



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

March 29, 2018

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

Sub.: Certificate in terms of Regulation 12(3) of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 in respect to the Buyback offer of 34,30,000 equity shares by FDC Limited

Dear Sir,

This is to inform you that FDC Limited (the "Company") has bought back 34,30,000 equity shares through tender offer at a price of Rs. 350/- per equity share in accordance with Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 in terms of the Public Announcement published on February 09, 2018 (the "Public Announcement"), the Letter of Offer dated March 07, 2018 (the "Letter of Offer") and the Corrigendum to the Letter of Offer published on March 09, 2018 (the "Corrigendum").

The Company completed the extinguishment of 34,30,000 Equity Shares comprising of (i) 34,29,951 Equity Shares in dematerialized form on March 28, 2018 and (ii) 49 equity shares in physical form on March 29, 2018 which were accepted pursuant to the aforesaid Buyback details of which are provided in the Certificate dated March 29, 2018 enclosed herewith relating to the above extinguishment / destruction of 34,30,000 equity shares, in accordance with Regulation 12(4) of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. We are also enclosing the Certificate of National Securities Depository Ltd. (NSDL) confirming the extinguishment of shares in dematerialized form.

The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.



CORPORATE OFFICE : 142-48, S. V. Road, Jogeshwari (W), Mumbai - 400 102 INDIA
Tel.: +91-22-3071 9100 - 399 / 2678 0652 / 2653 / 2656 • Fax: +91-22-2678 6393 / 8123 / 1912
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 4987 • Fax: 0240-255 4299
E-mail: waluj@fdcindia.com • CIN : L24239MH1940PLC003176

The pre and post buyback shareholding pattern, after extinguishment of the aforesaid equity shares is as under:

Category of Shareholders	Pre Buyback Shareholding Pattern (as on Record Date, i.e. February 27, 2018)		Post Buyback Shareholding Pattern	
	No. of Shares	% Holding	No. of Shares	% Holding
Promoters Shareholding				
Indian	122,512,656	68.89	120,460,261	69.07
Foreign	-	-	-	-
Sub Total (A)	122,512,656	68.89	120,460,261	69.07
Public Shareholding				
Institutions				
Mutual Funds / UTI	6,447,072	3.62	53,942,823	30.93
Financial Institutions / Banks	3,800	0.00		
Insurance Companies	1,059,028	0.60		
FII/ FPI	17,081,483	9.61		
Others	378,504	0.21		
Non Institutions				
NBFCs registered with RBI	650	0.00		
Individuals	25,304,205	14.23		
Others	5,045,686	2.84		
Sub Total (B)	55,320,428	31.11	53,942,823	30.93
Grand Total (A)+(B)	177,833,084	100.00	174,403,084	100.00

We hereby confirm that the Company has extinguished the aggregate 34,30,000 equity shares of face value Re. 1 each within a period of fifteen days of acceptance of shares under the offer and also within seven days of the last date of completion of buyback.

For FDC limited

Company Secretary



CC:

1. National Stock Exchange of India Limited
2. BSE Limited

Encl:

1. Certificate of Extinguishment of Equity Shares Bought Back
2. Confirmation from National Securities Depository Limited (NSDL) for extinguishment of shares in Dematerialized form.



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK BY FDC LIMITED (the "Company")

The certificate is being issued in compliance with the requirement of Regulation 12 of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, as amended.

Pursuant to the Public Announcement published on February 09, 2018, the Letter of Offer dated March 07, 2018 and the Corrigendum to the Letter of Offer published on March 09, 2018, the offer to Buyback the equity shares by the Company opened on March 12, 2018 and closed on March 23, 2018. Under the said Buyback Offer, the Company has bought back its 34,30,000 equity shares of face value Re. 1 each from the shareholders of the Company at a price of Rs. 350 per equity share.

The following are the details of the equity shares bought back by the Company during the said tendering period and destroyed:

A. The equity shares extinguished in dematerialized form are as under:

Name of the Depository	Details of the Demat account for the Buyback Offer	Date of extinguishment	No. of equity shares extinguished
National Securities Depository Limited – NSDL	DP Name: Eureka Stock & Share Broking Services Limited DP ID: IN302105 Beneficiary ID: 10786174	March 28, 2018	34,29,951

B. The equity shares extinguished in physical form are as under:

Sr. No.	Registered Folio No.	Certificate No.	Distinctive No of equity shares.	No. of shares extinguished
1	0009785	0046925	0138317871 to 0138317919	49

C. The total equity shares extinguished / destroyed in dematerialized / physical form are as under:

Total number of equity shares extinguished / destroyed (A+B)	34,30,000
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It is certified that the above equity shares of the Company were extinguished in compliance with and according to the provisions of Regulation 12 of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, and Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 and the bye laws framed thereunder.

