



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

October 21, 2020

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

BSE Script Code: 531599

National Stock Exchange of India Ltd.

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

NSE Symbol: FDC

Sub: Disclosure under Regulation 30 of SEBI (LODR) Regulations, 2015:

1. Submission of Certificate in respect of Buy Back offer of 21,63,000 Equity Shares under Regulation 30 of SEBI (LODR) Regulations, 2015:

This is to inform you that FDC Limited (the "Company") has bought back 21,63,000 equity shares through tender offer mechanism in accordance with Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 on October 15, 2020.

We are hereby enclosing:

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

2. Completion of closing conditions & applicable compliance, post the acquisition of additional stake in the Company's Joint Venture, FDC SA at South Africa.

With reference to the above subject matter and our earlier disclosure made under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, dated August 07, 2020, it was informed that, the Company had entered into definitive agreements for the acquisition of additional stake in Fair Deal Corporation pharmaceutical SA (PTY) Ltd., South Africa ('FDC SA') through secondary acquisition of 143,000 equity shares of FDC SA, having Face value of RAND 1 each. Hence FDC SA became a subsidiary of the Company by holding 93% of the equity share capital of FDC SA.

In continuation to the above disclosure, we wish to inform that various closing conditions and compliance thereto have been duly completed.

CORPORATE OFFICE

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

REGISTERED OFFICE

: B-8, M.I.D.C. Industrial Area, Waluj - 431 136, Dist. Aurangabad. INDIA
Tel.: 0240-255 4407 / 255 4299 / 255 4967 • Fax : 0240-255 4299
E-mail : waluj@fdcindia.com • CIN : L24239MH1940PLC003176



3. Sub: Intimation of Change in name of Registrar and Share Transfer Agent (RTA)

We wish to inform you that consequent to the merger of our Registrar and Share Transfer Agent, Sharex Dynamic (India) Private Limited with Link Intime India Private Limited, Sharex Dynamic (India) Private Limited has now ceased to exist.

Accordingly, the contact details of our Registrar and Share Transfer Agent post-merger is as under:

Name	Link Intime India Private Limited
CIN	U67190MH1999PTC118368
Address	C – 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400083.
Contact no.	022 – 49186270
E Mail ID	rnt.helpdesk@linkintime.co.in
Website	www.linkintime.co.in

Please take the same on record.

Thanking You,

Yours truly,
For FDC Limited

VARSHARANI Digitally signed by
VARSHARANI RAJARAM KATRE
Date: 2020.10.21 16:08:11
+05'30'
RAJARAM KATRE

Company Secretary
Encl: As above



Private and confidential

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

19 October 2020

Statutory auditor's certificate with respect to extinguishment of 2,163,000 equity shares of Re. 1 each ('equity shares') bought back by FDC Limited in compliance with the requirements of Regulation 11 of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended

1. This certificate is issued in accordance with the terms of our engagement letter dated 6 May 2020 and addendum to engagement letter dated 19 October 2020.
2. For the purpose of issuing this certificate, we have verified the particulars contained in the attached "Certificate of Extinguishment of Equity Shares bought back by FDC Limited" ("The Statement"), prepared by the Company and confirmed by the Company's Registrar and Transfer agent - Link Intime India Private Limited.
3. We are informed by the Company that 2,163,000 equity shares of Re. 1 each have been bought back during the tendering period for the Buyback offer opened on 16 September 2020 and closed on 29 September 2020.
4. In connection with the aforesaid, we have been requested by the Management of the Company to provide a certificate with respect to extinguishment of the above equity shares for submission to the Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited ("BSE").

Management's Responsibility for the Statement

5. The Management of the Company is responsible for preparation of the statement and the maintenance of relevant records and documents including confirmation from National Services Depository Limited ("NSDL") for extinguishment of 2,163,000 equity shares in dematerialized form and ensuring compliance with the provisions of the regulations. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

BS R & Co. LLP

FDC Limited

19 October 2020

Statutory auditor's certificate with respect to extinguishment of 2,163,000 equity shares of Re. 1 each ('equity shares') bought back by FDC Limited in compliance with the requirements of Regulation 11 of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (Continued)

Auditors' Responsibility

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

Opinion

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

B S R & Co. LLP

FDC Limited
19 October 2020

Statutory auditor's certificate with respect to extinguishment of 2,163,000 equity shares of Re. 1 each ('equity shares') bought back by FDC Limited in compliance with the requirements of Regulation 11 of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (Continued)

Restriction on use

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

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

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VIKAS R KASAT
KASAT Date: 2020.10.19
17:10:31 +05'30'

Mumbai
19 October 2020

Vikas R Kasat
Partner
Membership No: 105317
UDIN:20105317AAAAHS9759

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

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

Pursuant to Public Announcement dated August 10, 2020 published on August 11, 2020 and the Letter of Offer dated September 04, 2020, the tendering period for the Buy-back of fully paid-up Equity shares of the Company having face value of Rs.1 (Rupees one only) each ("Equity Shares") from its eligible shareholders commenced from Wednesday, September 16, 2020 to Tuesday, September 29, 2020 (both days inclusive). The following are the details of the Equity Shares bought Back by the Company during the said tendering period and extinguished on October 15, 2020.

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

A. Particulars of extinguishment of Equity shares bought back in Dematerialised Form:

Name of the Depository	Date of Extinguishment	DP Name and DP ID	Company's A/C Number	No. of Equity Shares
National Securities Depository Limited (NSDL)	October 15, 2020	Eureka Stock & Share Broking Services Limited (IN302105)	10786174	21,63,000
Total (A)				21,63,000





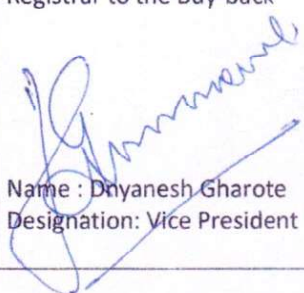

B. Particulars of extinguishment of Equity shares bought back in Physical Form:

No equity shares were tendered in the Buy-back in the physical mode.

The total equity shares extinguished in the dematerialised form are as under:

Total number of Equity shares extinguished	21,63,000
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It is certified that the above Equity shares of the Company were extinguished in compliance with, and according to the provisions of Regulation 11 of the Buy-back Regulations.

For FDC Limited  Mr. Mohan Anand Chandavarkar Managing Director (DIN : 00043344) 	For FDC Limited  Mr. Ashok Anand Chandavarkar Wholetime Director (DIN : 00042719) 
In terms of our certificate attached for BSR and Co LLP, Chartered Accountants Statutory Auditors Registration No. 101248W/W-100022 VIKAS R KASAT Digitally signed by VIKAS R KASAT Date: 2020.10.19 17:10:54 +05'30' Mr. Vikas R Kasat Partner Membership No. - 105317	For Link Intime India Private Limited Registrar to the Buy-back  Name : Dnyanesh Gharote Designation: Vice President 

Date: October 16, 2020

Place: Mumbai

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

Ref: II/CA/COM/42685/2020

October 16, 2020

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

Sub : Buy-back (tender offer)

Dear Sir,

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

<i>ISIN</i>	<i>ISIN Description</i>	<i>D/C</i>	<i>Records</i>	<i>Quantity</i>	<i>Execution Date</i>
INE258B01022	FDC LIMITED EQ FV RE 1/-	Debit	1	2,163,000.000	15/Oct/2020

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

Yours faithfully,

Rakesh Mehta
Vice President

Digitally Signed By
Name: RAKESH MAHASUKHLAL MEHTA
Date:16/10/2020 13:01:25
Reason: Authentication
Location: NSDL,Mumbai