



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

Date :- September 04, 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

Sub.: Notice of the 83rd Annual General Meeting (“AGM”) of FDC Limited (“the Company”).

Dear Sir / Madam,

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), please find enclosed the Notice of 83rd AGM and Annual Report for the financial year 2022-23 of the Company. The Annual Report contains the information to be given and disclosures required to be made in terms of Regulation 34 (2) and 34 (3) of the SEBI Listing Regulations.

The Notice convening the 83rd AGM and the Annual Report of the Company for the financial year 2022-23 has been sent to all the members of the Company whose email addresses are registered with the Company /Registrar and Share Transfer Agent/ Depository Participant(s), in compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The 83rd AGM of the members of FDC Limited will be held on Wednesday, September 27, 2023 at 10:00 a.m. IST through Video Conferencing/ Other Audio-Visual Means.

The Cut-off date for the purpose of determining the Members eligible to vote on the resolutions set out in the notice of 83rd AGM is Wednesday, September 20, 2023.

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



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The Remote e-voting period begins on Sunday, September 24, 2023 at 09:00 a.m. IST and ends on Tuesday, September 26, 2023 at 05:00 p.m. IST.

The Annual Report for the financial year 2022-23 is also being made available on the website of the Company at www.fdcindia.com.

This is for your information and dissemination.

Thanking you,

Yours sincerely,
For FDC Limited

VARSHARANI RAJARAM KATRE
Digitally signed by
VARSHARANI RAJARAM
KATRE
Date: 2023.09.04
20:16:38 +05'30'

Varsharani Katre
Company Secretary & Compliance Officer
Mem. 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
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Tel.: 0240-255 4407 / 255 4299 / 255 4967 • Fax : 0240-255 4299
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FDC Limited

CIN NO: L24239MH1940PLC003176

Registered Office: B-8, MIDC Industrial Estate, Waluj – 431 136, District - Aurangabad, Maharashtra, India.

Corporate Office:- C-3 Skyvistas, Near Versova Police Station, D.N. Nagar, Andheri (West), Mumbai - 400 053

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

Tel: 0240-2554407; **Fax:** 0240-2554299

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EIGHTY-THIRD (83RD) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF FDC LIMITED WILL BE HELD ON WEDNESDAY, SEPTEMBER 27, 2023 AT 10.00 A.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.
2. To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 along with Report of the Auditors thereon.
3. To re-appoint Mr. Ashok A. Chandavarkar (DIN: 00042719) as a Director, who retires by rotation and being eligible, offered himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

Ratification of the remuneration of the Cost Auditors for the Financial Year 2023–24.

"RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors, the remuneration payable to **M/s. Sevekari Khare and Associates (Firm Registration No.000084)**, who were appointed by the Board of Directors of the Company to conduct the audit of the Cost records of the Company for the financial year 2023-24 amounting to ₹ 4,75,000 (Rupees Four lakh Seventy Five Thousand) plus applicable GST and reimbursement of out of pocket expenses be and is hereby ratified and approved.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving the effect to this resolution and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

5. To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

Re-appointment of Mr. Nandan M. Chandavarkar (DIN: 00043511) as a Joint Managing Director of the Company.

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), if any, and in accordance with the recommendation of the Nomination and Remuneration Committee and duly approved by the Board of Directors, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Nandan M Chandavarkar (DIN: 00043511) as a Joint Managing Director of the Company for a further period of 5 (five) years with effect from March 01, 2024 to February 28, 2029, not liable to retire by rotation on the terms and conditions including remuneration, perquisites and other benefits as set out in the Explanatory Statement annexed to the Notice or any modification or re-enactment thereof as in force for the period covered under the Agreement to be entered into by the Company with Mr. Nandan M. Chandavarkar or on the basis of such other law or notification as may be permissible or applicable.



RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this resolution”.

6. To consider and if thought fit, to pass the following Resolution as an **Special Resolution**:

Re-appointment of Mr. Mohan A. Chandavarkar (DIN: 00043344) as Managing Director of the Company.

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), if any, and in accordance with the recommendation of the Nomination and Remuneration Committee and duly approved by the Board of Directors, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Mohan A. Chandavarkar (DIN: 00043344) as a Managing Director of the Company for a further period of 5 (five) years with effect from April 01, 2024 to March 31, 2029, not liable to retire by rotation on the terms and conditions including remuneration, perquisites and other benefits as set out in the Explanatory Statement annexed to the Notice or any modification or re-enactment thereof as in force for the period covered under the Agreement to be entered into by the Company with Mr. Mohan A. Chandavarkar or on the basis of such other law or notification as may be permissible or applicable.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this resolution”.

7. To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

Re-appointment of Ms. Nomita R. Chandavarkar (DIN: 00042332) as Non-Executive Director of the Company.

