

Date: June 13, 2023

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

Scrip Code: 531599

Symbol: FDC

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Notice of Postal Ballot

Dear Sir / Madam,

This is in furtherance to our letter dated May 25, 2023 informing the exchanges about the decision of the Board for Appointment of Mr. Vijay N. Bhatt (DIN: 00751001) as Additional Non-Executive Independent Director of the Company for a period of 5 (Five) Years with effect from May 25, 2023 to May 24, 2028.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), please find enclosed herewith the Postal Ballot Notice dated May 25, 2023 along with the Explanatory Statement ("Notice") for seeking approval of Members for appointment of Mr. Vijay N. Bhatt (DIN: 00751001) as Non-Executive Independent Director of the Company for a period of 5 (Five) years by passing Special Resolution by way of remote e-voting process.

The Notice is being sent through electronic means only to those Members of the Company whose e-mail addresses are registered with Link Intime India Private Limited, the Registrar and Transfer Agent of the Company/Depositories/ and whose names appear in the Register of Members/List of Beneficial Owners as on Friday, June 09, 2023 ("Cut-off date").

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its Members. The E-voting timeline as under:

Sr. No.	Events	Date
1.	Remote E-voting Period (Start)	June 15, 2023
2.	Remote E-voting Period (End)	July 14, 2023
3.	Date of declaration of the result by the Scrutinizer and Intimation to the Stock Exchanges.	On or before July 17, 2023



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

The voting period will commence from Thursday, June 15, 2023 at 09:00 a.m. (IST) and end on Friday, July 14, 2023 at 05:00 p.m. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. The details of business to be transacted are given in attached Notice of Postal Ballot. The results of the remote e-voting will be announced on or before Monday, July 17, 2023.

Further, the notice of Postal Ballot is being made available on the website of the Company i.e. www.fdcindia.com

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **FDC Limited**

Varsharani Katre
Company Secretary & Compliance Officer
Membership No:- F-8948

Encl.: As above.



POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To,
The Members,

NOTICE is hereby given that pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (**"the Act"**), and other applicable provisions of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), guidelines prescribed by the Ministry of Corporate Affairs (**"MCA"**), Government of India, for holding General Meeting / Conducting Postal Ballot process through remote electronic voting (**"remote e-voting"**) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (**"MCA Circulars"**), the following items of Special Business are proposed to be passed by the Members of FDC Limited (**"the Company"**) by means of Postal Ballot only by way of remote e-voting. The instructions regarding Remote e-voting and other relevant information are provided in the notes to this Notice.

An Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, SS-2 and Regulation 36 of the SEBI Listing Regulations pertaining to the said Resolution setting out the material facts concerning the said item(s) and the reasons thereof is annexed hereto, which forms part of this Postal Ballot Notice.

The Company has engaged the services of National Securities Depository Limited (**"NSDL"**) for the purpose of providing remote e-voting facility to all its members.

The Board of Directors of the Company at its meeting held on May 25, 2023 has appointed Mr. Sanjay Dholakia, (Membership No. 2655 & C.P. No. 1798), Proprietor - M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries as the Scrutinizer in accordance with the provisions of the Act and the Rules for conducting the Postal Ballot process in a fair and transparent manner.

In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its Members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The remote e-voting period commences from 9.00 a.m. (IST) on Thursday, June 15 2023 and ends at 5.00 p.m. (IST) on Friday, July 14, 2023.

The Scrutinizer shall submit his report to the Chairperson or to a person authorized by the Chairperson upon the completion of the scrutiny of the votes casted through remote e-voting. The result of the Postal Ballot will be announced on or before Monday, July 17, 2023. The said results along with Scrutinizer's Report shall be intimated to the Stock Exchanges where the Company's shares are listed i.e. BSE Limited www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com. The results along with Scrutinizer's Report shall also be hosted on the Company's website at www.fdcindia.com and on the e-voting website of NSDL i.e. on www.evoting.nsdl.com.

SPECIAL BUSINESS:

Resolution No. 1

APPOINTMENT OF MR. VIJAY N. BHATT (DIN: 00751001) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Act and other applicable Provisions, Sections, Rules of the Act, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modifications or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and that approved by the Board of Directors and in accordance with the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for appointment Mr. Vijay N. Bhatt (DIN: 00751001) as an Independent Director of the Company, who was appointed as an Additional Director (Non-Executive Independent Director) with effect from May 25, 2023 and who has submitted his consent and who meets the criteria for independence as provided under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations being so eligible, and in respect of whom the Company has received a notice in writing as per Section 160 of the Act and not liable to retire by rotation, to hold office for a period of 5 (Five) Consecutive Years with effect from May 25, 2023 till May 24, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally and jointly authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all applications, documents, writings and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

**By Order of the Board of Directors of,
FDC Limited**

**Sd/-
Varsharani Katre
Company Secretary & Compliance Officer
Mem. No. FCS-8948**

Date: May 25, 2023
Place: Mumbai

**Registered Office:
FDC Limited,
(CIN: L24239MH1940PLC003176)
Registered Office: B-8, MIDC Industrial Estate, Waluj – 431 136,
District Aurangabad, Maharashtra, India.
Tel: 0240-2554407
E-mail: investors@fdcindia.com
Website: www.fdcindia.com**

