-back of equity shares.
13. Based on the representations made by the management, and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.
14. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed Buy-Back of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and Buy-Back Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, letter of offer and other documents pertaining to Buy-Back of equity shares to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, Stock Exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the managers, each for the purpose of extinguishment of equity shares and for their diligence and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

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

Sd/-
Amar Sunder
Partner
Membership No: 078305
UDIN: 23078305BGWOMS9249

Mumbai

10 August 2023

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For FDC LIMITED


Company Secretary.

Annexure A:

Statement of permissible capital payment (including premium)

Computation of amount of permissible capital payment towards buy back of equity shares of FDC Limited in accordance with proviso to Section 68 (2) of the Companies Act, 2013 (the "Act") and proviso to Regulation 5(i) of the SEBI Buy-Back Regulations:

Particulars	Standalone * (Rs. in lakhs)	Consolidated * (Rs. in lakhs)
Paid up equity share capital as on March 31, 2023 (165,910,084 equity shares of face value Re. 1 each)	1,659.10	1,659.10
Free reserves as on March 31, 2023#		
- Securities premium account	0.00	0.00
- General reserves	46,442.34	46,310.66
- Retained earnings	148,810.52	149,083.53
Total	196,911.96	197,053.29
Maximum amount permissible under the Act / SEBI Buyback Regulations with approval of the shareholders (25%)	49,227.99	49,263.32
10% of the total paid up equity share capital and free reserves, if the buyback is carried through tender offer route (in accordance with the Chapter III of the SEBI Buy-Back Regulations and Section 68(2)(c) of the Act)	19,691.19	19,705.32
Maximum amount permitted by Board Resolution dated August 09, 2023 approving the Buy-Back of Equity Shares, based on the audited standalone and audited consolidated for the year ended March 31, 2023 (lower of 10% of net worth based on standalone and consolidated financial statements as on March 31, 2023)		19,691.19

* The amounts have been extracted from the audited standalone and consolidated financial statements of the Company as at and for the year ended March 31, 2023.

Free reserves are as per sub clause 43 of Section 2 and explanation II to Section 68 of the Act.


For FDC Limited

Sd/-
Mohan A Chandavarkar
Managing Director

Mumbai
10 August 2023

Unquote

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For FDC LIMITED


Company Secretary.

- 8. Confirmations from the Company as per the provisions of the SEBI Buyback Regulations and the Companies Act**
- 8.1 All the Equity Shares of the Company are fully paid-up;
- 8.2 The Company shall not issue any Equity Shares or specified securities, including by way of bonus, until the date of expiry of the Buyback period;
- 8.3 The Company shall pay the consideration only by way of cash;
- 8.4 Except in discharge of its subsisting obligations, the Company shall not raise further capital for a period of six months or one year from the expiry of the Buyback period, as may be applicable in accordance with the Companies Act and Buyback Regulations respectively or any circulars or notifications issued by SEBI in connection therewith;
- 8.5 The Company shall not withdraw the Buyback after the Public Announcement of the Buyback offer is made;
- 8.6 The Company shall not buy-back its Equity Shares so as to delist its shares from the Stock Exchanges.
- 8.7 The Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;
- 8.8 The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
- 8.9 There are no defaults subsisting in the repayment of any deposits (including interest payable thereon), redemption of debentures or preference shares, payment of dividend or repayment of any term loans to any financial institution or banks (including interest payable thereon), as the case may be;
- 8.10 The Company shall not buyback its Equity Shares from any person through a negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- 8.11 The Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act;
- 8.12 The aggregate amount of the Buyback Size i.e., up to Rs. 155,00,00,000/- (Rupees One Hundred and Fifty Five Crores Only) does not exceed 10% (being 7.87% and 7.87%) of the aggregate of the total paid-up capital and free reserves of the Company as per the latest audited standalone financial statements and consolidated financial statements as at March 31, 2023 (the latest audited financial statements, respectively available as on the date of the Board Meeting recommending the proposal of the Buyback);
- 8.13 The maximum number of Equity Shares proposed to be purchased under the Buyback, i.e., up to 31,00,000 Equity Shares, does not exceed 25% of the total number of Equity Shares in the paid-up Equity Share capital as per the latest audited standalone financial statements and audited consolidated financial statements as at March 31, 2023, respectively;
- 8.14 The Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback period;
- 8.15 There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;

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For FDC LIMITED
A. K. Patil
Company Secretary.

8.16 The Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies;

8.17 The Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Companies Act within the specified timelines;

8.18 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 based on both the standalone and consolidated financial statements of the Company as on March 31, 2023 of the Company; and

8.19 The Buyback shall be completed within a period of one year from the date of passing of the board resolution;

9. Record date and shareholder entitlement

9.1 As required under the SEBI Buyback Regulations, the Company has fixed Friday, August 25, 2023, as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders.

9.2 The Equity Shares to be bought back, as part of the Buyback is divided in to two categories:
(a) reserved category for Small Shareholders (defined under Regulation 2(i)(n) of the SEBI Buyback Regulations as a shareholder, who holds shares or other specified securities whose market value, on the basis of closing price on the recognized stock exchange in which the highest trading volume, as on record date, is not more than INR 2,00,000 (Rupees two lakhs only); and
(b) the general category for all other shareholders.

9.3 In accordance with Regulation 6 of the SEBI Buyback Regulations, 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 part of this Buyback.

9.4 On the basis of the Shareholding as on the Record Date, the Company will determine the entitlement of each Shareholder to tender their Equity Shares in the Buyback. This entitlement for each Shareholder will be calculated based on the number of Equity Shares held by the respective Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Shareholder belongs. The final number of Equity Shares the Company will purchase from the Shareholders will be based on the Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by Shareholders over and above their entitlement.

9.5 After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Shareholders in that category, and thereafter from Shareholders who have tendered over and above their entitlement in other category.

9.6 In order to ensure that the same Eligible Shareholder with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and the Buyback Entitlement. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional

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For FDC LIMITED
N. K. P. S.
Company Secretary

investors/foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

- 9.7 The Eligible Shareholders participation in the Buyback will be voluntary. The Eligible Shareholders can choose to participate, in full or in part, and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. The Eligible Shareholders may also tender a part of their entitlement. The Eligible Shareholders also have the option of tendering additional Equity Shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.
- 9.8 The maximum tender under the Buyback by any Shareholder cannot exceed the number of Equity Shares held by the Shareholder as on the Record Date.
- 9.9 The Equity Shares tendered as per the entitlement by Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations.
- 9.10 Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Shareholders as on Record Date.

10. Process and Methodology to be adopted for Buyback

- 10.1 The Buyback is open to all Eligible Shareholder holding Equity Shares of the Company either in demat or physical mode, as on the Record date, i.e., August 25, 2023.
- 10.2 The Company proposes to affect the Buyback through Tender Offer, on a proportionate basis. The Letter of Offer, outlining the terms of the Offer as well as the detailed disclosures as specified in the SEBI Buyback Regulations, will be mailed/couriered to Equity Shareholders of the Company whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date.
- Eligible Shareholders who have registered their email ids with the Depositories / the Company, shall be dispatched the Letter of Offer through electronic means. If Eligible Shareholders wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registrar at the address or email id mentioned at the cover page of the Letter of Offer.
- Eligible Shareholders who have not registered their email ids with the Depositories / the Company, shall be dispatched the Letter of Offer through physical mode by registered post / speed post / courier.
- 10.3 The Company will not accept any Equity Shares offered for Buyback where there exists any restraint order of a Court / any other competent authority for transfer / disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.
- 10.4 The Company shall comply with Regulation 24(v) of the SEBI Buyback Regulations which states that 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.

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For FDC LIMITED

Company Secretary.