“RESOLVED THAT pursuant to Section 152 and other applicable provisions of Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modifications or re-enactment thereof and rules made thereunder, for the time being in force), in accordance with the recommendation of the Nomination and Remuneration Committee, and duly approved by the Board of Directors of the Company, consent of members of the Company be and is hereby accorded for re-appointment of Ms. Nomita R. Chandavarkar (DIN: 00042332), as an Non-Executive Director of the Company for a term of 5 (Five) consecutive years with effect from June 02, 2024 to June 01, 2029 and shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this resolution”.

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

Sd/-

Varsharani Katre

Company Secretary & Compliance Officer
Mem. No. FCS 8948

Date: August 09, 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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER.

Item No. 4

The Board of Directors of the Company at their meeting held on May 25, 2023 based on the recommendation of the Audit Committee, has considered and approved the re-appointment and remuneration of M/s. Sevekari Khare and Associates (Firm Registration No.000084), as the Cost Auditor for conducting the audit of the cost records of the Company for the Financial Year ending March 31, 2024, at a remuneration not exceeding ₹ 4,75,000 (Rupees Four lakh Seventy Five Thousand) plus GST and reimbursement of out of pocket expenses in connection with audit. M/s. Sevekari Khare and Associates (Firm Registration No.000084) have confirmed that they hold a valid certificate of practice under sub section (1) of Section 6 of the Cost and Work Accountants Act, 1959 and are not disqualified under section 141 read with section 148 of the Act and rules made thereunder.

Pursuant to provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost records and Audit) Rules, 2014 (including any statutory modification(s) and/ or re-enactment(s) for the time being in force), the remuneration payable to Cost Auditor has to be ratified by the members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

The Board of Directors accordingly recommends the resolution set out at Item No. 4 for the approval of the members.

Item No. 5

The Board of Directors of the Company at its meeting held on August 09, 2023 has approved and recommended the re-appointment of Mr. Nandan M. Chandavarkar as a Joint Managing Director, for a period of 5 (five) years with effect from March 01, 2024 till February 28, 2029. It is proposed to seek the members' approval at this Annual General Meeting, for the re-appointment of and remuneration payable to Mr. Nandan M. Chandavarkar as Joint Managing Director, in terms of the applicable provisions of the Act and rules made thereunder.

Mr. Nandan M. Chandavarkar is the Joint Managing Director of the Company since 2004. He is associated with the Company as a Director since 1993. He has graduated in Bachelor of Pharmacy Degree. He is actively involved in Commercial, marketing operations of the Company. He is also responsible

for the various functions such as Technical & Operation, Distribution, Human Resources, Business Development, R&D (Formulation), Corporate Quality Control, R&D (Biotech), Sales Force Excellence, Medical Services, Intellectual Property Rights and Marketing Divisions in the Company. His professional knowledge and vast experience will be of immense benefit to the Company.

He is the Promoter of the Company and holds 51,25,051 shares of the Company in his name as on March 31, 2023.

The terms and conditions of his re-appointment including the remuneration payable to Mr. Nandan M. Chandavarkar, Joint Managing Director is as mentioned hereunder. Mr. Nandan M. Chandavarkar satisfies all the conditions set out in Part-I of Schedule V and sub-section (3) of Section 196 of the Act for being eligible for his re-appointment.

He is neither disqualified from being appointed as director in terms Section 164 of the Companies Act, 2013 nor debarred by virtue of any order of SEBI or any such other authority and has given his consent to act as Joint Managing Director. Further, the Company has received a notice from a Member under Section 160 of the Act proposing his candidature for the office as Joint Managing Director of the Company.

Mr. Mohan A. Chandavarkar being related to Mr. Nandan M. Chandavarkar to the extent of their shareholding and his relatives and Mr. Nandan M. Chandavarkar himself are deemed to be interested or concerned in the resolution as enumerated above. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Relevant details relating to appointment of M. Nandan M. Chandavarkar, including his profile, as required by the Act, Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India ("ICSI") are provided in the "Annexure-I" to the Notice.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Nandan M Chandavarkar are as under:

1. The material terms are as follows:
 - i. Term: March 01, 2024 to February 28, 2029
 - ii. Salary: ₹ 7,28,000 (Rupees Seven Lakhs Twenty Eight Thousand Only) p.m. with effect from March 01, 2024, with an annual increment of ₹ 20,000 (Rupees Twenty Thousand Only) p.m. upto to maximum salary of ₹ 8,08,000 (Rupees Eight Lakhs Eight Thousand Only) p.m.
 - iii. Commission: In addition to salary and perquisites, commission not exceeding 0.60 percent of the net profits

of the Company in a financial year, computed in the manner laid down in Section 198 of the Act and subject to the overall ceilings laid-down under Sections 198 of the Act.