NOTES:

1. A statement pursuant to section 102 read with section 110 of the Act and other applicable provisions, if any, of the Act along with the applicable rules as may be prescribed therein, in relation to resolution as set out in the Postal Ballot Notice is annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-voting is being sent by electronic mode only to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company / Depositories as at close of business hours on Friday, June 09, 2023 ("**Cut-off date**"), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date. Newspaper advertisement regarding dispatch of Postal Ballot Notice shall be published as per statutory requirements.
3. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company or its Registrar and Transfer Agent in case the shares are held by them in physical form. Members may follow the instructions given under point no.15 for registering their e-mail addresses.
4. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the SEBI Listing Regulations and in accordance with the MCA Circulars, the Company has engaged National Securities Depository Limited ("NSDL") as the agency for facilitating remote e-voting to enable the Members to cast their votes through remote e-voting. In accordance with the MCA Circulars, the Members can vote only through remote e-voting.
5. As per the MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through Remote e-voting.
6. A copy of the Postal Ballot Notice is available on the website of the Company at www.fdcindia.com, website of BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and on the website of our Remote e-voting agency i.e. NSDL e-voting website at www.evoting.nsdl.com.
7. All documents referred to in the Postal Ballot Notice or explanatory statement will be available for inspection by the Members, in accordance with the provisions of the Act, without any fee, from the date of circulation of the Postal Ballot Notice up to the closure of the e-voting ("e-voting period"). Members desirous of inspecting the documents referred to in the Notice or explanatory statement may send their requests in advance to investors@fdcindia.com from their registered e-mail addresses mentioning their name(s), folio numbers/DP ID and Client ID, between e-voting period i.e. from Thursday, June 15, 2023 to Friday, July 14, 2023.
8. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off date i.e. Friday, June 09, 2023. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off date shall only be considered eligible to cast their votes and convey their assent or dissent to the proposed resolution by Postal Ballot. Any person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.
9. Members of the Company as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the above resolution in accordance with the process specified in this Postal Ballot Notice.
10. The e-voting period commences at 9.00 a.m. (IST) on Thursday, June 15, 2023 and ends at 5.00 p.m. (IST) on Friday, July 14, 2023. During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on Cut-off date may cast their votes through Remote e-voting facility only. Once the vote on a resolution is cast by the Member, the same shall not be allowed to change subsequently. The Remote e-voting will be blocked by Friday, July 14, 2023 at 5.00 p.m. (IST) and will not be allowed beyond the said date and time.
11. The Board of Directors of the Company at its meeting held on May 25, 2023 have appointed Mr. Sanjay Dholakia, (Membership No. 2655 / C. P. No. 1798), Proprietor - M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent

manner. He has communicated his willingness for such appointment.

12. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the Remote e-voting process will be announced by the Chairman, or such person as authorized by the Chairman, on or before Monday, July 17, 2023. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.
13. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.fdcindia.com and on the website of NSDL e-voting website at www.evoting.nsdl.com immediately after the result is declared as aforesaid, and the same shall be communicated to BSE Limited & National Stock Exchange of India Limited.
14. The Resolution, if approved by Postal Ballot through Remote e-voting, shall be deemed to have been passed on Friday, July 14, 2023, i.e. the last date specified for receipt of votes through the Remote e-voting process.
15. Process for those Members whose e-mail ids are not registered with the Depository Participant/the Company or its Registrar and Transfer Agent for procuring user id and password and registration of e-mail ids for e-voting for the resolution is as follows:

Registration of email addresses: Members holding shares in physical mode and who have not updated their email addresses with the Company or its Registrar and Transfer Agent are requested to update their email addresses by sending the in ISR-1 form duly filled and signed, mentioning Folio No., Name and address of the 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) and self-attested copy of any document (e.g. Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register/ update their email addresses with relevant depository participants.

16. The procedure and instructions for e-voting are as follows:

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

Step 1: Access to the NSDL e-voting system

Step 2: Cast your vote electronically on NSDL e-voting system.

Step 1: Access to NSDL e-voting system

A) Login method for e-voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders 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 shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote

e-Voting period.

2. If you are 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>
3. 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 ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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 company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (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. Upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders 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 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders 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 toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders 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 'Shareholder/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***

5. Password details for shareholders other than Individual shareholders 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 shareholders 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.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company <124136 - FDC Limited> for which you wish to cast your vote during the remote e-Voting period.
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 shareholders

1. Institutional shareholders (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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal at evoting@nsdl.co.in

Process for those shareholders 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 shareholder, 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 shareholders 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 for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/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 shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE POSTAL BALLOT NOTICE

Item No. 1:

As required under Section 102 read with Section 110 of the Act and rules made thereunder, the following is the Explanatory Statement setting out the material facts in relation to the proposed Special Resolution of the accompanying Notice.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, had appointed, Mr. Vijay N. Bhatt (DIN: 00751001) as an Additional, Non-Executive Independent Director of the Company with effect from May 25, 2023. His appointment is subject to the approval of the Members of the Company. The said appointment will be for a term of 5 (five) consecutive years upto May 24, 2028 and not liable to retire by rotation, in terms of all the applicable provisions of the Act.

