



SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

BCOM LLB FCS

GP 15, 2nd Floor, Raghuleela Mall, Behind Poincur Bus Depot, Kandivali (West), Mumbai - 400 067.
☎ : 2807 3233 / 62363233 / 98700 31365 • E-mail : sanjayrd65@gmail.com

And based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below :-

Sr. No.	Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)	Deviations	Observations /Remarks Of The Practicing Company Secretary
1.	NIL	NIL	NIL


- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my /our examination of those records.

- (c) The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the standard operating procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars /guidelines issued thereunder :

Sr. No.	Action Taken By	Details Of Violation	Details Of Action Taken E.G. Fines, Warning Letter, Debarment, Etc.	Observations/ Remarks Of The Practicing Company Secretary, If Any.
	NIL	NIL	NIL	NIL

The listed entity has taken the following actions to comply with the observations made in previous reports: This being the First Report since the notification issued by SEBI on 8th February, 2019, the reporting on actions to comply with the observations made in the previous year's reports do not arise

For SANJAY DHOLAKIA & ASSOCIATES


(SANJAY DHOLAKIA)
Practicing Company secretary
Proprietor
Place: Mumbai
Date: 24th May, 2019
FCS 2655 CP 1798





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ANNEX-A

Secretarial compliance report of FDC LIMITED Listed entity) for the year ended 31st March, 2019

I Sanjay Dholakia, Practising Company Secretary have examined:

- All the documents and records made available to us and explanation provided by FDC Limited ("the listed entity"),
- The filings / submission made by the listed entity to the stock exchanges,
- Website of the listed entity,

For the year ended ("Review Period") in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act ,1992 ("SEBI Act") and the Regulations , circulars ,guidelines issued thereunder ; and
- The Securities Contract (Regulation) Act ,1956 ("SCRA") , rules made thereunder and the Regulation , circulars , guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI Act");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined,include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations ,2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018; (Not Applicable during the period).
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable during the period).
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable during the period).
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 And circulars / guidelines issued thereunder.

Note: The aforesaid list of SEBI regulations is only the list of Regulations which were applicable to the Company during the year under review.