2. Perquisites: In addition to the salary and commission as mentioned in clause 1 above, the said appointee shall be entitled to perquisites as under:
 - i. Housing: The expenditure incurred by the Company on hiring furnished accommodation for the appointee shall be subject to a ceiling of 60% of his salary. However, if the Company does not provide the appointee residential accommodation, the said appointee is entitled to house rent allowance of 60% of his salary. Besides, the Company shall provide amenities such as gas, electricity, water and furnishings subject to a ceiling of 10% of salary, computed as per Income Tax Rules, 1962.
 - ii. Medical, Hospitalization and Health Care Expenses: Reimbursement of medical, hospital and nursing expenses including mediclaim policy premium paid by the Company and where recommended by a medical practitioner, travelling expenses for this purpose in or outside India for himself, his spouse and dependent children actually incurred subject to a ceiling of 1 (one) month's salary per year or 3 (three) months' salary in a block period of 3 (three) years.
 - iii. Leave Travel Concession: For the appointee, his wife and dependent children once a year, in accordance with any rules specified by the Company subject to a ceiling of 1 (one) month's salary during leave for holiday in any place or places in India not more frequently than once in a year, including travelling expenses by air and/or air-conditioned first class by rail, subject to a condition that he will not be entitled to any expenses of stay at any holiday resort.
 - iv. Club Fees: Reimbursement of club fees, subject to a maximum of 2 (two) clubs, excluding life membership and admission fees.
 - v. Personal Accident Insurance: As per any rules specified by the Company.
 - vi. Health Mediclaim Insurance: As per any rules specified by the Company.
 - vii. Provident Fund: Company's contribution to provident fund shall be as per the scheme applicable to the employee's of the Company, but not exceeding 12% of the salary or such other limits as prescribed by the Government.

Contribution to provident fund will not be included in the Computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act.

- viii. Gratuity: As per the rules of the Company, payable in accordance with the approved gratuity fund which shall not exceed half month's salary for each completed year of service.
 - ix. Ex- Gratia: In accordance with the Company's Rules and Regulations in force from time to time.
 - x. Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the said appointee.
 - xi. Land line telephone/mobile phone/internet for official use.
3. Where in any financial year during the currency of the tenure of the said appointee the Company has no profit or inadequacy of profits, the remuneration by way of salary, commission and perquisites shall not exceed, the maximum limits prescribed in Schedule V to the Act except with the approval of the Central Government wherever necessary.
 4. The said appointee shall be eligible for annual privilege leave on full salary for a period of 21 (twenty one) days and such leave shall be allowed to be accumulated for not more than 90 (ninety) days during the tenure of his appointment.

Encashment of unavailed privilege leave at the end of the tenure of appointment will not be included in the computation of the ceiling on perquisites.
 5. The said appointee shall be entitled to:
 - (i) Reimbursement of expenses actually and properly incurred for the business of the Company as well as other expenses incurred by the appointee in the performance of duties on behalf of the Company.
 - (ii) The reimbursement of travelling, hotel and other expenses incurred by the appointee in India and abroad exclusively for the business of the Company.
 6. The said appointee shall unless prevented by ill-health throughout the said term devote his whole time attention and abilities to the business of the Company and shall carry out the directions issued from time to time by the Board of Directors and shall in all respects conform to and comply with the directions and regulations made by the board and shall well and faithfully serve the Company and use his utmost endeavors to promote the interests of the Company.
 7. The salary payable to the said appointee in terms of Clause 1, hereof shall continue to be paid to him in full during the first 6(six) months of his illness or for causes

beyond his control which would enforce his absence from duties and thereafter at the rate of one half of such salary during such absence until he shall have been so absent for a continuous period of 12 (Twelve) months or until the Agreement entered into the Company and the said appointee ("the agreement") is determined as hereinafter provided, whichever is earlier.

8. The said appointee shall not at any time or times during or after the continuance of his employment divulge, disclose or make public any of the secrets regarding the accounts, transactions or processes or regarding specifications, technical and patent information, Formulas and know-how to be used for the Manufacturing or processing of drugs and products of the Company or any of the secrets regarding its plant, facilities, machinery and equipments, information and organization of production and material flow as well as methods and procedures of production or dealings of the Company which shall come to his knowledge whether the same shall be confided to him or become known to him as director or in any other manner whatsoever during the course of his employment.
9. In the case of death of the said appointee in the course of his employment, the Company shall pay to his legal representatives the remuneration for the current month in addition to such other sum as the Board may determine.
10. If the said appointee shall, in the opinion of the Board of Directors, fail for 6 (six) consecutive months to perform or be negligent in his duty to the Company, the Company may by notice in writing determine the agreement.
11. The said appointee shall not during the continuance of the Agreement, or for a period of 3 (three) years after the termination thereof, without the consent in writing of the Company, either solely or jointly with or as manager or agent for any other person or persons directly or indirectly carry on or be engaged in such business as the Company has been carrying on for the last preceding 3 (three) years.
12. The said appointee hereby agrees that he will not at any time after determination of his employment:
 - (i) Solicit the custom of or deal with any person or Company who has during the three/five years preceding such determination been a customer of Company; and
 - (ii) Represent himself as being in any way directly or indirectly connected with or interested in the business of the Company.
13. Subject to Section 191 of the Companies Act, 2013 in the event of the Company at any time transferring its undertaking to another Company for any reason whatsoever the Company may make it one of the terms

and conditions of such transfer that such other Company shall appoint the said appointee as a member of such other Company upon the same terms and conditions as are herein contained.