- 10.5 Eligible Shareholders will have to transfer the Equity Shares from the same demat account in which they were holding the Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar, and such tendered shares may be accepted subject to appropriate verification and validation by the Registrar.
- 10.6 The Company shall accept all the Equity Shares validly tendered for the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date and also Additional Equity Shares if any tendered by Eligible Shareholders will be accepted as per Clause 10.3, 10.4 and 10.5 under "Process and Methodology for the Buyback".
- 10.7 After accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in any other category.
- 10.8 Shareholders' participation in Buyback will be voluntary. Shareholders can choose to participate, in part or in full, and get cash in lieu of the Equity Shares accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Shareholders may also tender a part of their Buyback Entitlement. Shareholders also have the option of tendering Additional Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Shareholders, if any. Acceptance of any Shares tendered in excess of the Buyback Entitlement by the Shareholder, shall be in terms of procedure outlined in the Letter of Offer.
- 10.9 The maximum tender under the Buyback by any Shareholder cannot exceed the number of Equity Shares held by the Shareholder as on the Record Date.
- 10.10 The Buyback shall be implemented by the Company using the "Mechanism for acquisition of shares through Stock Exchange" notified under SEBI Circulars and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations and as may be determined by the Board and on such terms and conditions as may be permitted by law from time to time.
- 10.11 The Acceptance of the Offer made by the Company is entirely at the discretion of the Shareholders of the Company. The Company does not accept any responsibility for the decision of any Shareholder to either participate or to not participate in the Offer. The Company will not be responsible in any manner for any loss of Share certificate(s) and other documents during transit and the Shareholders are advised to adequately safeguard their interest in this regard.
- 10.12 For implementation of the Buyback, the Company has appointed Eureka Stock & Share Broking Services Limited as the registered broker to the Company (the "Company Broker") through whom the purchases and settlements in respect of the Buyback would be made by the Company. The details of the Company's Broker are as follows:

Eureka Stock & Share Broking Services Limited
DN-51, Merlin Infinite
11th Floor
Salt Lake, Sector V
Kolkata - 700 091
Tel: +91 33 6628 0000
Fax: +91 33 2210 5184
Website: www.eurekasec.com

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For FDC LIMITED


Company Secretary.

open offers, buy-backs through tender offer route and exit offers in case of voluntary or compulsory delisting. However, such tendering shall be as per the provisions of respective regulations". Accordingly, shareholders of the Company holding share in physical form can participate in the Buyback Offer subject to the provisions of the SEBI Buyback Regulations and the terms provided in the Letter of Offer.

- Public Shareholders who are holding physical Equity Shares and intend to participate in the Offer will be required to approach their respective Seller Member(s) along with the complete set of documents for verification procedures to be carried out including the (i) original Equity Share certificate(s), (ii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Public 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 favour of the Company, (iii) self-attested copy of the Public Shareholder's PAN Card, (iv) the Tender Form (duly signed by all Public Shareholders in case the Equity Shares are in joint names) the same order in which they hold Equity Shares, and (v) any other relevant documents such as, but not limited to, duly attested power of attorney, corporate authorization (including board resolution / specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original Public Shareholder has deceased, etc., as applicable. In addition, if the address of the Public Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Public 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.
- Based on the documents as mentioned above, the concerned Seller Member shall place the bid on behalf of Public Shareholders holding Equity Shares in physical form using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Public Shareholder. The TRS will contain the details of order submitted like folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.
- The Seller Member / Public Shareholder is required to deliver the original Equity Share certificate(s) and documents (as mentioned above) along with TRS either by registered post / speed post or courier or hand delivery to Registrar to the Offer (at the address mentioned at paragraph 12 below) within 2 (two) days of bidding by Seller Member. The envelope should be super scribed as "FDC Limited - Buyback 2023". One copy of the TRS will be retained by Registrar to the Offer and it will provide acknowledgement of the same to the Seller Member / Public Shareholder.
- Public 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 acquisition under the Offer shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Offer will verify such bids based on the documents submitted on a daily basis and till such time NSE shall display such bids as 'unconfirmed physical bids'. Once the Registrar to the Offer confirms the bids it will be treated as 'Confirmed Bids'.
- All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) there a name mismatch in the Folio of the Public Shareholder; or (ii) there exists any restraint order of a court/any other competent authority for transfer/disposal/sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists; or (iii) The documents mentioned in the Tender Form for Public Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours not later than 2 (two) days from the Buyback Closing Date; or (iv) if there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company; or (v) if the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Public Shareholders; or (vi) if the Public Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or (vii) in the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar.
- In case any person who has submitted the Equity Shares held by them in the physical form for dematerialisation should ensure that the process of getting the Equity Shares dematerialised is completed before such Eligible Shareholders tender their Equity Shares in the Buy-back, so that they can participate in the Buy-back.

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For FDC LIMITED

Company Secretary

10.13 The Company will use the Acquisition Window of NSE, the Designated Stock Exchange to facilitate placing of sell orders by Shareholders who wish to tender their Equity Shares in the Buyback. The details of the platform will be as specified by NSE from time to time.

10.14 At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company's Broker. During the tendering period, the order for selling the Equity shares will be placed by the shareholders through their respective Shareholder Broker during normal trading hours of the secondary market.

10.15 Procedure to be followed by Shareholders holding Equity Shares in the dematerialized form:

- Eligible Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective Shareholder Broker by indicating to their broker the details of Equity Shares they intend to tender under the Buyback.
- The Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of the Stock Exchanges.
- The lien shall be marked in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buy-back. The details of Equity Shares marked as lien in the demat account of the Eligible Shareholders shall be provided by Depositories to the Clearing Corporation.
- In case, the Eligible Shareholder's demat account is held with one depository and clearing member pool Stock Clearing member account is held with other depository, shares shall be blocked in the Eligible Shareholder's demat account at source depository during the tendering period. Inter-Depository Tender Offer ("IDT") instructions shall be initiated by the Eligible Shareholders at source depository to Clearing Member at target depository. The source depository shall block the Eligible Shareholder's Equity Shares (i.e. transfers from free balance to blocked balance) and will send IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation.
- For Custodian Participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the Date of closing of the Offer. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- 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, number of Equity Shares tendered etc.
- Eligible Shareholders who have tendered their Equity Shares in the Buyback can hand deliver Tender Form duly signed (by all Eligible Shareholders in case shares are in joint names) in same order in which they hold the Equity Shares, along with the TRS generated by the exchange bidding system at the Office of Registrar to the Buyback. TRS will be generated by the respective Shareholder Broker. Eligible Shareholders who cannot hand deliver the Tender Form and other documents at the Office of Registrar to the Buyback, may send the same by registered post/ speed post/ courier, at their own risk, superscribing the envelope as "FDC Limited - Buyback 2023", to the Registrar to the Buyback not later than 2 (two) days from the Buyback Closing Date.
- In case of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the special account of the clearing corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for demat Eligible Shareholders.
- The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company.

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

- In accordance with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, SEBI has clarified that "shareholders holding securities in physical form are allowed to tender shares in

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For FDC LIMITED


Company Secretary.

- An unregistered shareholder holding Physical Shares may also tender his Equity Shares for Buy-back by submitting the duly executed transfer deed for transfer of shares, purchased prior to Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any.
- 10.17 Modification / cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by single Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.
- 10.18 The cumulative quantity tendered shall be made available on the website of NSE (website: www.nseindia.com) throughout the trading session and will be updated at specific intervals during the tendering period.
- 10.19 The Company will not accept Equity Shares tendered for the Buyback which under restraint order of the court for transfer/ sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

10.20 Method of Settlement

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

- (1) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- (2) The Company will pay the consideration pertaining to the Buyback to the Company's Broker which will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule.
- (3) The settlements of fund obligation for Demat and Physical Shares shall be affected as per the SEBI circulars and as prescribed by Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds pay-out in their bank account as provided by the depository system directly to the Clearing Corporation and in case of Physical Shares, the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market pay-out mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by the RBI/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker's settlement bank account for onward transfer to such respective Eligible Shareholders.
- (4) Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the Eligible Shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
- (5) The Equity Shares bought back would be transferred directly to the demat account of the Company opened for the Buyback (the "Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchange(s).
- (6) The Eligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non-acceptance in the Buyback.
- (7) In the case of inter-depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. The source depository will not be able to release the lien without a release of

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Company Secretary

IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with Bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source depository will cancel/ release excess or unaccepted block shares in the demat account of the Eligible Shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/ message received from target depository to the extent of accepted bid shares from Eligible Shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.

- (8) The Equity Shares bought back in the demat form would be transferred to the special demat account of the Company opened for the Buyback ("**Company Demat Escrow Account**").
- (9) In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds pay-out including those prescribed by the RBI) who do not opt to settle through custodians, the funds pay-out would be given to their respective Shareholder Broker's settlement account for releasing the same to such Eligible Shareholder's account. For this purpose, the client type details would be collected from the Registrar to the Buyback.
- (10) Every Shareholder Broker, who puts in a valid bid on behalf of an Eligible Shareholder, would issue a contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted demat Equity Shares to their respective clients. Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- (11) Equity Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Eligible Shareholder for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Equity Shareholders from their respective Shareholder Broker, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manager and Company accepts no responsibility to bear or pay such additional cost, applicable taxes, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- (12) The Equity Shares lying to the credit of the Company Demat Account after the Buyback will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

10.21 Rejection Criteria

The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds:

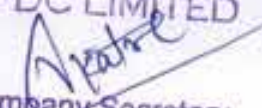
- a. the Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or
- b. if there is a name mismatch in the dematerialised account of the Shareholder / Folio No. and PAN; or
- c. receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation.

11. Compliance Officer

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

Name : Ms. Varsharani Katre
Designation : Company Secretary and Compliance Officer
Address : C - 3, Skyvistas, Near Versova Police Station

CERTIFIED TRUE COPY
For FDC LIMITED


Company Secretary.

