



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

Date:- May 16, 2022

To,

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

National Stock Exchange of India Limited ("NSE")
Exchange Plaza, C-1, Block – G,
Bandra Kurla Complex, Bandra (E), Mumbai –
400 005

Scrip Code: 531599

Symbol: FDC

Sub: Buyback of Equity Shares - Completion of extinguishment/destruction of a total of 29,00,000 Equity Shares of the face value of Rs. 1 each.

Dear Sir/Madam,

Pursuant to the Public Announcement dated February 11, 2022 (the "Public Announcement") and the Letter of Offer dated April 01, 2022 (the "Letter of Offer"), the Tendering Period for the Buyback opened on April 12, 2022 and closed on April 27, 2022.

Pursuant to Regulation 24 (iv) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "SEBI Buyback Regulations"), the following are the details of the Equity Shares bought back by the Company during the Tendering Period and Extinguished/destroyed:

Equity share capital before the said extinguishment (Number of Equity Shares)	Number of Equity Shares extinguished/ destroyed	Equity share capital after the said extinguishment (Number of Equity Shares)
16,88,10,084	29,00,000	16,59,10,084

The terms used but not defined in this letter shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

Pursuant to Regulation 11(iv) of the SEBI Buyback Regulations, we also enclose a certified true copy of the certificate dated May 16, 2022 relating to the above extinguishment of 29,00,000 Equity Shares.

This is for your information and records.

Yours truly,

For FDC LIMITED


Varsharani Katre

Company Secretary & Compliance Officer

M No.: FCS-8948

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

B S R & Co. LLP

Chartered Accountants

14th Floor, Central B Wing and North C Wing,
Nesco IT Park 4, Nesco Center,
Western Express Highway,
Goregaon (East), Mumbai - 400 063

Telephone: +91 22 6257 1000
Fax: +91 22 6257 1010

Private and confidential

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

16 May 2022

Statutory auditor's certificate with respect to extinguishment of 2,900,000 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 13 May 2022.
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 2,900,000 equity shares of Re. 1 each have been bought back during the tendering period for the Buyback offer opened on 12 April 2022 and closed on 27 April 2022.
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 Securities Depository Limited ("NSDL") for extinguishment of 2,900,000 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.

Registered Office:

Statutory auditor's certificate with respect to extinguishment of 2,900,000 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
16 May 2022

Statutory auditor's certificate with respect to extinguishment of 2,900,000 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

AMAR Digitally signed
by AMAR
SUNDER SUNDER
Date: 2022.05.16
16:33:05 +05'30'

Mumbai
16 May 2022

Amar Sunder
Partner
Membership No: 078305
UDIN: 22078305AJBFUS1620

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 (Buy-back of Securities) Regulations, 2018, (“Buyback Regulations”) as amended from time to time.

Pursuant to the Public Announcement dated February 11, 2022, and Letter of Offer dated April 1, 2022, the tendering period for the Buyback of fully paid-up Equity shares of the Company having face value of Re.1/- (Rupee One Only) each (the “Equity Shares”) from its eligible shareholders as on February 19, 2022 commenced from Tuesday, April 12, 2022 to Wednesday, April 27, 2022 (both days inclusive), on a proportionate basis by the way of the tender offer route as prescribed under the Buyback Regulations, through the stock exchange mechanism

The following are the details of the Equity Shares bought back by the Company during the said tendering period and extinguished/destroyed on May 12, 2022.

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)	May 12, 2022	Eureka Stock & Share Broking Services Limited (IN302105)	10786174	29,00,000
Total (A)				29,00,000

B) The Equity Shares extinguished in physical form are as under: No Equity Shares in physical form are extinguished.

C) The total Equity Shares extinguished/destroyed in dematerialized and Physical form are as under:

Total Number of Equity Shares Extinguished/ Destroyed (A + B)	29,00,000
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It is certified that the above Equity Shares of the Company were extinguished in compliance with, and in accordance with the provisions of Regulation 11 of the Buyback Regulations, as amended from time to time.

For FDC Limited	
 Mr. Mohan Anand Chandavarkar Managing Director (DIN : 00043344) 	 Mr. Ashok Anand Chandavarkar Executive Director (DIN : 00042719) 
Registrar to the Buyback & Company	Statutory auditor of the company
For Link Intime India Private Limited  Name: Dnyanesh Gharote Designation: Vice President 	For BSR and Co. LLP Chartered Accountants Statutory Auditors Firm Regn. No. 101248W/W-100022 AMAR <small>Digitally signed by AMAR SUNDER Date: 2022.05.16 16:33:40 +05'30'</small> SUNDER Mr. Amar Sunder Partner Membership No.

Date : May 16, 2022

Place: Mumbai

Enclosed: Confirmation from Depositories for extinguishment of Equity Shares in dematerialized form.

Ref: II/CA/COM/28213/2022

May 12, 2022

Ms. Varsharani Katre
Company Secretary
FDC Limited
142-48, S.V. Road
Jogeshwari (West)
Mumbai - 400102

Sub : Buy-back (tender offer)

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; Link Intime India Private Limited, Mumbai, 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	2,900,000.000	12/May/2022

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:12/05/2022 12:50:07
Reason: Authentication
Location: NSDL,Mumbai