14. Notwithstanding anything to the contrary contained in the agreement, either party shall be entitled to terminate the agreement, at anytime giving the other party 90 (ninety) days notice in writing in that behalf.

The Board of Directors accordingly recommends the resolution set out at Item No. 5 for the approval of the members.

Item No. 6

The Board of Directors of the Company at its meeting held on August 09, 2023 has approved and recommended the re-appointment of Mr. Mohan A. Chandavarkar as a Managing Director, for a period of 5 (five) years from April 01, 2024 to March 31, 2029. It is proposed to seek the Members' approval at this Annual General Meeting, for the re-appointment of and remuneration payable to Mr. Mohan A. Chandavarkar as Managing Director, in terms of the applicable provisions of the Act.

Mr. Mohan A. Chandavarkar is the Managing Director of the Company since 1999. He is associated with the Company as a Director since 1959. He has graduated in Bachelor of Science (Honours). He is actively involved in commercial, marketing, technical & operations, research & development and international business of the Company. His professional knowledge and vast experience will be of immense benefit to the Company.

He is also the Chairman of Corporate Social Responsibility Committee and member of the Audit and Stakeholder Relationship Committee of the Company. He is not holding any shares in the Company as on March 31, 2023, however he is the part of the Promoter Group of the Company.

The terms and conditions of his re-appointment including the remuneration payable to Mr. Mohan A. Chandavarkar, Managing Director is as mentioned hereunder. Mr. Mohan A. Chandavarkar satisfies all the conditions set out in Part-I of Schedule V and sub-section (3) of Section 196 of the Act for being eligible for his re-appointment.

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 Managing Director. Further, the Company has received a notice from a Member under Section 160 of the Act proposing his candidature for the office as Managing Director of the Company.

Mr. Nandan M. Chandavarkar and Mr. Ashok A. Chandavarkar being related to Mr. Mohan A. Chandavarkar, and their relatives



and Mr. Mohan A. Chandavarkar himself are deemed to be interested or concerned in the resolution as enumerated above. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

Relevant details relating to re-appointment of M. Mohan A. Chandavarkar, including his profile, as required by the Act, Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India ("ICSI") are provided in the **"Annexure-I"** to the Notice.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Mohan A Chandavarkar are as under:

1. The material terms are as follows:

- i Term: April 01, 2024 to March 31, 2029.
- ii Salary: ₹ 9,49,000 (Rupees Nine Lakhs Forty Nine Thousand Only) p.m. with effect from April 01, 2024, with an annual increment of ₹ 30,000/- (Rupees Thirty Thousand Only) p.m. upto to maximum salary of ₹ 10,69,000 (Rupees Ten Lakhs Sixty Nine Thousand Only) p.m.
- iii Commission: In addition to salary and perquisites, commission not exceeding 0.70 percent of the net profits of the Company in a financial year, computed in the manner laid down in Section 198 of the Act and subject to the overall ceilings laid-down under Sections 198 of the Act.
2. Perquisites: In addition to the salary and commission as mentioned in clause 1 above, the said appointee shall be entitled to perquisites as under:
 - i Housing: The expenditure incurred by the Company on hiring furnished accommodation for the appointee shall be subject to a ceiling of 60% of his salary. However, if the Company does not provide the appointee residential accommodation, the said appointee is entitled to house rent allowance of 60% of his salary. Besides, the Company shall provide amenities such as gas, electricity, water and furnishings subject to a ceiling of 10% of salary, computed as per Income Tax Rules, 1962.
 - ii Medical, Hospitalization and Health care expenses: Reimbursement of medical, hospital and nursing expenses including mediclaim policy premium paid by the Company and where recommended by a medical practitioner travelling expenses for this purpose in or outside India for himself, his spouse and dependent children actually incurred subject to a ceiling of 1 (One) month's salary per year or 3 (Three) months' salary in a block period of 3 (Three) years.
 - iii Leave Travel Concession: For the appointee, his wife and dependent children once a year, in accordance with any Rules specified by the Company subject to a ceiling of 1 (One) month's salary during leave for holiday in any place or places in India not more frequently than once in a year, including travelling expenses by air and/or air-conditioned first class by rail, subject to a condition that he will not be entitled to any expenses of stay at any holiday resort.
 - iv Club Fees: Reimbursement of club fees, subject to a maximum of 2 (Two) clubs, excluding life membership and admission fees.
 - v Personal Accident Insurance: As per any Rules specified by the Company.
 - vi Health Mediclaim Insurance: As per any Rules specified by the Company.
 - vii Provident Fund: Company's contribution to provident fund shall be as per the scheme applicable to the employee's of the Company, but not exceeding 12% of the salary or such other limits as prescribed by the Government.