Tel.
Email

106A, J. P. Road, Andheri (West)
Mumbai - 400 053
: +91 22 2673 9215
: varsharani.katre@fdcindia.com

12. Registrar to the Offer and Investor Service Centre

In case of any query, the Eligible Shareholders may also contact the Registrar to the Buyback of the Company during working hours i.e. 10:00 AM IST to 5:00 PM IST on all working days at the following address except Saturday, Sunday and public holidays.

LINKIntime

Link Intime India Private Limited
C-101, 1st Floor, 247 Park
L.B.S. Marg, Vikhroli (West),
Mumbai - 400 083, Maharashtra, India
Tel. No.: +91 810 811 4949
Fax: +91 22 491869 6195
Email: fdc.buyback2023@linkintime.co.in
Website: www.linkintime.co.in
SEBI Registration No: INR000004058
Validity Period: Permanent
Contact person: Mr. Sumeet Deshpande

13. Manager to the Buyback

The Company has appointed Sundae Capital Advisors Private Limited as the Manager to the Buyback and their contact details are given below:

SUNDAE

Sundae Capital Advisors Private Limited
404, 4th floor, Valbhav Chambers
Opp. Income Tax Office, Bandra Kurla Complex
Bandra (East), Mumbai - 400 051, Maharashtra, India
Tel. No. +91 96 6785 9191
Email: fdc.buyback@sundaecapital.com
Investor Grievance e-mail id: grievances.mb@sundaecapital.com
Website: www.sundaecapital.com
SEBI Regn. No.: INM000012494
Validity Period: Permanent
Contact Person: Anchal Lohia / Rajiv Sharma

14. Directors' Responsibility

As per Regulation 24(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. This Public Announcement is issued under the authority of the Board in terms of the resolution passed by the Board on August 09, 2023.

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

Sd/-
Mohan Anand Chandavarkar
Managing Director
(DIN: 00043344)

Sd/-
Ashok Anand Chandavarkar
Executive Director
(DIN: 00042719)

Sd/-
Varsharani Katre
Company Secretary & Compliance Officer
FCS 8948

Place: Mumbai
Date: August 10, 2023

CERTIFIED TRUE COPY
For FDC LIMITED


Company Secretary.



FDC Limited

(CIN: L24239MH1940PLC003176)

Registered Office: B-8, M.I.D.C. Industrial Estate, Waluj - 431 130, Dist. Aurangabad, Maharashtra

Tel: +91 240 255 4407; Fax: +91 240 255 4299

Correspondence Address: C-3 SKYVISTAS, Near Versova Police Station 106A, J. P. Road, Andheri (West), Mumbai - 400 053

Tel: +91 22 2673 9215

Website: www.fdcindia.com, Email: 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 ("THE COMPANY/FDC") FOR THE BUY BACK OF EQUITY SHARES THROUGH A TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUYBACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED

This Public Announcement (the "Public Announcement") is being made pursuant to the provisions of Regulation 7(i) of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 as amended thereto (the "SEBI Buyback Regulations") and contains the disclosures as specified in Schedule II to the SEBI Buyback Regulations read with Schedule I of SEBI Buyback Regulations.

OFFER FOR BUYBACK OF UPTO 31,00,000 (THIRTY ONE LAKHS) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RE. 1/- (RUPEE ONE ONLY) EACH ("EQUITY SHARES") OF FDC LIMITED AT A PRICE OF RS. 500 (RUPEES FIVE HUNDRED ONLY) PER FULLY PAID-UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS AS PRESCRIBED UNDER THE SEBI BUYBACK REGULATIONS USING STOCK EXCHANGE MECHANISM.

1. DETAILS OF THE BUYBACK OFFER AND OFFER PRICE

1.1 The Board of Directors of the Company, at its meeting held on August 09, 2023 had, subject to the approval of statutory, regulatory or governmental authorities as may be required under applicable laws, approved a buyback of 31,00,000 Equity Shares of the Company for an aggregate amount not exceeding Rs. 155,00,00,000 (Rupees One Hundred and Fifty Five Crores only) (the "Buyback Size") excluding expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, merchant banker fees, stock exchange fee for usage of their platform for Buyback, transaction costs viz. brokerage, applicable taxes inter-alia including tax on distributed income to shareholders, Securities Transaction Tax, Goods and Services Tax, Stamp duty, etc., public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses ("Transaction Cost") (representing 7.87% and 7.87% of the aggregate of the paid up share capital and free reserves as per the audited standalone and consolidated financial statements, respectively as on March 31, 2023) at a price of Rs. 500/- (Rupees Five Hundred only) (the "Buyback Price") per Equity Share from the existing Members / Shareholders holding equity shares of the Company on a proportionate basis through the "Tender Offer" route as prescribed under the SEBI Buyback Regulations read with SEBI Circular CIR/CFD/POLICY CELL/11/2015 dated April 13, 2015 read with circular no. CFD/DCR2/CIR/P/2013/131 dated December 09, 2016, CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and circular bearing number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023, as may be amended from time to time (the "SEBI Circulars"), and in accordance with the Companies Act, 2013 ("the Act") & the rules made thereunder (the "Buyback").

1.2 In terms of Regulation 5(via) of the Buyback Regulations, the Board may, till one working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back, such that there is no change in the Buyback Size.

1.3 The Buyback is in accordance with the provisions contained in the Article 13 of the Articles of Association of the Company, Section 68, 69, 70 and 179 and all other applicable provisions, if any of the Companies Act 2013, Companies (Share Capital and Debentures) Rules, 2014 to the extent applicable, the Companies (Management and Administration) Rules, 2014 and the provisions of the SEBI Buyback Regulations to the extent applicable. 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 SEBI, NSE and BSE, wherever applicable.

1.4 The Buyback shall be undertaken on a proportionate basis from the Shareholders as on August 25, 2023 (the "Record Date") through the Tender Offer route prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Shareholders and settlement of the same, through the stock exchange mechanism as specified under the SEBI Circulars.

1.5 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 Promoters and the Promoter Group entities vide their individual letters dated August 09, 2023 have informed the Company regarding their intention to participate in the Buyback. The extent of their participation in the Buyback has been detailed in Clause 4.2 of this Public Announcement.

1.6 The aggregate Paid-up equity capital and Free Reserves of the Company as on March 31, 2023 was Rs. 196,911.96 Lakhs (Rupees One Thousand Nine Hundred Sixty Nine Crore Eleven Lakh Ninety Six Thousand only, rounded off) based on the audited standalone financial statements and Rs. 197,053.29 Lakhs (Rupees One Thousand Nine Hundred Seventy Crore Fifty Three Lakh Twenty Nine Thousand only, rounded off) based on the audited consolidated financial statements and under the provisions of the Act, the funds deployed for Buyback approved by the Board of Directors will not exceed 10% of the Paid-up capital and Free Reserves of the Company under Board approval route. Further, as per the SEBI Buyback Regulations, such amount shall not exceed 10% of the networth of the Company on standalone and consolidated basis, both. Accordingly, the maximum amount that can be utilized in the present Buyback is Rs. 19,691.19 Lakhs (Rupees One Hundred Ninety Six Crore Ninety One Lakh Nineteen Thousand only). The aggregate amount proposed to be utilised for the Buyback is upto Rs. 155,00,00,000 (Rupees One Hundred and Fifty Five Crores only) excluding expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, merchant banker fees, stock exchange fee for usage of their platform for Buyback, Transaction Costs viz. brokerage, applicable taxes inter-alia including tax on distributed income to shareholders, Securities Transaction Tax, Goods and Services Tax, Stamp duty, etc., public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, which is within the maximum amount as aforesaid.

1.7 Further, under the Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity share capital of the Company in that financial year. Since the Company proposes to Buyback 31,00,000 Equity Shares through this buyback, which represents 1.87% of the total number of equity shares in the total paid up equity share capital of the Company, the same is within the aforesaid 25% limit.

1.8 The Buyback shall be made out of the Free Reserves of the Company as at March 31, 2023 based on the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2023. The Company shall transfer a sum equal to the nominal value of the Equity Shares so 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.

1.9 The post Buyback, both on standalone and consolidated basis, debt-equity ratio of the Company will be below the maximum allowable limit of 2:1 specified under the Act.

1.10 The Buyback Price of Rs. 500 per Equity Share represents (a) a premium of approx. 45.77% and 45.92% over the closing prices on the NSE and BSE respectively on August 02, 2023, being the working day immediately preceding the date on which Company intimated the Stock Exchanges of the date of meeting of the Board of Directors wherein the proposal for Buyback was considered; (b) a premium of approx. 57.40% and 56.08% over the volume weighted average price of the Equity Shares on the NSE and BSE respectively during the 60 working days preceding August 03, 2023, being the day on which Company intimated the Stock Exchanges of the date of meeting of the Board of Directors wherein the proposal for Buyback was considered; and (c) a premium of approx. 27.57% and 27.57% over the 52 week high price of the Equity Shares on NSE and BSE respectively, immediately before the date of the Board Meeting in which the Buyback was approved.