For FDC Limited



Mohan Anand Chandavarkar
Managing Director
(DIN: 00043344)



For FDC Limited



Ameya Ashok Chandavarkar
Wholetime Director
(DIN: 00043238)



For Sharex Dynamic (India) Private Limited
(Registrar to the Buyback)



K C Ajitkumar
Managing Director

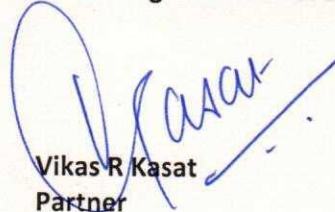


In terms of our certificate attached

For B S R & Co. LLP

Chartered Accountants (Statutory Auditors)

Firm's Registration No: 101248W/W-100022



Vikas R Kasat
Partner

Membership No: 105317

Encl: Confirmation from National Securities Depository Limited (NSDL) for extinguishment of shares in Dematerialized form.

Ref: II/CA/COM/16117/2018

March 29, 2018

Ms. Varsharani Katre
Company Secretary
FDC Limited
142-48, S.V. Road
Jogeshwari (West)
Mumbai - 400 102

Sub : Buy-back (tender offer)

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; Sharex Dynamic (India) Private Limited , Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

<i>ISIN</i>	<i>ISIN Description</i>	<i>D/C</i>	<i>Records</i>	<i>Quantity</i>	<i>Execution Date</i>
INE258B01022	FDC LIMITED EQ FV RE 1/-	Debit	1	3,429,951.000	28/Mar/2018

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

Nitin Ambure
Vice President

Digitally Signed By
Name: NITIN K AMBURE
Date:29/03/2018 00:20:42
Reason: Authentication
Location: NSDL,Mumbai

B S R & Co. LLP

Chartered Accountants

5th Floor, Lodha Excelus,
Apollo Mills Compound
N. M. Joshi Marg, Mahalaxmi
Mumbai - 400 011
India

Telephone +91 (22) 4345 5300
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The Board of Directors
FDC Limited
142-48, S V Road
Jogeshwari (West)
MUMBAI 400 102

Dear Sirs/Madam

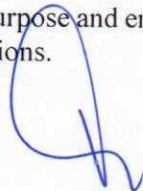
Statutory auditors' certificate with respect to extinguishment of 3,430,000 equity shares of Re. 1 each ('equity shares') bought back by FDC Limited ('the Company') in compliance with the requirements of Regulation 12 of Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended and Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 ('the Regulations')

1. This certificate is issued in accordance with the terms of our engagement letter dated 1 September 2017.
2. We for the purpose of issuing this certificate have verified the particulars contained in the attached "Certificate of Extinguishment of Equity Shares bought back by FDC Limited" ("the Statement"), prepared by the Company and confirmed by the Company's Registrar and Transfer Agent - Sharex Dynamic (India) Private Limited.
3. The Company has bought back 3,430,000 equity shares of Re. 1 each.
4. In connection with the aforesaid, we have been requested by the Management of the Company to provide a certificate for submission to the Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and Bombay Stock Exchange Limited ("BSE").

Management's Responsibility for the Statement

5. The Management of the Company is responsible for preparation of the Statement and the maintenance of relevant records and documents including confirmation from National Securities Depository Limited ("NSDL") for extinguishment of 3,429,951 equity shares in dematerialised form, extinguishment of 49 equity shares in physical form and ensuring compliance with the provisions of the Regulations. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Auditors' Responsibility

6. Our responsibility, for the purpose of this certificate, is limited to certifying the particulars contained in the Statement on the basis of verification of relevant records and documents obtained and maintained by the Company and furnished to us for the purpose and ensuring that the extinguishment of equity shares is in compliance with the Regulations.
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FDC Limited
29 March 2018
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Auditors' Responsibility (Continued)

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

9. On the basis of our verification as stated above and according to the information, explanations and representations provided to us by the Management of the Company, we certify that the particulars furnished by the Company in the said Statement, are in agreement with the relevant records and documents maintained by the Company as on the date of the certificate and the extinguishment is in compliance and in accordance with the provisions of the Regulations.

Restriction on Use

10. This certificate is issued in connection with the extinguishment of equity shares bought back in accordance with the Regulations and should not be used for any other purpose without our prior written consent.

Mumbai
29 March 2018

For **BSR & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W/W-100022


Vikas R Kasat
Partner
Membership No: 105317