

LEO ADVISORS PRIVATE LIMITED

CIN :U74999MH2016PTC285609

401, GILDER VILLA SOCIETY, 17, MASTER VINAYAK CROSS ROAD, BANDRA(WEST),
MUMBAI – 400 050, MAHARASHTRA; Tel: (022) 26402161;EMAIL ID-groupcos@rediffmail.com

March 30, 2017

National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, BandraKurla Complex, Bandra (E) Mumbai - 400 051 E-mail: takeover@nse.co.in	BSE Limited P J Towers, Dalal Street Fort, Mumbai-400 001 E-mail: corp.relations@bseindia.com
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Sub: Inter-se transfer of equity shares of FDC Limited (NSE Scrip Code: FDC; BSE Scrip Code: 531599) under regulation 10(1)(a)(iii) of Securities and Exchange Board of India(Substantial Acquisition of Shares and Takeovers) Regulation, 2011

Dear Sir,

Please find enclosed herewith the disclosure under Regulation 10(6) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with respect to acquisition of an aggregate of 26,890,126 equity shares (representing 15.12% of the paid up equity share capital of FDC Limited) by Leo Advisors Private Limited and Virgo Advisors Private Limited.

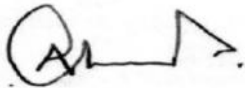
We hope you find the same in order.

Thanking you,

Yours sincerely,

for Leo Advisors Private Limited

(For and on behalf of the Acquirers)

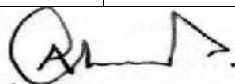


Ashok Anand Chandavarkar
Director

Encl.: As above

Disclosure under Regulation 10(6) -Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	FDC Limited	
2.	Name of the acquirer(s)	Leo Advisors Private Limited Virgo Advisors Private Limited (Refer to Note 1)	
3.	Name of the stock exchange where shares of the TC are listed	National Stock Exchange of India Limited(NSE) BSE Limited (BSE)	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Inter-se transfer between promoters as part of internal re-structuring and succession planning	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(iii)	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, – Whether disclosure was made and whether it was made within the timeline specified under the regulations. – Date of filing with the stock exchange.	Yes, the disclosure was made within the timeline specified under the Regulations March 21, 2017	
7.	Details of acquisition	Disclosures made / required to be made under regulation 10(5)	Actual
(A)	a. Name of the transferor / seller	Ashok Anand Chandavarkar (Refer to Note 1)	Ashok Anand Chandavarkar (Refer to Note 1)
	b. Date of acquisition	March 28, 2017	March 28, 2017
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(A)(a) above	16,134,016 (One crore sixty one lakh thirty four thousand sixteen) Equity Shares (Refer to Note 1)	16,134,016 (One crore sixty one lakh thirty four thousand sixteen) Equity Shares (Refer to Note 1)
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	9.07% (Refer to Note 1)	9.07% (Refer to Note 1)



	e. Price at which shares are proposed to be acquired / actually acquired	At prevailing Market Price (through block deal at Stock Exchange) or by way Gift	Rs.203.55 per equity share		
(B)	a. Name of the transferor / seller	Mangala Ashok Chandavarkar (Refer to Note 1)	Mangala Ashok Chandavarkar (Refer to Note 1)		
	b. Date of acquisition	March 28, 2017	March 28, 2017		
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(B)(a) above	10,756,110 (One crore seven lakh fifty six thousand one hundred ten) Equity Shares (Refer to Note 1)	10,756,110 (One crore seven lakh fifty six thousand one hundred ten) Equity Shares (Refer to Note 1)		
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	6.05% (Refer to Note 1)	6.05% (Refer to Note 1)		
	e. Price at which shares are proposed to be acquired / actually acquired	At prevailing Market Price (through block deal at Stock Exchange) or by way Gift	Rs. 203.55 per equity share		
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t. to total share capital of TC	No. of shares held	% w.r.t. to total share capital of TC
	- Each Acquirer / Transferee(*)	Annexure A			
	- Each Seller / Transferor				

Note 1:

The disclosure is being made on account of a transfer of 26,890,126 equity shares representing 15.12% of the paidup equity share capital of FDC Limited.