1.11 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.

1.12 Post Buyback, the level of holding of public shareholders in the Company shall not fall below the minimum level of public shareholding required to be maintained in terms of the Securities Contracts (Regulation) Rules, 1957 ("SCRR") and under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Due to any reason, if the public shareholding in the Company post Buy-back falls below the minimum level of public shareholding prescribed under SCRR, the Company undertakes to bring the public shareholding to the minimum prescribed level within the time and in the manner prescribed under SCRR and the Listing Regulations.

1.13 Copy of this Public Announcement will be available on the websites of the Securities and Exchange Board of India and the Stock Exchanges at www.sebi.gov.in, www.nseindia.com and www.bseindia.com respectively.

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 number of 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 August 09, 2023 considered the accumulated Free Reserves as well as cash liquidity reflected in the audited accounts for the Financial Year ended March 31, 2023 and benefits to the members holding Equity Shares of the Company and decided to allocate a sum of Rs. 155,00,00,000 (Rupees One Hundred and Fifty Five Crores only) (which is 7.87% and 7.87% of the total paid-up equity capital and free reserves, as per the standalone and consolidated financial statements, respectively, of the Company for the year ended March 31, 2023), excluding expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, merchant banker fees, stock exchange fee for usage of their platform for Buyback, Transaction Costs

viz. brokerage, applicable taxes inter-alia including tax on distributed income to shareholders, Securities Transaction Tax, Goods and Services Tax, Stamp duty, etc., public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, which is within the maximum amount as aforesaid, for returning to the members holding Equity shares through Buyback.

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

- 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 shareholders' value;
- The Buyback will help the Company to distribute surplus cash to its Members holding equity shares broadly in proportion to their shareholding, thereby, enhancing the overall return to Members;
- The Buyback, which is being implemented through the Tender Offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of 15% of the outlay to Small Shareholders. 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 Shareholder"; and
- 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 accepted under the Buyback Offer or they may choose to not participate and enjoy a resultant increase in their percentage shareholding, post the Buyback Offer, without additional investment.

3. Details of the Promoter Shareholding

3.1 The aggregate shareholding of the Promoters and the Promoter Group of the Company as on the date of this Public Announcement is as under:

Sr. No.	Name of the Shareholder	No. of Equity shares held	No. of Equity Shares in Demat Form	Percentage of Equity Share Capital
1.	Mrs. Meera Ramdas Chandavarkar	3,21,83,320	3,21,83,320	19.40
2.	Mr. Ameya Ashok Chandavarkar	1,00,89,225	1,00,89,225	6.08
3.	Ms. Nomita Ramdas Chandavarkar	53,48,262	53,48,262	3.22
4.	Mr. Nandan Mohan Chandavarkar	51,25,051	51,25,051	3.09
5.	Mrs. Aditi C. Bhanot	11,31,091	11,31,091	0.68
6.	Leo Advisors Private Limited (in the capacity as Trustee of Ameya Family Discretionary Trust)	1,51,83,854	1,51,83,854	9.15
7.	Virgo Advisors Private Limited (in the capacity as Trustee of Aditi Family Discretionary Trust)	1,01,22,664	1,01,22,664	6.10
8.	Nandan Mohan Chandavarkar (in the capacity as Trustee of Sandhya Mohan Chandavarkar Trust)	1,82,15,836	1,82,15,836	10.98
9.	Nandan Mohan Chandavarkar (in the capacity as Trustee of Mohan Anand Chandavarkar Trust)	1,79,00,119	1,79,00,119	10.79
10.	Mr. Mohan Anand Chandavarkar	-	-	-
11.	Mrs. Sandhya Mohan Chandavarkar	-	-	-
	Total	11,52,99,422	11,52,99,422	69.50

3.2 No shares were either purchased or sold by the Promoter and Promoter Group, during the period of 6 months preceding the date of the Board Meeting at which the proposal for Buyback was approved, i.e. August 09, 2023.

4. Intention of the Promoter and Promoter Group of the Company to tender equity shares for Buyback indicating the number of shares, details of acquisition with dates and price

4.1 In terms of the SEBI Buyback Regulations, under Tender Offer route, the Promoter Group has the option to participate in the Buyback. In this regard, all the Promoters and the Promoter Group entities vide their individual letters dated August 09, 2023 have informed the Company regarding their intention to participate in the Buyback and offer to tender their pro rata entitlement against the shares held by them as on the Record Date and may also tender such additional number of shares, as they may decide subsequently depending upon publicly available information at the time of such decision making, in compliance with the SEBI Buyback Regulations. However, the Promoter and Promoter Group shall not tender more than 11,52,99,422 Equity Shares under the Buyback, being the total number of Equity Shares held by them.

4.2 The details of the date and price of acquisition of the Equity Shares that Promoter & Promoter Group intends to tender are set out below:

(i) Mrs. Meera Ramdas Chandavarkar

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
Balance as on June 30, 2006 (net of shares sold post this date) *	-	18,411,320	-	1.00	-
September 24, 2015	Allotment	13,764,000	-	1.00	Pursuant to merger
August 08, 2017	Buy	8,000	180.00	1.00	Cash consideration

* Details prior to June 30, 2006 are not available.

(ii) Mr. Ameya Ashok Chandavarkar

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
Balance as on June 30, 2006 (net of shares sold post this date)*	-	3,166,641	-	1.00	-
September 08, 2011	Inter-se Transfer	610,000	-	1.00	Gift
December 30, 2011	Inter-se Transfer	309,750	-	1.00	Gift
September 24, 2015	Allotment	6,002,834	-	1.00	Pursuant to merger

* Details prior to June 30, 2006 are not available.

(iii) Ms. Nomita Ramdas Chandavarkar

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
Balance as on June 30, 2006 (net of shares sold post this date)*	-	760,262	-	1.00	-
September 24, 2015	Allotment	4,588,000	-	1.00	Pursuant to merger

* Details prior to June 30, 2006 are not available.

(iv) Mr. Nandan Mohan Chandavarkar

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
November 21, 2009	Inter-se transfer	4,067,289	-	1.00	Gift
September 24, 2015	Allotment	1,057,762	-	1.00	Pursuant to merger

(v) Mrs. Aditi C Bhanot

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
March 31, 2015	Inter-se transfer	1,129,305	Nil	1.00	Gift
December 21, 2021	Market Purchase	1,786	279.55	1.00	Cash

(vi) Leo Advisors Private Limited (acting as Trustee of Ameya Family Discretionary Trust)

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
March 28, 2017	Inter-se transfer through bulk deal on stock exchange	15,183,854	203.55	1.00	Cash

(vii) Virgo Advisors Private Limited (acting as Trustee of Aditi Family Discretionary Trust)

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
March 28, 2017	Inter-se transfer through bulk deal on stock exchange	10,122,664	203.55	1.00	Cash

(viii) Nandan Mohan Chandavarkar in the capacity as Trustee of Sandhya Mohan Chandavarkar Trust

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
November 28, 2018	Inter-se transfer	18,215,836	Nil	1.00	Gift

(ix) Nandan Mohan Chandavarkar in the capacity as Trustee of Mohan Anand Chandavarkar Trust

Date of transaction	Nature of Transaction	No. of Equity Shares	Issue / Acquisition Price (Rs. Per share)	Face Value (Amount in Rs. per Share)	Consideration (Cash, other than cash, etc)
November 28, 2018	Inter-se transfer	17,900,119	Nil	1.00	Gift

Mr. Mohan Anand Chandavarkar and Mrs. Sandhya Mohan Chandavarkar are also the Promoters of the Company but do not hold any equity shares in the Company.

Mr. Ashok Anand Chandavarkar, Mrs. Mangala Ashok Chandavarkar and Mr. Ameya Ashok Chandavarkar are the directors of Leo Advisors Private Limited (acting as Trustee of Ameya Family Discretionary Trust) and also Virgo Advisors Private Limited (acting as Trustee of Aditi Family Discretionary Trust). The shareholding of the directors is disclosed above.

5. The Company confirms that there are no defaults made or subsisting in the repayment of deposits or interest thereon, redemption of debentures or interest payment thereon, redemption of preference shares or payment of dividend to any shareholder, repayment of term loans or interest thereon to any financial institution or banks.

6. The Board of Directors confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion as on the date of passing the board resolution approving the Buyback i.e., August 09, 2023:

- 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
- that immediately following the date of the Board Meeting held on August 09, 2023, there will be no grounds on which the Company could be found unable to pay its debts;
- that as regards the Company's prospects for the year immediately following the date of the Board Meeting held on August 09, 2023, 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. that 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 or the Insolvency and Bankruptcy Code 2016 (to the extent notified and in force).

