



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

May 10, 2019

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

Dear Sir(s),

Sub.: Appointment of Additional Independent Directors and Re-constitution of Committees of Board of Directors

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we are pleased to inform you that the Board, vide Circular Resolution passed today i.e. May 10, 2019, approved appointment of following persons as the Additional Directors (Non-Executive Independent Director), with effect from May 10, 2019, for a term of 5 years, subject to approval of the shareholders at the ensuing Annual General Meeting.

1. **Mr. Melarkode Ganesan Parameswaran (DIN:- 00792123)**
2. **Ms. Usha Athreya Chandrasekhar (DIN:- 06517876)**
3. **Dr. Mahesh Bijlani (DIN: 0008447258)**

Further, this is to confirm that above stated persons are not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India (SEBI) or any other such authority.

The above persons do not hold any shares in the Company and are not related to the Promoter / Promoter Group or any Directors of the Company. Further they fulfill the criteria of independence as required under the provisions of the Companies Act, 2013 and the Rules framed thereunder and the Listing Regulations.

Following the above mentioned appointments, the strength of the Board of Directors of the Company has increased to 10 (Ten) Directors, out of which 5 (five) Directors are Independent Directors.

Disclosure required pursuant to Regulation 30 of the Listing Regulations read with Para A of Part A of Schedule III to the Listing Regulations read with the SEBI Circular having reference no. CIR/CFD/CMD/4/2015 dated September 9, 2015, with regard to Change in Directors ("Brief Profile") are enclosed herewith as an **Annexure**.



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Further, following the above changes in the Board of Directors and in compliance with applicable Listing Regulations, the Board vide Circular Resolution passed today i.e. May 10, 2019, have Re-constituted the Committees of the Board as mentioned below :

Sr. No.	Name of the Committee	Composition	Designation	Catagory
1.	Audit Committee	CA. Swati S. Mayekar	Chairperson	NED (I)
		CA. Uday Kumar Gurkar	Member	NED (I)
		Mr. Mohan A. Chandavarkar	Member	WTD
		Mr. Melarkode Ganesan Parameswaran	Member	NED (I)
2.	Corporate Social Responsibility Committee	Mr. Mohan A. Chandavarkar	Chairperson	WTD
		Mr. Ashok A. Chandavarkar	Member	WTD
		Ms. Nomita R. Chandavarkar	Member	WTD
		CA. Uday Kumar Gurkar	Member	NED (I)
3.	Nomination and Remuneration Committee	CA. Swati S. Mayekar	Chairperson	NED (I)
		CA. Uday Kumar Gurkar	Member	NED (I)
		Mr. Melarkode Ganesan Parameswaran	Member	NED (I)
		Dr. Mahesh Bijlani	Member	NED (I)
		Ms. Usha Athreya Chandrasekhar	Member	NED (I)
4.	Stakeholders Relationship Committee	Ms. Usha Athreya Chandrasekhar	Chairperson	NED (I)
		Mr. Mohan A. Chandavarkar	Member	WTD
		Mr. Ashok A. Chandavarkar	Member	WTD

These submissions are for Information and Record.

Thanking you,

Yours truly,
For FDC LIMITED

Company Secretary



Annexure**Brief Profile of Mr. Melarkode Ganesan Parameswaran (Ambi Parameswaram)**

Ambi is an Independent Brand Strategist, Author and Founder of Brand-Building.com, a brand advisory. He was till recently ED and CEO of FCB Ulka Advertising, one of India's top five ad agencies. A Chemical Engineer from IIT Madras and an MBA from IIM Calcutta, in a 35+ year long career he has handled assignments in marketing, sales and advertising with companies like Rediffusion DY&R, Boots Company, UDI Yellow Pages and finally a 26 year long stint at FCB Ulka.

Over his marketing/advertising career he has worked on brands including Tata, Tropicana, Digene, Strepsils, Brufen, Santoor, Sundrop, TCS, ICICI Bank, Wipro, Tata Indica, Zee TV, Abbott's Pediasure, J&J, Amul, ITC's Sunfeast, GSK's Cobadex, among others.