Contribution to provident fund will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act.
 - viii Gratuity: As per the Rules of the Company, payable in accordance with the approved gratuity fund which shall not exceed half month's salary for each completed year of service.
 - ix Ex- Gratia: In accordance with the Company's Rules and Regulations in force from time to time.
 - x Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the said appointee.
 - xi Land line telephone/ mobile phone/ internet for official use.
3. Where in any financial year during the currency of the tenure of the said appointee, the Company has no profit or inadequacy of profits, the remuneration by way of salary, commission and perquisites shall not exceed, the maximum limits prescribed in Schedule V to the Act.
4. The said appointee shall be eligible for annual privilege leave on full salary for a period of 21 (Twenty one) days and such leave shall be allowed to be accumulated for not more than 90 (Ninety) days during the tenure of his appointment. Encashment of unavailed privilege leave at the end of the tenure of appointment will not be included

in the computation of the ceiling on perquisites.

5. The said appointee shall be entitled to:
 - (i) Reimbursement of expenses actually and properly incurred for the business of the Company as well as other expenses incurred by the appointee in the performance of duties on behalf of the Company.
 - (ii) The reimbursement of travelling, hotel and other expenses incurred by the appointee in India and abroad exclusively for the business of the Company.
6. The said appointee shall unless prevented by ill-health throughout the said term devote his whole time attention and abilities to the business of the Company and shall carry out the directions issued from time to time by the board of directors and shall in all respects conform to and comply with the directions and regulations made by the Board and shall well and faithfully serve the Company and use his utmost endeavors to promote the interests of the Company.
7. The salary payable to the said appointee in terms of Clause 1, hereof shall continue to be paid to him in full during the first 6 (Six) months of his illness or for causes beyond his control which would enforce his absence from duties and thereafter at the rate of one half of such salary during such absence until he shall have been so absent for a continuous period of 12 (Twelve) months or until the Agreement entered into the Company and the said appointee ("the agreement") is determined as hereinafter provided, whichever is earlier.
8. The said appointee shall not at any time or times during or after the continuance of his employment divulge, disclose or make public any of the secrets regarding the accounts, transactions or processes or regarding specifications, technical and patent information, Formulas and know-how to be used for the Manufacturing or processing of drugs and products of the Company or any of the secrets regarding its plant, facilities, machinery and equipment's, information and organization of production and material flow as well as methods and procedures of production or dealings of the Company which shall come to his knowledge whether the same shall be confided to him or become known to him as Director or in any other manner whatsoever during the course of his employment.
9. In the case of death of the said appointee in the course of his employment, the Company shall pay to his legal representatives the remuneration for the current month in addition to such other sum as the Board may determine.
10. If the said appointee shall, in the opinion of the Board of Directors, fail for 6 (Six) consecutive months to perform

or be negligent in his duty to the Company, the Company may by notice in writing determine the Agreement.

11. The said appointee shall not during the continuance of the Agreement, or for a period of 3 (Three) years after the termination thereof, without the consent in writing of the Company, either solely or jointly with or as manager or agent for any other person or persons directly or indirectly carry on or be engaged in such business as the Company has been carrying on for the last preceding 3 (three) years.
12. The said appointee hereby agrees that he will not at any time after determination of his employment:
 - (i) Solicit the custom of or deal with any person or Company who has during the three/five years preceding such determination been a customer of the Company; and
 - (ii) Represent himself as being in any way directly or indirectly connected with or interested in the business of the Company.
13. Subject to Section 191 of the Act in the event of the Company at any time transferring its undertaking to another Company for any reason whatsoever the Company may make it one of the terms and conditions of such transfer that such other Company shall appoint the said appointee as a member of such other Company upon the same terms and conditions as are herein contained.
14. Notwithstanding anything to the contrary contained in the Agreement, either party shall be entitled to terminate the Agreement, at any time giving the other party 90 (Ninety) days notice in writing in that behalf.

The Board of Directors accordingly recommends the resolution set out at Item No. 6 for the approval of the members.

Item No. 7

The Board of Directors of the Company at its meeting held on August 09, 2023 has approved and recommended the re-appointment of Ms. Nomita R. Chandavarkar as a Non-Executive Director, for a period of 5 (five) years with effect from June 02, 2024 to June 01, 2029.

It is proposed to seek the members' approval at this Annual General Meeting, for the re-appointment of Ms. Nomita R. Chandavarkar as a Non-Executive Director, in terms of the applicable provisions of the Act. The sitting fees and commission would be payable to her on same terms as applicable to Non-Executive Directors of the Company.

Ms. Nomita R. Chandavarkar Joined the Board as Whole time Director of the Company in 2014. She pursued Bachelor of Commerce from University of Mumbai. Later, she was actively involved in Human Resource and Corporate Social





Responsibility activities as Executive Director of the Company. Subsequently, in FY 2022-23 she had stepped down from the position of Executive Director of the Company and continued on the board as a Non-Executive Director with effect from April 01, 2022. Her knowledge will be of beneficial to the Company.