7. The text of the Report addressed by the Statutory Auditor dated August 10, 2023 received from M/s B S R & Co. LLP, Chartered Accountants, Statutory Auditors of the Company, addressed to the Company is reproduced below:

Quote

Private and confidential

The Board of Directors
FDC Limited
Sky Vista Building, J P Road
DN Nagar-Andheri West
Mumbai 400 053
10 August 2023

Dear Sir/Madam,

Sub: Independent Auditors' Report in respect of proposed Buy-Back of equity shares by FDC Limited ("the Company") in terms of clause (xi) of Schedule I of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "SEBI Buy-Back Regulations")

- This report is issued in accordance with the terms of our engagement letter dated 22 July 2022 and addendum to engagement letter dated 09 August 2023 with FDC Limited ("the Company").
- The Board of Directors of the Company have approved a proposed Buy-Back of equity shares by the Company at its meeting held on 09 August 2023, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 (the Act) read with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buy-Back Regulations").
- The accompanying Statement of permissible capital payment (including premium) ("Annexure A") as at 31 March 2023 (hereinafter referred as the "Statement") is prepared by the management of the Company, which we have signed for identification purpose only.

Management's Responsibility for the Statement

- The preparation of the Statement in accordance with Section 68(2) of the Act and in compliance with Section 68, 69 and 70 of the Act and SEBI Buy-Back Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. 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.

5. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the buyback of its equity shares i.e., 09 August 2023 (hereinafter referred as the "date of the Board meeting") and will not be rendered insolvent within a period of one year from the date of the Board meeting, and in forming the opinion, it 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 or the Insolvency and Bankruptcy

Auditors' Responsibility

6. Pursuant to the requirements of the SEBI Buy-Back Regulations, it is our responsibility to provide reasonable assurance whether:
- we have inquired into the state of affairs of the Company in relation to its audited standalone financial statements and audited consolidated financial statements as at and for the year ended 31 March 2023 read with the declaration of solvency approved by the board of directors dated 09 August 2023.
 - the amount of the permissible capital payment (including premium) as stated in Annexure A for the proposed Buy-Back of equity shares has been properly determined considering the audited standalone financial statements and audited consolidated financial statements in accordance with Section 68(2)(c) of the Act and proviso to Regulation 5(i) of SEBI Buyback Regulations; and
 - the Board of Directors of the Company in their meeting dated 09 August 2023, have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buy-Back Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of board meeting held to consider the proposal of Buy-Back of Equity Shares.
7. The audited standalone financial statements and audited consolidated financial statements for the financial year ended on 31 March 2023 referred to in paragraph 6 above, which we have considered for the purpose of this report, have been audited by us, on which we have issued unmodified audit opinions vide our reports dated 25 May 2023. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143 of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
8. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. We accordingly performed the following procedures:
- Examined that the amount of maximum permissible capital payment towards the Buy-Back of equity shares as detailed in Annexure A has been computed in accordance with the limits specified in Section 68(2) of the Act;
 - Inquired into the state of affairs of the Company in relation to its audited standalone financial statements and audited consolidated financial statements as at and for the year ended 31 March 2023.
 - Obtained declaration of solvency as approved by the board of directors on 09 August 2023 pursuant to the requirements of clause (x) of Schedule I to the SEBI Buy-Back Regulations.
 - Traced the amounts of paid-up equity share capital, retained earnings and General Reserves as mentioned in Annexure A from the audited standalone financial statements and audited consolidated financial statements as at and for the year ended 31 March 2023;
 - Examined that the proposed Buy-Back of equity share approved by Board of Directors in its meeting held on 09 August 2023 is authorized by the Articles of Association of the Company,
 - Examined that all the shares for Buy-Back are fully paid-up;
 - Verified the arithmetical accuracy of the amounts mentioned in Annexure A; and
 - Obtained appropriate representations from the Management of the Company.
9. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes' (Revised 2016) 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.
10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SOC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
11. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

12. Based on inquiries conducted and our examination as above, we report that:
- We have inquired into the state of affairs of the Company in relation to its audited standalone financial statements and audited consolidated financial statements as at and for the year ended 31 March 2023 read with the declaration of solvency approved by board of directors on 09 August 2023;
 - The amount of permissible capital payment (including premium) towards the proposed Buy-Back of equity shares as computed in the Statement attached herewith is, in our view properly determined in accordance with Section 68(2)(c) of the Act and proviso to Regulation 5(i) of SEBI Buy-Back Regulations. The amounts of share capital and free reserves have been extracted from the audited standalone and consolidated financial statements of the Company as at and for the year ended 31 March 2023; and
 - the Board of Directors of the Company in their meeting dated 09 August 2023, have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buy-Back Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of board meeting held to consider the proposal of buy-back of equity shares.
13. Based on the representations made by the management, and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.
14. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed Buy-Back of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and Buy-Back Regulations, (ii) to enable the Board of Directors of the Company to include in the public announcement, letter of offer and other documents pertaining to Buy-Back of equity shares to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, Stock Exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the managers, each for the purpose of extinguishment of equity shares and for their diligence and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/100022
Sd/-
Amar Sunder
Partner
Membership No: 078305
UDIN: 23078305BGWOMS9249

Mumbai
10 August 2023

Annexure A:

Statement of permissible capital payment (including premium)

Computation of amount of permissible capital payment towards buy back of equity shares of FDC Limited in accordance with proviso to Section 68 (2) of the Companies Act, 2013 (the "Act") and proviso to Regulation 5(i) of the SEBI Buy-Back Regulations:

Particulars	Standalone * (Rs. in lakhs)	Consolidated * (Rs. in lakhs)
Paid up equity share capital as on March 31, 2023 (165,910,084 equity shares of face value Re. 1 each)	1,659.10	1,659.10
Free reserves as on March 31, 2023#		
- Securities premium account	0.00	0.00
- General reserves	46,442.34	46,310.66
- Retained earnings	148,810.52	149,083.53
Total	196,911.96	197,053.29
Maximum amount permissible under the Act / SEBI Buyback Regulations with approval of the shareholders (25%)	49,227.99	49,263.32
10% of the total paid up equity share capital and free reserves, if the buyback is carried through tender offer route (in accordance with the Chapter III of the SEBI Buy-Back Regulations and Section 68(2)(c) of the Act)	19,691.19	19,705.32
Maximum amount permitted by Board Resolution dated August 09, 2023 approving the Buy-Back of Equity Shares, based on the audited standalone and audited consolidated for the year ended March 31, 2023 (lower of 10% of net worth based on standalone and consolidated financial statements as on March 31, 2023)	19,691.19	

* The amounts have been extracted from the audited standalone and consolidated financial statements of the Company as at and for the year ended March 31, 2023 and rounded off to the nearest lakhs.

Free reserves are as per sub clause 43 of Section 2 and explanation II to Section 68 of the Act.

For **FDC Limited**
Sd/-
Mohan A Chandavarkar
Managing Director
Mumbai

10 August 2023

Unquote

8. Confirmations from the Company as per the provisions of the SEBI Buyback Regulations and the Companies Act

- All the Equity Shares of the Company are fully paid-up;
- The Company shall not issue any Equity Shares or specified securities, including by way of bonus, until the date of expiry of the Buyback period;
- The Company shall pay the consideration only by way of cash;
- Except in discharge of its subsisting obligations, the Company shall not raise further capital for a period of six months or one year from the expiry of the Buyback period, as may be applicable in accordance with the Companies Act and Buyback Regulations respectively or any circulars or notifications issued by SEBI in connection therewith;
- The Company shall not withdraw the Buyback after the Public Announcement of the Buyback offer is made;
- The Company shall not buy-back its Equity Shares so as to delist its shares from the Stock Exchanges.
- The Company shall not buyback locked-in Equity Shares and non-transferable Equity Shares until the pendency of the lock-in or till the Equity Shares become transferable;
- The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
- There are no defaults subsisting in the repayment of any deposits (including interest payable thereon), redemption of debentures or preference shares, payment of dividend or repayment of any term loans to any financial institution or banks (including interest payable thereon), as the case may be;
- The Company shall not buyback its Equity Shares from any person through a negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- The Company has been in compliance with Sections 92, 123, 127 and 129 of the Companies Act;
- The aggregate amount of the Buyback Size i.e., up to Rs. 155,00,00,000/- (Rupees One Hundred and Fifty Five Crores Only) does not exceed 10% (being 7.87% and 7.87%) of the aggregate of the total paid-up capital and free reserves of the Company as per the latest audited standalone financial statements and consolidated financial statements as at March 31, 2023 (the latest audited financial statements, respectively available as on the date of the Board Meeting recommending the proposal of the Buyback);
- The maximum number of Equity Shares proposed to be purchased under the Buyback, i.e., up to 31,00,000 Equity Shares, does not exceed 25% of the total number of Equity Shares in the paid-up Equity Share capital as per the latest audited standalone financial statements and audited consolidated financial statements as at March 31, 2023, respectively;
- The Company shall not make any offer of buyback within a period of one year reckoned from the date of expiry of the Buyback period;
- There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act, as on date;
- The Company shall not directly or indirectly purchase its Equity Shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies;
- The Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Companies Act within the specified timelines;
- 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 based on both the standalone and consolidated financial statements of the Company as on March 31, 2023 of the Company; and
- The Buyback shall be completed within a period of one year from the date of passing of the board resolution;

