



**Regd. Office:**

B-8, M.I.D.C. Industrial Estate, Waluj Dist., Aurangabad 431 136

**R&D, Training Centre and Corp. Office:**

142-48, Swami Vivekananda Road, Jogeshwari (West), Mumbai 400 102

## NOTICE

NOTICE is hereby given that the Seventy Third annual general meeting of the shareholders of the Company will be held on **Saturday, August 31, 2013 at 10.00 a.m. at WelcomHotel Rama International, R-3, Chikalthana, Aurangabad 431 210, Maharashtra**, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013, Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend, for the financial year ended March 31, 2013.
3. To appoint a director in place of Dr. Satish S. Ugrankar, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Dr. Rahim H. Muljiani, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint S.R. Batliboi & Co. LLP (Formerly known as M/s. S.R.Batliboi & Co.), Chartered Accountants, as statutory auditors of the Company to hold office from the conclusion of this annual general meeting, until the conclusion of the next annual general meeting and to fix their remuneration.

By order of the board

Place : Mumbai  
Date : May 24, 2013

**SHALINI KAMATH**  
Company Secretary

**NOTES:**

1. All the documents referred to in the notice are open for inspection at the registered office of the Company at B-8, M.I.D.C. Industrial Estate, Waluj Dist., Aurangabad 431 136 between 10.00 a.m. to 12.00 noon on all days except Friday and holidays, prior to the date of the meeting and at the venue of the annual general meeting during the meeting hours.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS/HER BEHALF ON A POLL ONLY. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A Proxy form, in order to be effective, must be deposited at the registered office of the Company, duly completed and signed, not less than forty eight hours before the commencement of the aforesaid meeting.

3. The register of members and share transfer books of the Company will remain closed from August 22, 2013 to August 31, 2013 (both days inclusive) for the purpose of annual general meeting and dividend, if any, declared by the shareholders at the ensuing meeting.
4. Members are requested to:
  - a. notify any change in their address to the Registrar and Share Transfer Agents, Sharex Dynamic (India) Pvt. Ltd., Unit-1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai 400 072. Tel.:(022) 2851 5606, 2851 5644, Fax. :(022) 2851 2885, E-mail ID.: sharexindia@vsnl.com.
  - b. bring the attendance slips along with the copies of the annual report to the meeting.
5. In compliance with Sections 205A & 205C of the Companies Act, 1956, unpaid/unclaimed interim dividend for the year 2005 – 2006 has been transferred to the "Investor Education and Protection Fund" established by the Central Government. Members shall not be able to register their claim in respect of their unencashed dividend with regard to the said dividend. Unclaimed dividends for all the subsequent years will be transferred to the "Investor Education and Protection Fund" according to the statutory stipulations. Members are requested to contact the Company at its corporate office, in respect of their outstanding dividends for the succeeding years.
6. A brief profile of the directors seeking appointment/re-appointment/retire by rotation, since the last annual general meeting, as required by clause 49 IV (G) of the listing agreement is given in the corporate governance report.
7. The notice of the Seventy Third annual general meeting of the Company along with printed attendance slips is being dispatched to all members. Electronic copy of the annual report for the year ended March 31, 2013, is being sent to all the members whose e-mail address is registered with the Company / depository participant, unless any member has requested for a hard copy of the same. For members, who have not registered their e-mail address, the annual report for the year ended March 31, 2013 is physically sent along with the notice. Members who have not yet registered their e-mail address are encouraged to submit their request to the Company/depository participant, as the case may be.

Members may also note that the notice of the Seventy Third annual general meeting and the annual report for the year ended March 31, 2013 will also be available on the Company's website-www.fdcindia.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same to the Company, by post, free of cost.

By order of the board

Place : Mumbai  
Date : May 24, 2013

**SHALINI KAMATH**  
Company Secretary