She is the Promoter of the Company and holds 53,48,262 shares of the Company in her name as on March 31, 2023.

She 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 her consent to act as director. Further, the Company has received a notice from a Member under Section 160 of the Act proposing his candidature for the office as a Director of the Company.

Except Ms. Nomita R. Chandavarkar being appointee and her relatives to the extent of their shareholding in the Company, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution.

Relevant details relating to appointment of Ms. Nomita R. Chandavarkar, including her profile, as required by the Act, Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India ("ICSI") are provided in the "Annexure-I" to the Notice.

The Board of Directors accordingly recommends the resolution set out at Item No. 7 for the approval of the members.

Date: August 09, 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

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

Sd/-

Varsharani Katre

Company Secretary & Compliance Officer
Mem. No. FCS 8948

“Annexure –I”

Additional Disclosures/Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and applicable provisions of Secretarial Standard – 2

Name of the Director	Mr. Ashok A. Chandavarkar	Mr. Nandan M. Chandavarkar	Mr. Mohan A. Chandavarkar	Ms. Nomita R. Chandavarkar
Designation	Executive Director	Joint Managing Director	Managing Director	Non-Executive Director
DIN	00042719	00043511	00043344	00042332
Date of Birth and Age	August 01, 1941 (82 Years)	March 13, 1966 (57 Years)	March 31, 1936 (87 Years)	July 10, 1965 (58 Years)
Experience and nature of expertise in specific functional area	Mr. Ashok Chandavarkar is having extensive experience of around 36 years in manufacture and marketing of fine chemicals and pharmaceuticals.	Mr. Nandan Chandavarkar has a vast experience of around 30 years in various functions such as Technical & Operation, Distribution, Human Resources, Business Development, R&D (Formulation), Corporate Quality Control, R&D (Biotech), Sales Force Excellence, Medical Services, Intellectual Property Rights and Marketing Divisions in the Company.	Mr. Mohan Chandavarkar has to his credit a rich and varied experience of 56 years, in the fields of Production, Marketing Operations, International Business and Administration of the Company.	Ms. Nomita Chandavarkar is having experience of more than 10 years in handling Human Resource and Corporate Social Responsibility activities of the Company.
Qualifications	Bachelor of Engineering (Mechanical)	Bachelor of Pharmacy Degree.	Bachelor of Science (Honours).	Bachelor of Commerce
Date of first appointment on the Board	April 01, 1987	September 30, 1993	April 24, 1959	June 02, 2014
Relationship with other directors, if any	Mr. Ashok Chandavarkar is father of Mr. Ameya Chandavarkar, brother of Mr. Mohan Chandavarkar and uncle of Mr. Nandan Chandavarkar and Ms. Nomita Chandavarkar.	Mr. Nandan Chandavarkar is son of Mr. Mohan Chandavarkar, nephew of Mr. Ashok Chandavarkar, and cousin of Mr. Ameya Chandavarkar and Ms. Nomita Chandavarkar.	Mr. Mohan Chandavarkar is father of Mr. Nandan Chandavarkar, brother of Mr. Ashok Chandavarkar, and uncle of Ms. Nomita Chandavarkar and Mr. Ameya Chandavarkar.	Ms. Nomita Chandavarkar is niece of Mr. Mohan Chandavarkar and Mr. Ashok Chandavarkar and cousin of Mr. Nandan Chandavarkar and Mr. Ameya Chandavarkar.
Details of Remuneration sought to be paid	N.A.	As mentioned in the Notice.	As mentioned in the Notice.	Sitting fees for attending Board Meetings.



Details of Listed entities from which he resigned during the last three years.	Nil	Nil	Nil	Nil
Memberships/ Chairmanships of committees across all other companies	Nil	Nil	Nil	Nil
Number of Board Meetings attended during the year (FY 2023-24) till the date of notice	3	3	3	3
Number of Equity Shares held in the Company	Nil	51,25,051 Shares	Nil	53,48,262 Shares
Directorships held in other companies as on the date of the Notice	Mr. Ashok Chandavarkar is Director in 2 other following Companies: Virgo Advisors Private Limited Leo Advisors Private Limited	Nil	Nil	Ms. Nomita Chandavarkar is director in DSS Outsourcing Solutions Private Limited.
Terms and conditions of appointment & Remuneration	N.A.	As per the resolution set out in this Notice read with the Explanatory Statement hereto.	As per the resolution set out in this Notice read with the Explanatory Statement hereto.	As per the resolution set out in this Notice read with the Explanatory 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	Not Applicable	Not Applicable	Not Applicable	Not Applicable

NOTES:

