



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

Date: September 06, 2021

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

Ref.: BSE Scrip Code: 531599

NSE Symbol - FDC

Sub.: Notice of the 81ST Annual General Meeting and Annual Report for the Financial Year 2020-2021

Dear Sir / Madam,

This is to inform you that the 81st Annual General Meeting ("AGM") of the Company will be held on **Wednesday, September 29, 2021 at 10:00 a.m.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

We are enclosing herewith the Notice of the 81st AGM along with the Annual Report for the Financial Year ended on March 31, 2021.

The same is being dispatched to the shareholders of the Company by the permitted mode(s).

The Notice and Annual Report are also available on the Company's website at www.fdcindia.com.

Kindly take the above on record.

Thanking you,

Yours truly,
For FDC LIMITED

Varsharani Katre
Company Secretary





FDC Limited

CIN NO: L24239MH1940PLC003176

Registered Office: B-8, MIDC Industrial Estate, Waluj – 431136, District Aurangabad, Maharashtra

R&D, Training Centre and Corporate Office: 142-48, Swami Vivekananda Road, Jogeshwari (West), Mumbai 400102

Website: www.fdcindia.com; **E-mail Id:** investors@fdcindia.com; **Tel:** 0240-2554407

Notice

NOTICE is hereby given that the **Eighty First (81st) Annual General Meeting of FDC Limited** will be held on **Wednesday, September 29, 2021, at 10.00 a.m.** IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Standalone and Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon.**
2. **To re-appoint Mr. Ameya A. Chandavarkar (DIN: 00043238) as Director, who retires by rotation and being eligible, offered himself for re-appointment.**

SPECIAL BUSINESS:

3. **To Re-appoint CA. Uday Kumar Gurkar (DIN: 01749610) as an Independent Director of the Company.**

To consider and if thought fit with or without modification(s), to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable statutes, laws, rule(s), regulation(s), guideline(s), circular(s) etc., in force at the relevant time (including any statutory modifications, amendments or re-enactments thereof), the approval of the members be and are hereby accorded for the re-appointment of CA. Uday Kumar Gurkar as a Non-Executive & Independent Director of the Company for a period of five (5) years with effect from April 01, 2021 and

as decided by the Board of Directors, he shall continue to act as the Chairman of the Board.

RESOLVED FURTHER THAT any one of the Board of the Directors and the Company Secretary be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter, etc.) as may be required for the purpose and file necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

4. **To Approve the granting of Loan(s) to Fair Deal Pharmaceuticals SA (Pty) Ltd ("FDC SA"), a Subsidiary Company.**

To consider and if thought fit with or without modification(s) to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to compliance of applicable provisions of the Foreign Exchange Management Act, 1999 and all other Acts/ Regulations/ Rules as may be applicable for the said transaction, (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorized by the Board to exercise the powers conferred under this resolution) for granting loan(s) in one or more tranches, to **Fair Deal Pharmaceuticals SA (Pty) Ltd ("FDC SA")** located at

South Africa, a Subsidiary of the Company for an amount of around INR 5.11 Crores (10 Million ZAR) for a period of three years at a simple interest rate of 7.5% in its absolute discretion in the best interest of the Company, subject to such Loan(s) are utilized by the borrowing Company for its principal business activities."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid Loan and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

5. Ratification of the remuneration of the Cost Auditors for the Financial Year 2021–2022.

To consider and if thought fit with or without modification(s), to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to provisions of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Members do and hereby ratify the remuneration of ₹ 4,75,000/- (Rupees Four Lakhs and Seventy Five Thousand Only) plus taxes and out of pocket expenses, fixed by the Board payable to **M/s. Sevekari Khare & Associates, Cost Accountants (Firm Registration No. 000084)**, who have been appointed as Cost Auditors by the Board of Directors, on the recommendation of the Audit Committee, to audit the cost records maintained by the Company for the financial year ending March 31, 2022.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby authorized to do all such acts, deeds and things as may be required in this regard."

By the Order of the Board

Sd/-

Varsharani Katre
Company Secretary
FCS: 8948

Place: Mumbai
Date: August 12, 2021

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("THE ACT").

2. RE-APPOINTMENT OF MR. AMEYA A. CHANDAVARKAR AS A DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 24, 2019, has re-appointed Mr. Ameya A. Chandavarkar as a CEO – International Business and Executive Director of the Company, for a period of 5 (five) years with effect from November 01, 2019 to October 31, 2024. He retires by rotation at the 81st AGM of the company and, being eligible, offers himself for the re-appointment.