The details of the transferor and transferee are as under:

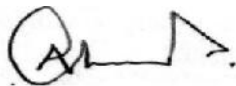
Name of Acquirer/Transferee	No. of Shares	%age of shareholding	Name of Transferor	No. of Shares	%age of shareholding
Leo Advisors Private Limited	16,134,016	9.07%	Ashok Anand Chandavarkar	16,134,016	9.07%
Virgo Advisors Private Limited	10,756,110	6.05%	Mangala Ashok Chandavarkar	10,756,110	6.05%
Total	26,890,126	15.12%		26,890,126	15.12%

- (A) 16,134,016 equity shares of FDC Limited have been acquired by Leo Advisors Private Limited in its capacity as the sole trustee of the Ameya Family Discretionary Trust. Leo Advisors Private Limited is a company incorporated under the Companies Act, 2013. As such, pursuant to the consummation of such transaction, the voting rights with respect to the said equity shares in FDC Limited are exercisable by Leo Advisors Private Limited in its capacity as the sole trustee of the Ameya Family Discretionary Trust.
- (B) 10,756,110 equity shares of FDC Limited have been acquired by Virgo Advisors Private Limited in its capacity as the sole trustee of Aditi Family Discretionary Trust. Virgo Advisors Private Limited is a company incorporated under the Companies Act, 2013. As such, pursuant to the consummation of such transaction, the voting rights with respect to the said equity shares in FDC Limited are exercisable by Virgo Advisors Private Limited in its capacity as the sole trustee of Aditi Family Discretionary Trust.

In the present case, the Transferors are in sole control of the Acquirers and hold 99% of the total equity shareholding of the Acquirers. Accordingly, any transfer of voting rights of FDC Limited between the Transferors and the Acquirers would satisfy the conditions under Regulation 10(1)(a)(iii) of the Takeover Regulations. As such, both of the transactions qualify for an exemption from the obligation of making an open offer in terms of Regulation 10(1)(a)(iii) of the Takeover Regulations.

for Leo Advisors Private Limited

(For and on behalf of the Acquirers)



Ashok Anand Chandavarkar
Director

Date: March 30, 2017

Place: Mumbai

Note:

Ñ (*) Shareholding of each entity shall be shown separately and then collectively in a group.

Ñ The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

LEO ADVISORS PRIVATE LIMITED

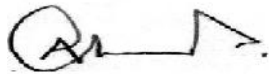
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Sr. No.	Shareholding Pattern	Before the Transaction		After the Transaction	
		No. of shares / voting rights	% w.r.t. share capital of FDC	No. of shares / voting rights	% w.r.t. share capital of FDC
Acquirers (other than Sellers)					
1	Leo Advisors Private Limited	-	-	16,134,016	9.07
2	Virgo Advisors Private Limited	-	-	10,756,110	6.05
3	Mohan A. Chandavarkar	19,020,258	10.70	19,020,258	10.70
4	Meera R. Chandavarkar	34,189,260	19.23	34,189,260	19.23
5	Sandhya M. Chandavarkar	19,355,730	10.88	19,355,730	10.88
6	Nandan M. Chandavarkar	5,445,762	3.06	5,445,762	3.06
7	AmeyaA.Chandavarkar	10,720,580	6.03	10,720,580	6.03
8	Nomita M. Chandavarkar	5,682,940	3.20	5,682,940	3.20
9	Aditi C. Bhanot	1,200,000	0.67	1,200,000	0.67
	Total (A)	95,614,530	53.77	122,504,656	68.89
Sellers					
1	Ashok Anand Chandavarkar	16,134,016	9.07	-	-
2	Mangala Ashok Chandavarkar	10,756,110	6.05	-	-
	Total (B)	26,890,126	15.12	-	-
	Grand Total (A)+(B)	122,504,656	68.89	122,504,656	68.89

for Leo Advisors Private Limited

(For and on behalf of the Acquirers)


Ashok Anand Chandavarkar
Director

Date: March 30, 2017

Place: Mumbai