9. Record date and shareholder entitlement

- As required under the SEBI Buyback Regulations, the Company has fixed Friday, August 25, 2023, as the Record Date for the purpose of determining the entitlement and the names of the Eligible Shareholders.
- The Equity Shares to be bought back, as part of the Buyback is divided in to two categories:
 - reserved category for Small Shareholders (defined under Regulation 2(i)(n) of the SEBI Buyback Regulations as a shareholder, who holds shares or other specified securities whose market value, on the basis of closing price on the recognized stock exchange in which the highest trading volume, as on record date, is not more than INR 2,00,000 (Rupees two lakhs only); and
 - the general category for all other shareholders.
- In accordance with Regulation 6 of the SEBI Buyback Regulations, 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 part of this Buyback.
- On the basis of the Shareholding as on the Record Date, the Company will determine the entitlement of each Shareholder to tender their Equity Shares in the Buyback. This entitlement for each Shareholder will be calculated based on the number of Equity Shares held by the respective Shareholder as on the Record Date and the ratio of Buyback applicable in the category to which such Shareholder belongs. The final number of Equity Shares the Company will purchase from the Shareholders will be based on the Equity Shares tendered. Accordingly, the Company may not purchase all of the Equity Shares tendered by Shareholders over and above their entitlement.
- After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Shareholders in that category, and thereafter from Shareholders who have tendered over and above their entitlement in other category.
- In order to ensure that the same Eligible Shareholder with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (Small Shareholder or General Category) and the Buyback Entitlement. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the shareholder records received from the Depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

- The Eligible Shareholders participation in the Buyback will be voluntary. The Eligible Shareholders can choose to participate, in full or in part, and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. The Eligible Shareholders may also tender a part of their entitlement. The Eligible Shareholders also have the option of tendering additional Equity Shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.
- The maximum tender under the Buyback by any Shareholder cannot exceed the number of Equity Shares held by the Shareholder as on the Record Date.
- The Equity Shares tendered as per the entitlement by Shareholders as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations.

- Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the Shareholders as on Record Date.
- Process and Methodology to be adopted for Buyback**
- The Buyback is open to all Eligible Shareholder holding Equity Shares of the Company either in demat or physical mode, as on the Record date, i.e., August 25, 2023.
- The Company proposes to affect the Buyback through Tender Offer, on a proportionate basis. The Letter of Offer, outlining the terms of the Offer as well as the detailed disclosures as specified in the SEBI Buyback Regulations, will be mailed/couriered to Equity Shareholders of the Company whose names appear on the register of members of the Company, or who

are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date.

Eligible Shareholders who have registered their email ids with the Depositories / the Company, shall be dispatched the Letter of Offer through electronic means. If Eligible Shareholders wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registrar at the address or email id mentioned at the cover page of the Letter of Offer.

Eligible Shareholders who have not registered their email ids with the Depositories / the Company, shall be dispatched the Letter of Offer through physical mode by registered post / speed post / courier.

- The Company will not accept any Equity Shares offered for Buyback where there exists any restraint order of a Court / any other competent authority for transfer / disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists.
- The Company shall comply with Regulation 24(v) of the SEBI Buyback Regulations which states that 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.
- Eligible Shareholders will have to transfer the Equity Shares from the same demat account in which they were holding the Equity Shares as on the Record Date and in case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Equity Shares were held as on Record Date, such Eligible Shareholders should provide sufficient proof of the same to the Registrar, and such tendered shares may be accepted subject to appropriate verification and validation by the Registrar.
- The Company shall accept all the Equity Shares validly tendered for the Buyback by Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date and also Additional Equity Shares if any tendered by Eligible Shareholders will be accepted as per Clause 10.3, 10.4 and 10.5 under "Process and Methodology for the Buyback".
- After accepting the Equity Shares tendered on the basis of Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in any other category.
- Shareholders' participation in Buyback will be voluntary. Shareholders can choose to participate, in part or in full, and get cash in lieu of the Equity Shares accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. Shareholders may also tender a part of their Buyback Entitlement. Shareholders also have the option of tendering Additional Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Shareholders, if any. Acceptance of any Shares tendered in excess of the Buyback Entitlement by the Shareholder, shall be in terms of procedure outlined in the Letter of Offer.
- The maximum tender under the Buyback by any Shareholder cannot exceed the number of Equity Shares held by the Shareholder as on the Record Date.
- The Buyback shall be implemented by the Company using the "Mechanism for acquisition of shares through Stock Exchange" notified under SEBI Circulars and following the procedure prescribed in the Companies Act and the SEBI Buyback Regulations and as may be determined by the Board and on such terms and conditions as may be permitted by law from time to time.
- The Acceptance of the Offer made by the Company is entirely at the discretion of the Shareholders of the Company. The Company does not accept any responsibility for the decision of any Shareholder to either participate or to not participate in the Offer. The Company will not be responsible in any manner for any loss of Share certificate(s) and other documents during transit and the Shareholders are advised to adequately safeguard their interest in this regard.
- For implementation of the Buyback, the Company has appointed Eureka Stock & Share Broking Services Limited as the registered broker to the Company (the "Company Broker") through whom the purchases and settlements in respect of the Buyback would be made by the Company. The details of the Company's Broker are as follows:

Eureka Stock & Share Broking Services Limited
DN-51, Merin Infinite
11th Floor
Salt Lake, Sector V
Kolkata - 700 091
Tel: +91 33 6628 0000
Website: www.eurekasec.com

- The Company will use the Acquisition Window of NSE, the Designated Stock Exchange to facilitate placing of sell orders by Shareholders who wish to tender their Equity Shares in the Buyback. The details of the platform will be as specified by NSE from time to time.
- At the beginning of the tendering period, the order for buying Equity Shares shall be placed by the Company through the Company's Broker. During the tendering period, the order for selling the Equity shares will be placed by the shareholders through their respective Shareholder Broker during normal trading hours of the secondary market.

10.15 Procedure to be followed by Shareholders holding Equity Shares in the dematerialized form:

- Eligible Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective Shareholder Broker by indicating to their broker the details of Equity Shares they intend to tender under the Buyback.
- The Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of the Stock Exchanges.
- The lien shall be marked in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buy-back. The details of Equity Shares marked as lien in the demat account of the Eligible Shareholders shall be provided by Depositories to the Clearing Corporation.
- In case, the Eligible Shareholder's demat account is held with one depository and clearing member pool Stock Clearing member account is held with other depository, shares shall be blocked in the Eligible Shareholder's demat account at source depository during the tendering period. Inter-Depository Tender Offer ("IDT") instructions shall be initiated by the Eligible Shareholders at source depository to Clearing Member at target depository. The source depository shall block the Eligible Shareholder's Equity Shares (i.e. transfers from free balance to blocked balance) and will send IDT message to target depository for confirming creation of lien. Details of Equity Shares blocked in the Eligible Shareholders demat account shall be provided by the target depository to the Clearing Corporation.
- For Custodian Participant orders for demat Equity Shares, early pay-in is mandatory prior to confirmation of order by custodian. The custodian shall either confirm or reject the orders not later than the closing of trading hours on the last day of the Date of closing of the Offer. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- 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, number of Equity Shares tendered etc.
- Eligible Shareholders who have tendered their Equity Shares in the Buyback can hand deliver Tender Form duly signed (by all Eligible Shareholders in case shares are in joint names) in same order in which they hold the Equity Shares, along with the TRS generated by the exchange bidding system at the Office of Registrar to the Buyback. TRS will be generated by the respective Shareholder Broker. Eligible Shareholders who cannot hand deliver the Tender Form and other documents at the Office of Registrar to the Buyback, may send the same by registered post/ speed post/ courier, at their own risk, superscribing the envelope as "FDC Limited - Buyback 2023", to the Registrar to the Buyback not later than 2 (two) days from the Buyback Closing Date.
- In case of non-receipt of the completed Tender Form and other documents, but receipt of Equity Shares in the special account of the clearing corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted, for demat Eligible Shareholders.
- The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Buyback decided by the Company.