Mr. Vijay N. Bhatt is a fellow member of the Institute of Chartered Accountants (ICAI) who carries more than 35 years of experience in various fields of finance and audit. He was member of the India Board which manages India Practice of KPMG.

In his carrier spanning over 35 years, Mr. Bhatt had worked with various large, medium and small Indian and Multinational businesses. Being in the audit profession, he have a good understanding of the business environment, business risks, controls, accounting and financial reporting issues relevant to businesses operating in India.

He had worked as Audit Partner in M/s. B S R & Co., and he was also the Head of Technical, Risk and Professional Practice of the firm which deals with matters relating to dealing with Regulators and was also responsible for the Audit practice in the Western Region of the firm, he was also Partner in S. R. Batliboi & Co. in Audit & Assurance Service and in R S M & Co., Chartered Accountants for around 19 years and was Heading the Audit Practice of the firm, and he also worked in Audit Department of Lovelock & Lewes, Chartered Accountants.

In addition, he was an active member of various committees of the Institute of Chartered Accountants of India like:

1. Accounting Standard Board
2. Audit Standard Board
3. Information Technology Committee
4. Financial Reporting Review Group
5. Professional Development Committee of WIRC
6. Peer Review Committee (extended group) of ICAI

He had also served as a member of Accounting Standard Committee of the Indian Merchants Chamber.

The company has received requisite consent and declarations from Mr. Vijay N. Bhatt including confirmation that he meets the criteria of independence as prescribed under section 149(6) of the act and Regulation 16(1) (b) of SEBI Listing Regulations. He is neither disqualified from being appointed as director in terms Section 164 of the Act nor debarred by virtue of any order of SEBI or any such other authority and has given his consent to act as director.

Further, He confirmed that in compliance with the provisions contained under sub rule (1) and (2) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, he has registered himself with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Vijay N. Bhatt possesses appropriate skills, experience and knowledge and fulfils the conditions for appointment as an Independent Director of the Company as specified in the Act and Rules thereunder and the SEBI Listing Regulations. He is independent of the management. The Board considers that the association with Mr. Vijay N. Bhatt would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

This explanatory statement along with the additional information as per Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India, as annexed herewith as '**Annexure-1**' may also be regarded as disclosure under the provisions of the Act and the SEBI Listing Regulations.

Mr. Vijay N. Bhatt is interested in the Resolution mentioned in Item No. 1 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** set out at **Item No. 1** of the Notice for approval by the Members of the Company through Postal Ballot.

**By Order of the Board of Directors of
FDC Limited**

Sd/-
Varsharani Katre
Company Secretary & Compliance Officer
Mem. No. FCS 8948

Date: May 25, 2023
Place: Mumbai

Registered Office:

FDC Limited
(CIN: L24239MH1940PLC003176)
Registered Office: B-8, MIDC Industrial Estate,
Waluj – 431 136, District Aurangabad, Maharashtra, India.
Tel: 0240-2554407
E-mail: investors@fdcindia.com
Website: www.fdcindia.com

Additional Disclosures/Information pursuant to Regulation 36(3) of SEBI Listing Regulations and applicable provisions of SS-2

Name of the Director	Mr. Vijay N. Bhatt
Designation	Non-Executive Independent Director
DIN	00751001
Age	64 Years
Experience and nature of expertise in specific functional area	Mr. Vijay N. Bhatt carries more than 35 years of experience in various fields of Finance and Audit.
Qualifications	Chartered Accountant (CA), LLB
Date of first appointment on the Board	May 25, 2023
Relationship with other directors, if any	Mr. Bhatt has no relationship with other directors, manager and Key Managerial Personnel of the Company.
Details of Remuneration sought to be paid	Sitting fees to be paid for attending Board/Committee meetings and commission as may be approved by the Nomination & Remuneration Committee and the Board.
Details of Listed entities from which he resigned during the last three years.	Nil
Memberships/ Chairmanships of committees across all other companies	<p>1. Bandhan Bank Limited</p> <p>a. Audit Committee - Chairman b. Corporate Social Responsibility Committee – Member</p> <p>2. JK Files & Engineering Limited</p> <p>a. Audit Committee - Chairman b. Risk Management Committee - Member c. Stakeholders Relationship Committee – Member d. Corporate Social Responsibility Committee - Member</p>
Number of Meetings attended during the year (FY 2023-24) till the date of postal ballot notice	Nil
Number of Equity Shares held in the Company	Nil
Directorships held in other companies as on the date of the Postal Ballot Notice	<p>He is Director in 3 other following Companies:</p> <ul style="list-style-type: none"> • Bandhan Bank Limited • JK Files & Engineering Limited • Qontrac Prints Private Limited.
Terms and conditions of appointment & Remuneration	As per the resolution set out in this Notice read with the Statement hereto.
Skills and capabilities required for position of Independent Director and the manner in which the proposed person meets such requirements/justification for choosing the appointee for appointment as Independent Directors	Please refer to the Explanatory Statement