



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

Date:- May 30, 2022

To,

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra – Kurla Complex, Bandra (E),
Mumbai – 400 051

Dear Sir/ Madam,


Sub.: Annual Secretarial Compliance Report for the year ended March 31, 2022.

Pursuant to Regulation 24 A of SEBI (LODR) Regulations, 2015, we are submitting the Annual Secretarial Compliance Report for the year ended March 31, 2022 issued by Mr. Sanjay Dholakia of M/s. Sanjay Dholakia & Associates, Practising Company Secretary and the Secretarial Auditor of the Company.

Kindly take the same on record.

Thanking you,

Yours truly,
For FDC LIMITED


Varsharani Katre
Company Secretary & Compliance Officer
M. No.: FCS-8948





SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poincur Bus Depot, Kandivali (West), Mumbai - 400 067.
☎ : 2807 3233 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com / sanjay@srdholakia.com

SECRETARIAL COMPLIANCE REPORT OF FDC LIMITED FOR THE YEAR ENDED 31ST MARCH, 2022

*(Pursuant to Regulation 24A(2) SEBI (Listing Obligations and Disclosure Requirements),
Regulations, 2015 read with circular dated 8th February 2019 issued by SEBI)*

I Sanjay Dholakia, Practising Company Secretary have examined:

- (a) All the documents and records made available to us and explanation provided by **FDC LIMITED** (“the listed entity”);
- (b) The filings / submission made by the listed entity to the stock exchanges;
- (c) Website of the listed entity;

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

- (a) The Securities and Exchange Board of India Act ,1992 (“SEBI Act”) and the Regulations , circulars, guidelines issued thereunder; and
- (b) The Securities Contract (Regulation) Act,1956 (“SCRA”), rules made thereunder and the Regulations, 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:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations,2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations,2018; (Not applicable during Audit Period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



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- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable during Audit Period)
- (e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable during Audit Period)
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (g) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars / guidelines issued thereunder.
- (i) Securities and Exchange of Board of India (Buy-back .Regulation), 2018:

The Board of Directors of the company had approved a buyback of its fully paid-up Equity Shares through tender offer route in its meeting held on February 09, 2022. The Company proposes to buyback 29,00,000 (Twenty Nine Lakh only) Equity Shares of face value Re. 1 each for a consideration of Rs. 475 (Rupees Four Hundred Seventy Five only) per Equity Share for an aggregate consideration of upto Rs. 13,775 lakhs (Rupees One Hundred Thirty Seven Crores Seventy Five Lakhs only), which constitutes 8.02% and 7.97% 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, 2021

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
	NIL	NIL	NIL



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(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.

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

For SANJAY DHOLAKIA & ASSOCIATES

SANJAY
RASIKLAL
DHOLAKIA

Digitally signed by SANJAY
RASIKLAL DHOLAKIA
Date: 2022.05.25 10:56:00
+05'30'

(SANJAY DHOLAKIA)

Practicing Company secretary

Proprietor

Place: Mumbai

Date: 25th May, 2022

Membership No. FCS 2655 CP 1798

UDIN F002655D000381341