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

- In accordance with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, SEBI has clarified that "shareholders holding securities in physical form are allowed to tender shares in open offers, buy-backs through tender offer route and exit offers in case of voluntary or compulsory delisting. However, such tendering shall be as per the provisions of respective regulations". Accordingly, shareholders of the Company holding share in physical form can participate in the Buyback Offer subject to the provisions of the SEBI Buyback Regulations and the terms provided in the Letter of Offer.
- Public Shareholders who are holding physical Equity Shares and intend to participate in the Offer will be required to approach their respective Seller Member(s) along with the complete set of documents for verification procedures to be carried out including the (i) original Equity Share certificate(s), (ii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e. by all registered Public 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 favour of the Company, (iii) self-attested copy of the Public Shareholder's PAN Card, (iv) the Tender Form (duly signed by all Public Shareholders in case the Equity Shares are in joint names) the same order in which they hold Equity Shares, and (v) any other relevant documents such as, but not limited to, duly attested power of attorney, corporate authorization (including board resolution / specimen signature), notarized

copy of death certificate and succession certificate or probated will, if the original Public Shareholder has deceased, etc., as applicable. In addition, if the address of the Public Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Public 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.

- Based on the documents as mentioned above, the concerned Seller Member shall place the bid on behalf of Public Shareholders holding Equity Shares in physical form using the Acquisition Window of the Stock Exchanges. Upon placing the bid, the Seller Member shall provide a TRS generated by the exchange bidding system to the Public Shareholder. The TRS will contain the details of order submitted like folio number, Equity Share certificate number, distinctive number, number of Equity Shares tendered, etc.
- The Seller Member / Public Shareholder is required to **deliver the original Equity Share certificate(s) and documents (as mentioned above) along with TRS either by registered post / speed post or courier or hand delivery to Registrar to the Offer (at the address mentioned at paragraph 12 below) within 2 (two) days of bidding by Seller Member. The envelope should be super scribed as "FDC Limited - Buyback 2023"**. One copy of the TRS will be retained by Registrar to the Offer and it will provide acknowledgement of the same to the Seller Member / Public Shareholder.
- Public 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 acquisition under the Offer shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Offer will verify such bids based on the documents submitted on a daily basis and till such time NSE shall display such bids as 'unconfirmed physical bids'. Once the Registrar to the Offer confirms the bids it will be treated as 'Confirmed Bids'.
- All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) there is a name mismatch in the Folio of the Public Shareholder; or (ii) there exists any restraint order of a court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists; or (iii) The documents mentioned in the Tender Form for Public Shareholders holding Equity Shares in physical form are not received by the Registrar on or before the close of business hours not later than 2 (two) days from the Buyback Closing Date; or (iv) If there is any other company share certificate enclosed with the Tender Form instead of the share certificate of the Company; or (v) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Public Shareholders; or (vi) If the Public Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or (vii) In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar.
- In case any person who has submitted the Equity Shares held by them in the physical form for dematerialisation should ensure that the process of getting the Equity Shares dematerialised is completed before such Eligible Shareholders tender their Equity Shares in the Buyback, so that they can participate in the Buy-back.
- An unregistered shareholder holding Physical Shares may also tender his Equity Shares for Buy-back by submitting the duly executed transfer deed for transfer of shares, purchased prior to Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any.

10.17 Modification / cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buyback. Multiple bids made by single Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.

10.18 The cumulative quantity tendered shall be made available on the website of NSE (website: www.nseindia.com), throughout the trading session and will be updated at specific intervals during the tendering period.

10.19 The Company will not accept Equity Shares tendered for the Buyback which under restraint order of the court for transfer/ sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise.

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

- The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- The Company will pay the consideration pertaining to the Buyback to the Company's Broker

which will transfer the funds pertaining to the Buyback to the Clearing Corporation's bank account as per the prescribed schedule.

- The settlements of fund obligation for Demat and Physical Shares shall be affected as per the SEBI circulars and as prescribed by Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds pay-out in their bank account as provided by the depository system directly to the Clearing Corporation and in case of Physical Shares, the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market pay-out mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by the RBI/bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker's settlement bank account for onward transfer to such respective Eligible Shareholders.
- Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the Eligible Shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
- The Equity Shares bought back would be transferred directly to the demat account of the Company opened for the Buyback (the "Company Demat Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of the Stock Exchange(s).
- The Eligible Shareholders of the Demat Shares will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Demat Shares, due to rejection or due to non-acceptance in the Buyback.
- In the case of inter-depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. The source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with Bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source depository will cancel/ release excess or unaccepted block shares in the demat account of the Eligible Shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/ message received from target depository to the extent of accepted bid shares from Eligible Shareholder's demat account and credit it to Clearing Corporation settlement account in target depository on settlement date.
- The Equity Shares bought back in the demat form would be transferred to the special demat account of the Company opened for the Buyback ("Company Demat Escrow Account").
- In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds pay-out including those prescribed by the RBI) who do not opt to settle through custodians, the funds pay-out would be given to their respective Shareholder Broker's settlement account for releasing the same to such Eligible Shareholder's account. For this purpose, the client type details would be collected from the Registrar to the Buyback.
- Every Shareholder Broker, who puts in a valid bid on behalf of an Eligible Shareholder, would issue a contract note and pay the consideration for the Equity Shares accepted under the Buyback and return the balance unaccepted demat Equity Shares to their respective clients. Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- Equity Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling Eligible Shareholder for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Equity Shareholders from their respective Shareholder Broker, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Manager and Company accepts no responsibility to bear or pay such additional cost, applicable taxes, charges and expenses (including brokerage) incurred solely by the Eligible Shareholders.
- The Equity Shares lying to the credit of the Company Demat Account after the Buyback will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

10.21 Rejection Criteria
The Equity Shares tendered by Eligible Shareholders would be liable to be rejected on the following grounds:

- the Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or
- if there is a name mismatch in the dematerialised account of the Shareholder / Folio No. and PAN; or
- receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation.

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

Name : Ms. Varsharani Katre
Designation : Company Secretary and Compliance Officer
Address : C - 3, Skyvistas, Near Versova Police Station 106A, J. P. Road, Andheri (West) Mumbai - 400 053
Tel. : +91 22 2673 9215
Email : varsharani.katre@fdcindia.com

12. Registrar to the Offer and Investor Service Centre
In case of any query, the Eligible Shareholders may also contact the Registrar to the Buyback of the Company during working hours i.e. 10:00 AM IST to 5:00 PM IST on all working days at the following address except Saturday, Sunday and public holidays.

LINK Intime Link Intime India Private Limited
C-101, 1st Floor, 247 Park
L.B.S. Marg, Vikhroli (West),
Mumbai - 400 083, Maharashtra, India
Tel. No.: +91 810 811 4949
Fax: +91 22 491869 6195
Email: fdc.buyback2023@linkintime.co.in
Website: www.linkintime.co.in
SEBI Registration No: INR000004058
Validity Period: Permanent
Contact person: Mr. Sumet Deshpande

13. Manager to the Buyback
The Company has appointed Sundae Capital Advisors Private Limited as the Manager to the Buyback and their contact details are given below:

SUNDAE Sundae Capital Advisors Private Limited
404, 4th floor, Vaibhav Chambers
Opp. Income Tax Office, Bandra Kurla Complex
Bandra (East), Mumbai - 400 051, Maharashtra,
India
Tel. No. +91 96 6785 9191
Email: fdc.buyback@sundaeapital.com
Investor Grievance e-mail id:
grievances.mb@sundaeapital.com
Website: www.sundaeapital.com
SEBI Regn. No.: INM000012494
Validity Period: Permanent
Contact Person: Anchal Lohia / Rajiv Sharma

14. Directors' Responsibility
As per Regulation 24(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. This Public Announcement is issued under the authority of the Board in terms of the resolution passed by the Board on August 09, 2023.

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

Sd/- Mohan Anand Chandavarkar Managing Director (DIN: 00043344)	Sd/- Ashok Anand Chandavarkar Executive Director (DIN: 00042719)	Sd/- Varsharani Katre Company Secretary & Compliance Officer FCS 8948
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Place: Mumbai
Date: August 10, 2023

WEST COAST PAPER MILLS LIMITED					
Your partner in progress...					
(An ISO 9001, ISO 14001 and ISO 45001 Certified Company)					
EXTRACT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2023					
(Rs. in Crores)					
Sl. No.	Particulars	Quarter Ended			Year Ended
		30.06.2023	31.03.2023	30.06.2022	31.03.2023
		Unaudited	Audited	Unaudited	Audited
1	Total Income from Operations	1138.62	1357.48	1114.15	4920.76
2	Net Profit / (Loss) for the period (before Tax, Exceptional and/or Extraordinary items#)	379.26	459.83	280.16	1493.21
3	Net Profit / (Loss) for the period before tax (after Exceptional and/or Extraordinary items#)	379.26	444.45	280.16	1477.83
4	Net Profit / (Loss) for the period after tax (after Exceptional and/or Extraordinary items#)	278.35	320.96	208.95	1087.01
5	Net Profit / (Loss) for the period after tax (after Exceptional and/or Extraordinary items#) (Share of the Owners of the Company)	245.52	278.23	185.34	941.98
6	Total Comprehensive Income for the period [Comprising Profit/ (Loss) for the period (after tax) and Other Comprehensive Income (after tax)]	282.58	314.19	208.76	1077.94
7	Paid up Equity Share Capital (Face value : Rs 2/- per share)	13.21	13.21	13.21	13.21
8	Reserves (excluding Revaluation Reserve)	-	-	-	2567.54
9	Earnings per share (Basic / Diluted) (Face value : Rs 2/- per share) EPS for the quarter are not annualised	37.17	42.13	28.06	142.62