Ambi has served as the President of Advertising Club Bombay [2003-05] and Advertising Agencies Association of India [2014-16]. He successfully completed his PhD from Mumbai University in 2012, and the Advanced Management Program from Harvard Business School in 2014. He is a CFI [Coaching Foundation of India] certified CEO Coach. He served as a member of the Board of Governors of IIM Cal from 2007 to 2017; he received the Distinguished Alumnus Award from IIT Madras in 2009 and from IIM Calcutta in 2018.

Ambi is an author of nine books on branding, advertising and consumer behavior. His book, "Nawabs Nudes Noodles – India Through 50 Years of Advertising", was a Finalist in the Crossword Popular Book Awards 2017. His latest book "SPONGE – Leadership Lessons I Learnt From My Clients" was published in mid-2018.

Ambi has been contributing articles to premier business publications and has been a speaker at TEDx, numerous industry forums, literary festivals and international forums including the Kellogg India Conference at Northwestern University and Cornell University; he is also a guest faculty at several business schools including MICA, ISB, IIMA and IIMC.

Ambi is currently an Adjunct Professor of Marketing at SPJIMR; he is also an Independent Director on the board of Galaxy Surfactants Ltd., THG Publishing P Ltd [The Hindu Group] and Qube Cinema Technologies P Ltd; he is a Brand Advisor/Coach to a few large and small companies, a CEO/Executive Coach to a few senior managers, and a Mentor to some exciting new age start-ups.



Brief Profile of Ms. Usha Athreya Chandrasekhar

Usha Athreya Chandrasekhar is a lawyer by profession , and runs her own law firm, ATHREYA ASSOCIATES established in 1996. It is one of the very few all women law firms that specializes in Intellectual Properties, which covers trademarks, patents, copyrights, designs, franchising , licensing, etc. She has an extensive chamber practice with an impressive list of clients, ranging from multinationals, pharmaceuticals, restauranters ,retailers, infrastructure companies, fertilisers and chemicals, FMCG,Luxury brand, media and advertising companies, health care companies, academics, schools, web-retailers, event management companies, fashion designers and sports celebrities

Innovation is a subject close to her heart. She is one of the very few qualified , trained, and certified drafters of patent specifications and is certified by the Federation of International Counsels for Industrial Property law and the Academy of the Institute of Patent Trademark Attorneys Australia. With her father's training in the field of creativity along with legal training in patenting has helped her help several young inventors develop and protect their innovations.

As an executive Committee Member of the Intellectual Property Law Practitioner's Association, she has been actively involved in the development of laws and rights pertaining to Intellectual Properties, and worked on committees reviewing various draft Bills on Patents, copyrights, trademarks and designs. She is also on the panel of consultant lawyers for IIT Mumbai .

Ms.Usha is also on the visiting faculty of Institutes and Centres of Intellectual Property Education, such as the Institute of Patent Studies, and IIT , Mumbai

In addition she is also a member of International Intellectual Property organisations like AIPPI and Asian Patent Attorneys Association (APAA).



Brief Profile of Dr. Mahesh Bijlani

Dr. Mahesh Bijlani [MBBS, MS (Gen. Surgery), DNB (Gen. Surgery), FKAC (MIS) (Germany)] is a medical practitioner by profession for more than 25 years, having vast experience in the field of Laparoscopic Surgery, Bariatric Surgery and General Medication.

During this period of 1995 – 1999, while at KH&MRC, in 1996 he underwent training for Laparoscopic Surgery with Dr Hemant Bhansali and post that set up the very first Department of Laparoscopic Surgery in Satara District at KH&MRC.

In pursuit of excellence he did a fellowship program at the University of Kiel, Germany for Laparoscopic Surgery and Endoscopy and was conferred a Fellowship in Minimally Invasive Surgery in May 1998. Since 1999 he has been practising as a Consultant Surgeon specialised in Advanced Laparoscopic Surgery at Hinduja Hospital Khar, Asian Heart Institute, Mahavir Medical Research Centre, Bhartiya Arogya Nidhi Hospital and Womens Hospital .

Mr. Bijlani is also associated with Indian Medical Association, Association Of Surgeons, International Hepatobiliary Pancreatic Association, and Bandra Khar Medical Association.

