

SANDHYA MOHAN CHANDAVARKAR TRUST

7A, CHAND TERRACES, ST. ANDREW'S ROAD, OPP. HOLY FAMILY HOSPITAL, BANDRA - WEST,
MUMBAI- 400050 ; EMAIL ID-groupcos@rediffmail.com

29th November,2018

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
BandraKurla Complex, Bandra (E)
Mumbai - 400 051

BSE Limited
P J Towers, Dalal Street
Fort, Mumbai-400 001

E-mail: takeover@nse.co.in

E-mail: corp.relations@bseindia.com

Sub: Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 with reference to the Inter-se transfer of equity shares of FDC Limited (NSE Scrip Code: FDC; BSE Scrip Code: 531599) under regulation 11(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011

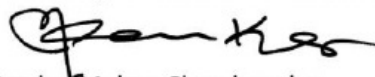
Dear Sir,

Please find enclosed herewith the disclosure under Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in relation to an acquisition of equity shares of FDC Limited by Sandhya Mohan Chandavarkar Trust.

Thanking you,

Yours sincerely,

For Sandhya Mohan Chandavarkar Trust



Nandan Mohan Chandavarkar
Trustee



Encl.: As above

Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part -A- Details of the Acquisition

Name of the Target Company (TC)	FDC Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<u>Acquirer:</u> Sandhya Mohan Chandavarkar Trust <u>PAC:</u> 1. Leo Advisors Private Limited 2. Virgo Advisors Private Limited 3. Ameya Ashok Chandavarkar 4. Aditi C Bhanot 5. Mohan Anand Chandavarkar 6. Sandhya Mohan Chandavarkar 7. Nandan Mohan Chandavarkar 8. Meera Ramdas Chandavarkar 9. Nomita Ramdas Chandavarkar 10. Mohan Anand Chandavarkar Trust (Refer to Note 1 below)		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited (NSE) BSE Limited (BSE)		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
- Shares carrying voting rights	-	-	-
- Mohan Anand Chandavarkar Trust	-	-	-
- Leo Advisors Private Limited	1,58,63,730	9.10	9.10
- Virgo Advisors Private Limited	1,05,75,918	6.06	6.06
- Ameya Ashok Chandavarkar	1,05,40,983	6.04	6.04
- Aditi C Bhanot	11,79,897	0.68	0.68
- Mohan Anand Chandavarkar	1,87,01,621	10.72	10.72
- Sandhya Mohan Chandavarkar	1,90,31,473	10.91	10.91
- Nandan Mohan Chandavarkar	53,54,532	3.07	3.07
- Meera Ramdas Chandavarkar	3,36,24,370	19.28	19.28
- Nomita Ramdas Chandavarkar	55,87,737	3.20	3.20
- Sandhya Mohan Chandavarkar Trust	-	-	-

- Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	NIL	NIL	NIL
- Voting rights (VR) otherwise than by equity shares	NIL	NIL	NIL
- Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
a) Total (a+b+c+d)	120,460,261	69.07	69.07
Details of acquisition			
a) Shares carrying voting rights acquired			
- Mohan Anand Chandavarkar Trust	1,87,01,621	10.72	10.72
- Leo Advisors Private Limited	-	-	-
- Virgo Advisors Private Limited	-	-	-
- Ameya Ashok Chandavarkar	-	-	-
- Aditi C Bhanot	-	-	-
- Mohan Anand Chandavarkar	(1,87,01,621)	(10.72)	(10.72)
- Sandhya Mohan Chandavarkar	(1,90,31,473)	(10.91)	(10.91)
- Nandan Mohan Chandavarkar	-	-	-
- Meera Ramdas Chandavarkar	-	-	-
- Nomita Ramdas Chandavarkar	-	-	-
- Sandhya Mohan Chandavarkar Trust	1,90,31,473	10.91	10.91
b) VRs acquired otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired.	NIL	NIL	NIL
d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	NIL	NIL	NIL
e) Total (a+b+c+/-d)	NIL	NIL	NIL
	(Refer to Note 1 and Note 2 below)	(Refer to Note 1 and Note 2 below)	(Refer to Note 1 and Note 2 below)

After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights			
- Leo Advisors Private Limited	1,58,63,730	9.10	9.10
- Virgo Advisors Private Limited	1,05,75,918	6.06	6.06
- Ameya Ashok Chandavarkar	1,05,40,983	6.04	6.04
- Aditi C Bhanot	11,79,897	0.68	0.68
- Mohan Anand Chandavarkar	-	-	-
- Sandhya Mohan Chandavarkar	-	-	-
- Nandan Mohan Chandavarkar	53,54,532	3.07	3.07
- Meera Ramdas Chandavarkar	3,36,24,370	19.28	19.28
- Nomita Ramdas Chandavarkar	55,87,737	3.20	3.20
- Mohan Anand Chandavarkar Trust	1,87,01,621	10.72	10.72
- Sandhya Mohan Chandavarkar Trust	1,90,31,473	10.91	10.91
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) Shares pledged with the acquirer.	NIL	NIL	NIL
c) VRs otherwise than by equity shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NIL	NIL	NIL
e) Total (a+b+c+d)	120,460,261	69.07	69.07
	(Refer to Note 1 and Note 2 below)	(Refer to Note 1 and Note 2 below)	(Refer to Note 1 and Note 2 below)

Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Inter-se transfer between the Promoter Group entities by way of gift in accordance with SEBI Exemption Order No. WTM/GM/CFD/51/2018-19 dated August 21, 2018 received under Regulation 11 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares etc.	Equity shares having face value of Re. 1/- each.
Date of acquisition of/ date of receipt of intimation of allotment of shares/ VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	28.11.2018
Equity share capital / total voting capital of the TC before the said acquisition	174,403,084 equity shares of face value Re. 1/- each amounting to Rs. 174,403,084 /-
Equity share capital/ total voting capital of the TC after the said acquisition	174,403,084 equity shares of face value Re. 1/- each amounting to Rs. 174,403,084 /-
Total diluted share/voting capital of the TC after the said acquisition	174,403,084 equity shares of face value Re. 1/- each amounting to Rs. 174,403,084 /-

Note 1:

This disclosure is being made on account of an acquisition of 1,90,31,473 equity shares carrying voting rights of the Target Company comprising 10.91% of the total voting share capital of the Target Company by Sandhya Mohan Chandavarkar Trust from Sandhya Mohan Chandavarkar.

In addition to acquisition of equity shares carrying voting rights by Sandhya Mohan Chandavarkar Trust from Sandhya Mohan Chandavarkar, Mohan Anand Chandavarkar Trust has also acquired 10.72% of the voting share capital of the Target Company from Mohan Anand Chandavarkar for which a separate disclosure under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is being filed.

Note 2:

The transfers of equity shares set out herein are between members of the promoter group. As such, the aggregate holding of the promoter group of the Target Company remains unchanged pursuant to the consummation of such transfers.



For Sandhya Mohan Chandavarkar Trust



Nandan Mohan Chandavarkar

Trustee

Place: Mumbai

Date: 29.11.2018



Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.