Notes :

a) Key information on Standalone Unaudited Financial Results (Rs. in Crores)

Particulars	Quarter Ended			Year Ended	
	30.06.2023	31.03.2023	30.06.2022	31.03.2023	
		Unaudited	Audited	Unaudited	Audited
Total Income from Operations	651.38	766.72	660.03	2810.33	
Profit before Tax	220.78	235.03	164.90	799.36	
Profit after Tax	160.48	166.02	123.35	587.12	
Total Comprehensive Income/(Loss) for the period	162.56	163.62	123.15	582.61	

b) The above is an extract of the detailed format of Unaudited Quarterly Financial Results filed with the Stock Exchanges under Regulation 33 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015. The detailed financial results and this extract were reviewed by the Audit Committee and approved by the Board of Directors at the meeting held on August 10, 2023. The full format of the Standalone and Consolidated Quarterly Financial Results are available on the Stock Exchange websites www.nseindia.com and www.bseindia.com and on the Company's website i.e., www.westcoastpaper.com

Exceptional Items: During the quarter ended March 31, 2023, one of the subsidiaries Andhra Paper Ltd (APL), on temporary closure of Andhra Pradesh Gas Power Corporation Limited (APGPCL), has created provision for value of investment in APGPCL of Rs. 1946.42 lakhs. The provision to the extent of Cost of Investment of Rs. 1538.37 Lakhs has been disclosed as an Exceptional item in the Profit & Loss Account and the remaining value of Rs. 408.05 lakhs has been debited to Other Comprehensive Income.

By Order of the Board
For WEST COAST PAPER MILLS LIMITED

Place : Dandeli
Date : August 10, 2023

RAJENDRA JAIN
EXECUTIVE DIRECTOR

Regd. Office : Bangur Nagar, Dandeli - 581 325, District : Uttar Kannada (Karnataka)
Phone : (08284) 231391-395 (5 Lines), CIN : L02101KA1955PLC001936, GSTN: 29AAACT74179N1ZO,
E-mail : co.sec@westcoastpaper.com • Website : www.westcoastpaper.com

FACT THE FERTILISERS AND CHEMICALS TRAVANCORE LIMITED					
PIONEERS IN PROGRESS REGISTERED OFFICE: ELOOR, UDYOGAMANDAL, KOCHI-683501					
UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30 TH JUNE 2023					
(₹ in Lakh)					
Sl.No.	Particulars	Standalone		Consolidated	
		Quarter ended	Year ended	Quarter ended	Year ended
		30.06.2023	31.03.2023	30.06.2022	31.03.2023
		Unaudited	Audited	Unaudited	Audited
1	Total income from operations	127749	130073	131513	633373
2	Net Profit / Loss (-) for the period (before Tax, Exceptional and/or Extraordinary items)	12394	16560	13699	61299
3	Net Profit / Loss (-) for the period before Tax (after Exceptional and/or Extraordinary items)	7181	16560	13699	61299
4	Net Profit / Loss (-) for the period after Tax (after Exceptional and/or Extraordinary items)	7181	16560	13699	61299
5	Total Comprehensive Income for the period [Comprising Profit/(Loss) for the period (after tax) and Other Comprehensive Income (after tax)]	7181	15678	13699	61188
6	Equity Share Capital	64707	64707	64707	64707
7	Reserves (excluding Revaluation Reserve as shown in the Audited Balance Sheet of the previous year)	-	-	-	62682
8	Earnings Per Share (of Rs 10/- each) (for continuing and discontinued operations) -				
1. Basic:		1.11	2.56	2.12	9.47
2. Diluted:		1.11	2.56	2.12	9.47

Note: The above is an extract of the detailed format of Quarterly Financial Results filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing and Other Disclosure Requirements) Regulations, 2015. The full format of the Quarterly Financial Results are available on the Stock Exchange website: www.nseindia.com and FACT website www.fact.co.in

HIMADRI CREDIT & FINANCE LIMITED					
CIN : L65921WB1994PLC062875					
Regd. Off. : 23A, Netaji Subhas Road, 8th Floor, Kolkata - 700 001.					
Email: hcl@himadri.com , Website: www.himadricredit.in					
Ph No: (033) 2230-4363/ 9953					
Extract of Unaudited Financial Results for the quarter ended 30 June 2023					
(₹ in Lacs)					
Sr No.	Particulars	Quarter Ended		Year Ended	
		30.06.2023	31.03.2023	30.06.2022	31.03.2023
		Unaudited	Audited	Unaudited	Audited
1	Total income	60.57	54.12	52.72	211.57
2	Net profit / (loss) for the period (before tax, exceptional and/or extraordinary items)	54.92	47.23	44.84	173.68
3	Net profit / (loss) for the period after tax (before exceptional and/or extraordinary items)	49.76	33.30	41.30	134.73
4	Net profit / (loss) for the period after tax (after exceptional and/or extraordinary items)	49.76	33.30	41.30	134.73
5	Total comprehensive income for the period/year (comprising net profit after tax and other comprehensive income after tax)	733.23	(168.73)	(130.22)	256.02
6	Paid up equity share capital	300.02	300.02	300.02	300.02
7	Other equity	-	-	-	5,135.90
8	Earnings per equity share (before and after extraordinary items) (of Rs. 10/- each) (not annualised) -				
Basic & diluted (Re.)		1.66	1.11	1.38	4.49

NOTES :-

- The above results were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 10 August 2023. The Statutory Auditor have carried out a limited review on the above financial results for the quarter ended 30 June 2023.
- The Company is primarily engaged in the business of investing and financing and accordingly there are no separate reportable segment as per Ind AS - 108 "Operating Segment".
- In respect of financial results, the results for the quarter ended 31 March 2023 is the balancing figure between the audited figures in respect of the full financial year and the published unaudited year-to-date figures upto the third quarter of the respective financial year which was subject to limited review.
- The above is an extract of the detailed format of Un-audited Financial Results filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the Un-audited Financial Results are available on the websites of Stock Exchanges at www.cse-india.com and on the Company's website at www.himadricredit.in.

On behalf of the Board of Directors
Sd/-
ANURAG CHOUDHARY
Managing Director
(DIN: 00173934)

Place : Kolkata
Dated : The 10th day of August, 2023

SHIVA MILLS LIMITED					
Regd. Office : 249 A, Bye-Pass Road, Mettupalayam Road, Coimbatore 641 043					
CIN : L171111T2015PLC022007 Website : www.shivamills.com					
EXTRACT OF THE DETAILED FORMAT OF QUARTERLY UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30.06.2023 FILED WITH STOCK EXCHANGES UNDER REGULATION 33 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015.					
(Rs. in lakhs except per share data)					
Sl. No.	PARTICULARS	Quarter ended	Quarter ended	Quarter ended	Year ended
		30.06.2023	31.03.2023	30.06.2022	31.03.2023
		Unaudited	Audited	Unaudited	Audited
1.	Total Income from operations	3,326.10	3,831.58	4,495.51	16,037.92
2.	Net Profit/(Loss) for the period before Tax, Exceptional and / or Extraordinary items	(208.30)	(185.42)	484.66	(747.23)
3.	Net Profit/(Loss) for the period before Tax (after Exceptional and/or Extraordinary items)	(208.30)	(185.42)	484.66	(747.23)
4.	Net Profit/(Loss) for the period after Tax (after Exceptional and/or Extraordinary items)	(187.64)	(189.60)	352.14	(715.81)
5.	Total Comprehensive Income for the period [Comprising Profit / (Loss) after Tax and other Comprehensive Income after Tax]	(179.35)	(171.58)	357.19	(682.64)
6.	Paid up Equity Share Capital (Face value of Rs. 10 each)	864.18	864.18	864.18	864.18
7.	Reserves (excluding Revaluation Reserve) as shown in the Audited Balance Sheet of the previous accounting year				9,121.80
8.	Earnings per Equity Share (of Rs.10 each) (not annualised for quarters)				
i) Basic		(2.17)	(2.19)	4.07	(8.28)
ii) Diluted		(2.17)	(2.19)	4.07	(8.28)

Notes :

- The full format of the quarterly financial results are available on the Stock Exchanges websites www.bseindia.com, www.nseindia.com and Company's website www.shivamills.com
- Previous period / year figures have been regrouped wherever necessary

FOR SHIVA MILLS LIMITED
S V ALAGAPPAN
MANAGING DIRECTOR
DIN 00002450

PLACE : COIMBATORE
DATE : 10.08.2023