Mr. Ameya Chandavarkar satisfies all the conditions set out in Part-I of Schedule V of the Companies Act, 2013 and the conditions set out under sub-section (3) of Section 196 of the Act for being eligible for re-appointment as an Executive (Wholetime) Director of the Company. He is also not disqualified from being appointed as a Director in terms of Section 164 of the Act. He is also the member of the Risk Management Committee of the Board of Directors of the Company. He holds 1,02,44,985 (6.07%) equity shares in the Company.

Except Mr. Ameya A. Chandavarkar, Mr. Ashok A. Chandavarkar, Mr. Mohan A. Chandavarkar and Mr. Nandan M. Chandavarkar, none of the other Directors are concerned or interested in this Resolution. The relatives of Mr. Ameya A. Chandavarkar may be deemed to be interested in the Resolution set out at Item No.2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Mr. Ameya Chandavarkar joined FDC Limited in the year 2000 as a Manager- Corporate Affairs, and thereafter was appointed as an Executive director of the Company in the year 2002. He is designated as the Chief Executive Officer (CEO)-International Business and an Executive Director of the Company with effect from November 01, 2019.

Mr. Ameya Chandavarkar is a Bachelor of Science in Information Systems and Marketing Management from Florida Southern College, Lakeland, USA. In 2007, he earned an MBA from INSEAD (France and Singapore). He is responsible for FDC's International Business (Formulations), Consumer Healthcare and Information Technology initiatives. He is also actively involved in Human Resource Development and other managerial and strategic affairs of the Company.

Mr. Ameya Chandavarkar is the Director of FDC International Limited, U.K., FDC INC., USA, Fair Deal Corporation Pharmaceuticals SA (Pty) Ltd (FDC SA), Leo Advisors Private Limited and Virgo Advisors Private Limited.

This Explanatory Statement together with the accompanying Notice may also be regarded as an abstract of the terms of the Agreement and Memorandum of Concern or Interest under Section 190 of the Companies Act and a disclosure under Regulation 36 of the SEBI Regulations.

The Board recommends the Item No. 2 for approval of the members.

3. RE-APPOINTMENT OF CA. UDAY KUMAR GURKAR (DIN: 01749610) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, had appointed CA. Uday Kumar Gurkar as an Additional, Non-Executive, and Independent Director of the Company with effect from April 01, 2016 for a term of five (5) years, at their meeting held on February 06, 2016. Thereafter, the Board at its meeting held on February 04, 2021 on the recommendation of the Nomination and Remuneration committee appointed CA. Uday Kumar Gurkar as an Independent Director for a Second Term of Five (5) years with effect from April 01, 2021, subject to the approval of the Members at the forthcoming Annual General Meeting. Further it was decided by the Board that he shall continue to act as the Chairman of the Board.

CA. Uday Kumar Gurkar is also not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from CA. Uday Kumar Gurkar, that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, CA. Uday Kumar Gurkar fulfills the conditions for appointment as Independent Director as specified in the Act and the SEBI Regulations. He is Independent of the management.

CA. Uday Kumar Gurkar is a Fellow Member of Institute of Chartered Accountants in India and an Associate Member of the Institute of Company Secretaries of India. He has to his credit, vast experience of over 34 years in various Industries, which includes Engineering, Lubricating Oil and Pharmaceutical Industry and over 10 years of Practice as a Chartered Accountant. His expertise includes handling Financial Accounting & International Reporting, Project Finance, Budgets, Business Plan, Internal/Operations Audit etc.

He is also on the Board of one of the largest co-operative bank namely The Shamrao Vithal Co-operative Bank Limited as Chairman. He is actively involved as a member of its various board committees.

CA. Uday Kumar Gurkar is not related to any Directors of the Company. He does not hold any shares of the Company in his name as on March 31, 2021.

The Copy of the draft letter of appointment of CA. Uday Kumar Gurkar as an Independent Director setting out the terms and conditions is available for inspection on the website of the Company i.e. www.fdcindia.com.

CA. Uday Kumar Gurkar is interested in the Resolution No. 3 of the Notice with regard to his appointment. His relatives may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Special Resolution No. 3 for approval of the members.

4. APPROVAL OF THE LOAN(S) TO FAIR DEAL PHARMACEUTICALS SA (PTY) LTD ("FDC SA"), A SUBSIDIARY COMPANY.

The Company has a Subsidiary Company i.e. Fair Deal Pharmaceuticals SA (Pty) Ltd (FDC SA) located at South Africa. The Company holds 93% of the paid up equity capital in FDC SA. The said Subsidiary Company is engaged in promotion, marketing, supply, distribution, sale and use of pharmaceutical products in and around South Africa.