1. In terms of General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022, respectively issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, respectively issued by the Securities and Exchange Board of India ("**SEBI Circulars**") and in compliance with the applicable provisions of the Companies Act, 2013 ("**the Act**") read with rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations/Listing Regulations**"), the 83rd Annual General Meeting ("**83rd AGM/AGM**") of the Company is being held through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") without the physical presence of the Members at a common venue. The deemed venue for the 83rd AGM shall be the Registered Office of the Company situated at B - 8 MIDC area, Waluj - 431 136 District - Aurangabad, Maharashtra., India.
2. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under **Item Nos. 4 to 7** of the Notice is annexed hereto. The Board of Directors of the Company at its meeting held on August 09, 2023 considered that the special business under Item No. 4 to 7 being considered unavoidable, be transacted at the 83rd AGM of the Company.
3. The relevant details with respect to Item No. 5, 6 and 7 of the Notice pursuant to Regulation 36(3) of the SEBI Listing Regulations, and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") in respect of the Directors seeking re-appointment at this AGM are also annexed. Requisite declarations have been received from the Directors seeking re-appointment.
4. In terms of MCA Circulars and SEBI Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 83rd AGM and hence the Route Map of the AGM venue, proxy form and attendance slip is not annexed in this Notice.
5. However, in pursuance of Section 113 of the Act, the Body Corporate member/institutional members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM, participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, at investors@fdcindia.com copy marked to evoting@nsdl.co.in and sanjayrd65@gmail.com. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC.
6. The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested or deemed to be interested, maintained under Section 189 of the Act and relevant documents referred to in the Notice of this AGM and explanatory statement, will be available electronically for inspection by the Members from the date of circulation of this notice up to the date of AGM. Members who wish to inspect such documents can send their requests to the Company at investors@fdcindia.com by mentioning their Name and Folio Number / DP ID and Client ID.
8. In terms of the MCA Circulars and SEBI Circulars, Notice of the 83rd AGM and the Annual Report for the financial year 2022-23 including therein, inter-alia, the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2023, the Auditors Report and the Directors Report are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with RTA i.e. Link Intime India Private Limited or with their respective Depository Participant/s and who wish to receive the Notice of the 83rd AGM and the Annual Report for the year 2022-23 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
 - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, name, complete address, email address to be registered along with scanned self-

- attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address investors@fdcindia.com or to RTA at rnt.helpdesk@linkintime.co.in
- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
9. Shareholders can avail the facility of nomination in respect of shares held by them in physical form, as per the provisions of Section 72 of the Act read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled to M/s. Link Intime India Private Limited. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
10. The Notice convening the 83rd AGM and the Annual Report for financial year 2022-23 including therein, inter-alia, the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2023, will be uploaded on the website of the Company at www.fdcindia.com and can also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited ("BSE") at www.bseindia.com and National Stock Exchange of India Limited ("NSE") at www.nseindia.com.
- The Notice of 83rd AGM will also be available on the website of NSDL at www.evoting.nsdl.com
11. The Members can join the AGM through VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 Members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. who are allowed to attend the AGM without any restriction on account of first come first served basis.
12. The Company has engaged the services of National Securities Depository Limited ("**NSDL**") as the Agency for providing e-Voting facility (remote e-voting and e-voting at AGM) to the members of the Company in order to cast their votes by electronic means.
13. The members are requested to:
- intimate to the Company / their Depository Participant ("DP"), changes, if any, in their registered address at an early date;
 - quote their Registered Folio No. and/or DP Identity and Client Identity number in their correspondence;
 - Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc. to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Private Limited ("LIPL") to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to LIPL.
 - 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 time.
14. **The members are requested to claim the Unpaid/ Unclaimed dividend:**
- Members whose dividend is remained unclaimed are requested to contact Registrar and Share Transfer Agent ('RTA') of the Company i.e. M/s. Link Intime (India) Private Limited at rnt.helpdesk@linkintime.co.in or the Secretarial Department of the Company, at investors@fdcindia.com to claim the same. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education Protection Fund ('IEPF'), as per provisions of Section 124 of the Companies Act, 2013.
 - Pursuant to the provisions of Section 124 (6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the rules"), as amended, the Company has transferred all shares in respect of which dividend has not been encashed by the shareholders for seven consecutive years in the name of Investor Education and Protection Fund (IEPF). The shareholders who wish to claim the said

shares from the IEPF may claim the same by filing e-form IEPF-5 available on www.iepf.gov.in along with requisite fee as decided by the Authority from time to time and by sending a duly signed physical copy of the same to the Company, along with requisite documents enumerated in the Form IEPF-5. The Member/claimant can file only one consolidated

claim in a financial year as per the IEPF Rules and amendments thereto.

- iii. Final Dividend for the Financial Year 2016-17 will be due for transfer to IEPF in the month of September 2024; Shareholders are requested to ensure that they claim the dividend before transfer of the said amount to IEPF Authority.

- iv. The following table gives information relating to outstanding dividends and the dates by which that can be claimed by the shareholders from the Company or its Registrar and Transfer Agent:

Financial Year	Date of Declaration	Last date of claiming dividend
FY 2016-17	August 19, 2017	September 24, 2024
FY 2019-20	March 13, 2020	April 18, 2027

- v. Members who have not claimed the dividend amounts for above-mention years are requested to claim the same immediately.
15. As per Regulation 40 of SEBI Listing Regulations, as amended from time to time, securities of the listed companies can be transferred only in dematerialized form. Therefore, Members holding shares in physical form are advised to convert their shareholding to dematerialized form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer.
16. Pursuant to provisions of Section 91 of the Act read with Regulation 42 of SEBI Listing Regulations, the register of Members and Share Transfer Books of the Company will remain closed from **Thursday, September 21, 2023, to Wednesday, September 27, 2023 (both days inclusive)** for the purpose of the 83rd AGM of the Company.
17. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on **Wednesday, September 20, 2023 ("Cut-off date")**, are entitled to avail of the facility of remote e-voting as well as e-voting during the AGM. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. Any recipient of the Notice, who has no voting rights as of the Cut-off date, shall treat this Notice as intimation only.
18. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the 83rd AGM and prior to the Cut-off date i.e. Wednesday, September 20, 2023, shall be entitled to exercise his/her vote electronically i.e. through remote e-voting or e-voting system on the date of the AGM.
19. The remote e-voting period will **commence on Sunday, September 24, 2023 at 9.00 a.m., and will end on Tuesday, September 26, 2023 at 5.00 p.m.** The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
20. Mr. Sanjay Dholakia, Proprietor of M/S. Sanjay Dholakia & Associates Practicing Company Secretary (FCS -2655) has been appointed as the Scrutinizer to scrutinize the votes casted through remote e-voting process (including e-voting at the AGM) in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
21. The Scrutinizer shall after the conclusion of e-voting at the 83rd AGM, first download the votes cast during the AGM and through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within two working days from the conclusion of the 83rd AGM, who shall then declare the result of the e-voting forthwith.
22. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.fdcindia.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to BSE Limited ("BSE") and The National Stock Exchange of India Limited ("NSE").

23. In terms of SEBI circular dated December 09, 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.

24. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN), KYC details and nomination by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the said details to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit these details to Link Intime India Pvt. Ltd. SEBI vide its circular dated March 16, 2023 has mandated the RTA's to freeze the folios not having these details after October 01, 2023.

25. **INSTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING:**

i. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations as may be amended, and MCA Circulars, the Company is providing e-voting and remote e-voting facility to all the Members of the Company in respect of the business to be transacted at the 83rd AGM 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. The facility of casting votes by a member using remote e-voting, participation in the AGM through VC/OAVM, and the e-voting system on the date of the 83rd AGM will be provided by NSDL. Resolution(s) passed by Members through e-voting are deemed to have been passed as if they have been passed at the AGM.

ii. The remote e-voting period will **commence on Sunday, September 24, 2023 at 9.00 a.m., and will end on Tuesday, September 26, 2023 at 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date** i.e. on **Wednesday, September 20, 2023** may cast their vote electronically. 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.

iii. Members are provided with the facility for voting through e-voting system during the VC/OAVM proceedings at

the AGM and Members who have not cast their vote by remote e-voting, are eligible to exercise their right to vote during the AGM.

iv. Members who have already casted 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.

v. **For assistance/queries for E-voting etc.;**

In case you have any queries or issues regarding attending AGM & e-voting from the e-voting System, you may refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evoting.nsdl.com, under the help section or write an email to Mr. Amit Vishal, Assistant Vice President, (NSDL) at evoting@nsdl.co.in or contact at 022 - 4886 7000 and 022 - 2499 7000.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Amit Vishal, Assistant Vice President, (NSDL) National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013, Maharashtra, India or send an email to evoting@nsdl.co.in or call on 022 - 4886 7000 and 022 - 2499 7000.

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

The remote e-voting period begins on Sunday, September 24, 2023 at 9.00 a.m., and will end on Tuesday, September 26, 2023 at 5.00 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 record date (cut-off date) i.e. on Wednesday, September 20, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 20, 2023. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the 83rd AGM and prior to the Cut-off date i.e. Wednesday, September 20, 2023 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on Wednesday, September 27, 2023, the date of the AGM by following the procedure mentioned below.

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 shareholders holding securities in demat mode**

In terms of SEBI circular dated December 09, 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.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 evoting 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 or joining virtual meeting & voting during the meeting. 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 evoting 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 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 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 e-Voting and joining virtual meeting 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join 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.
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 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 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, Assistant Vice President, (NSDL) 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 and joining virtual meeting 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 09, 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/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" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/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.
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 Laptop 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. Members are encouraged to send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investors@fdcindia.com till Wednesday, September 20, 2023 to enable the management to respond to these queries objectively at the AGM.
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 Monday, September 11, 2023 to Wednesday, September 20, 2023. 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.

By Order of the Board of Directors of
FDC Limited

Sd/-

Varsharani Katre

Company Secretary & Compliance Officer
Mem. No. FCS 8948

Date: August 09, 2023

Place: Mumbai

Registered Office:

FDC Limited

(CIN: L24239MH1940PLC003176)

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Tel: 0240-2554407

E-mail: investors@fdcindia.com

Website: www.fdcindia.com