In view of the current business environment and working capital requirements in FDC SA, South Africa, there is a need for infusion of additional funds by way of Loan to FDC SA, Subsidiary Company. The said Loan proceeds shall be utilized by the Subsidiary Company for its principal business activities only.

The Board of Directors seek consent of the Members by way of Special Resolution pursuant to the amended provisions of Section 185 of the Companies Act, 2013 for making Loan(s) or providing financial assistance to the Subsidiary Company i.e. FDC SA located at South Africa, for an amount of around INR 5.11 Crores (10 Million ZAR) for a period of three years at a Simple Interest rate of 7.5%.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested in the said resolution except their directorships in the Company.

Your Board recommends the said resolution no. 4, as Special Resolution, for your approval.

5. RATIFICATION OF THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR 2021 – 2022.

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 26, 2021,

approved the appointment of **'M/s. Sevekari Khare & Associates' having Registration No. 000084**, as Cost Auditors to audit the cost records maintained by the Company for the Financial Year ending March 31, 2022, on a remuneration of ₹ 4,75,000/- (Rupees Four Lakhs Seventy Five Thousand Only) plus taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is in any way interested in the Resolution.

The Board recommends the Resolution No. 5 for approval of the members.

NOTES:

1. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide its Circulars no. Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, and Circular No. 02/2021 dated January 13, 2021 and Securities and Exchange Board India Circular No SEBI /HO/ CFD/ CMD1/ CIR dated May 12 2020 and Circular No SEBI /HO /CFD /CMD2/ CIR dated January 15 2021 (hereinafter collectively referred to as ("the Circulars"), have permitted the holding of the Annual General Meeting through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 (the "Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Circulars,, the AGM of the Company will be held through VC/OAVM.
2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. Further in terms of the MCA and SEBI Circulars, the Company is sending this AGM Notice along with the Annual Report for the Financial Year 2020-21, in electronic form to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the AGM and the Annual Report for Financial Year 2020-21, has been uploaded on the Website of the Company at www.fdcindia.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") respectively. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
4. Members whose email ID is not registered and who wish to receive the Notice of the AGM, Annual Report and all other communications by the Company, from time to time may get their email IDs registered by submitting a written request letter to rnt.helpdesk@linkintime.co.in or to the Company at investors@fdcindia.com. However, for the shares held in demat form, members are requested to write to their respective DPs.
5. The deemed venue for the 81st AGM shall be the Registered Office of the Company at B-8, MIDC Industrial Area, Waluj – 431136, Dist. Aurangabad, India.
6. The Explanatory Statement pursuant to Section 102(1) of the Act setting out the material facts relating to the special businesses to be transacted at the 81st AGM is annexed hereto.
7. The relevant details, pursuant to Regulation 26(4) and 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment / re-appointment at this AGM is also given.
8. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Agency for providing e-Voting facility (remote e-Voting and voting at AGM) to the members of the Company in order to cast their votes electronically in terms of the aforesaid 'MCA Circulars'
9. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circular, the facility for appointment of proxies by the members will not be available for this AGM and hence, the proxy form, attendance slip and route map of AGM are not annexed to this notice.
10. Institutional/Corporate Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Institutional / Corporate Members intending to appoint their authorized representatives to attend the AGM through VC/OAVM and to vote there at through remote e-voting are requested to send a certified copy of the Board Resolution/Power of Attorney to the Scrutinizer by e-mail at sanjayrd65@gmail.com with a copy marked to evoting@nsdl.co.in and investors@fdcindia.com

11. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
12. The Members can join the AGM through VC/OAVM mode 30 minutes before the scheduled time of the commencement of the AGM and the members can also join after the commencement of the AGM till the expiry of 15 minutes after such scheduled time by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited ("NSDL") e-voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/ OAVM will be made available to atleast 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnels, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
13. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from September 22, 2021 to September 29, 2021 (both days inclusive).
14. To receive the dividend in a timely manner, Members holding shares in physical form, who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service ("ECS") or any other means, are requested to send hard copies of the following details/documents to the Company's Registrar and Share Transfer Agent ("RTA"), viz. Link Intime India Private Limited ("Link Intime") at C-101, 247 Park, 1st Floor, L.B.S. Marg, Vikhroli (W), Mumbai – 400083, at the earliest in manner as mentioned below.
 - a) a signed request letter mentioning your Name, Folio Number, complete address and following details relating to Bank Account in which the dividend is to be received:
 - i) Name and Branch of Bank and Bank Account type;
 - ii) Bank Account Number and type allotted by your bank after implementation of Core Banking Solutions; and
 - iii) 11 digits IFSC Code.
 - b) Self-attested copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
 - c) Self-attested copy of the PAN Card; and
 - d) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.
15. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/deletion in such bank details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions to their DP regarding bank accounts in which they wish to receive dividend.
16. For Members who are unable to receive the dividend directly in their bank accounts through ECS or any other means, due to non - registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/bankers' cheque/ demand draft to such Members on their registered address.
17. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long.
20. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their e-mail address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with RTA: Link Intime India Private Ltd by mailing on rt.helpdesk@linkintime.co.in.

21. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members, who have not yet registered their nomination, are requested to register the same by submitting Form No. SH - 13. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
22. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
23. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company within the stipulated timeline.

It may be noted that unclaimed dividend for the financial year 2013-14 declared on August 09, 2014 is due to be transferred to the IEPF by October 2021. The same can, however, be claimed by the members on or before September 30, 2021.

Members who have not encashed the dividend warrant(s) in the Financial Year 2013-14, may forward their claims to the Company's RTA at rnt.helpdesk@linkintime.co.in before they are due to be transferred to the IEPF, details of which are given in the Director's Report.

Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in e-form/web form no. IEPF-5 available on www.iepf.gov.in and www.mca.gov.in respectively. Members/ Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

24. All documents referred to in the Notice will also be available electronically for inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to investors@fdcindia.com.
25. This AGM Notice is being sent by e-mail to those eligible Members who have already registered their e-mail address with the Depositories/the DP/the Company's RTA/the Company on or before August 27, 2021.

26. For registration of e-mail address, Members are requested to register their e-mail address, in respect of electronic holdings, with their concerned DP and in respect of physical holdings, with the RTA.
27. The Security Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the security market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are having demat accounts. Members holding shares in physical form are requested to submit PAN details to the Company / Registrar.

28. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM:

- I. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of NSDL for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the AGM. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if it/ they have been passed at the AGM.
- II. Members are provided with the facility for voting through voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not cast their vote by remote e-voting, are eligible to exercise their right to vote at the AGM.
- III. Members who have already cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-voting.
- IV. Mr. Sanjay Dholakia, Practicing Company Secretary (FCS -2655) has been appointed as the Scrutinizer for conducting the e-Voting process including remote e-Voting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- V. Members of the Company holding shares either in physical form or electronic form as on the **cut-off date of September 21, 2021**, may cast their vote by remote e-voting. **The remote e-voting period commences on Sunday, September 26, 2021 at 9:00 a.m. (IST) and ends on Tuesday, September 28, 2021 at 5:00 p.m. (IST).** The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

VI. PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

- a) The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system and they may access the same at under the Members/Member login by using the remote e-voting credentials, where the EVEN of the Company will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM through a live webcast of the meeting and submit votes. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush. Further, Members may also use the OTP based login for logging into the e-voting system of NSDL.
- b) Members may join the AGM through laptops, smart phones, tablets and ipads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- c) Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number,

to reach the Company's e-mail address at investors@fdcindia.com on or before September 21, 2021.

- d) Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in or call on toll free No.: 1800-222-990 or contact Mr. Amit Vishal, Senior Manager - NSDL at amitv@nsdl.co.in or call on +91 22 24994360.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on September 26, 2021 at 09:00 A.M. and ends on September 28, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. September 21, 2021, may cast their vote electronically. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 21, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual members holding securities in demat mode is given below:

Type of members	Login Method
Individual Members holding securities in demat mode with NSDL.	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Member/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Type of members	Login Method
Individual Members holding securities in demat mode with CDSL	Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL . Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for members other than Individual members holding securities in demat mode and members holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Member/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***. EVEN of our Company is 117779.

5. Password details for members other than Individual members are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those members whose email ids are not registered**
 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for members

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjayrd65@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Amit Vishal at evoting@nsdl.co.in

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join Annual General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

Process for those members whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self attested scanned

copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@fdcindia.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@fdcindia.com. If you are an Individual members holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode.
 3. Alternatively member/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that Participants Connecting from Mobile Devices or Tablets or through connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Member, who would like to express their views/have questions in financial statements or on any agenda item proposed in the notice of AGM may send their queries on or before September 21, 2021 mentioning their name demat account number/folio number, email id, mobile number at investors@fdcindia.com. The same will be replied by the company suitably.
 6. Members who would like to express their views/ask questions as a Speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/Folio number, PAN and mobile number at investors@fdcindia.com between Friday, September 17, 2021 (9.00 a.m. IST) and Tuesday, September 21, 2021 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Member/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

By Order of the Board

Sd/-

Varsharani Katre
Company Secretary
FCS: 8948

Place: Mumbai
Date: August 12, 2021