

POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF THE EQUITY SHARES OF FDC LIMITED

This Post Buyback Public Announcement (the "Post Buyback Public Announcement") is being made pursuant to the provisions of Regulation 24(vi) of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 as amended thereto (the "SEBI Buyback Regulations"). This Post Buyback Public Announcement should be read in conjunction with the Public Announcement published on May 27, 2019 (the "Public Announcement") and the Letter of Offer dated June 20, 2019 (the "Letter of Offer"). 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.

1. THE BUYBACK

1.1 FDC Limited (the "Company") had announced the Buyback of upto 34,30,000 (Thirty Four Lakhs Thirty Thousand) fully paid-up equity shares, of face value of ₹ 1/- (Rupee One) each ("Equity Shares"), representing 1.97% of the issued, subscribed and paid-up equity share capital of the Company as on March 31, 2019 (the "Buyback") on a proportionate basis, from the Eligible Shareholders holding Equity Shares as on June 07, 2019 (the "Record Date"), by way of a Tender Offer through the stock exchange mechanism ("Tender Offer"), for cash at a price of ₹ 350 (Rupees Three Hundred and Fifty Only) (the "Buyback Price") per Equity Share for an aggregate amount not exceeding ₹ 120.05 Crores (Rupees One Hundred and Twenty Crores and Five Lakhs only) (the "Buyback Size") excluding transaction cost, viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc., cost for the intermediaries appointed and other incidental costs (the "Transaction Cost"). The said Buyback size represented 8.38% of the Paid-up share Capital and Free Reserves of the Company as per the audited standalone financial statements and 8.32% of the aggregate of the paid up share capital and free reserves as per the consolidated financial statements of the Company for the year ended March 31, 2019.

1.2 The Company has adopted Tender Offer route for the purpose of Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, as amended from time to time and CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 ("SEBI Circulars").

1.3 The Tendering Period for the Buyback Offer opened on Monday, July 01, 2019 and closed on Friday, July 12, 2019.

2. DETAILS OF BUYBACK:

2.1 34,30,000 (Thirty Four Lakhs Thirty Thousand) Equity Shares were bought back under the Buyback, at a price of ₹ 350 (Rupees Three Hundred and Fifty) per Equity Share.

2.2 The total amount utilized in the Buyback is ₹ 120.05 (Rupees One Hundred and Twenty Crores and Five Lakhs only) excluding the transaction costs, viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty etc., cost for the intermediaries appointed and other incidental costs.

2.3 The Registrar to the Buyback i.e. Link Intime (India) Private Limited (the "Registrar"), considered 20,086 valid bids for 34,30,000 Equity Shares in response to the Buyback, resulting in the subscription of 100% of the maximum number of shares proposed to be bought back. The details of valid bids considered by the Registrar to the Buyback Offer are as follows:

S. No.	Category of Shareholders	No. of Equity Shares reserved in Buyback	No. of Valid Bids	Total Valid Equity Shares Tended	% Response
1.	Reserved category for Small Shareholders	5,14,500	19,142	26,33,394	511.84
2.	General category for all other Eligible Shareholders	29,15,500	944	2,32,66,030	798.01
	Total	34,30,000	20,086	2,58,99,424	755.09

2.4 All valid applications have been considered for the purpose of Acceptance in accordance with the SEBI Buyback Regulations and Paragraph 19 of the Letter of Offer.

2.5 The communication of acceptance/rejection has been dispatched by the Registrar to the respective Shareholders, on Friday, July 19, 2019.

2.6 The settlement of all valid bids was completed by the NSE Clearing Limited (the "Clearing Corporation") on Friday, July 19, 2019. The funds in respect of accepted Equity Shares have been paid out to the respective shareholders or to the seller brokers/custodians for onward transfer to such Eligible Shareholders.

2.7 Demat Equity Shares accepted under the Buyback shall be transferred to the Company's separate demat account. The unaccepted demat Equity Shares have been returned to respective Seller Brokers/custodians by the Clearing Corporation on Friday, July 19, 2019. No equity shares were tendered under the Offer in physical form.

2.8 The extinguishment of 34,30,000 (Thirty Four Lakhs and Thirty Thousand) Equity Shares accepted under the Buyback in demat form, is currently under process and shall be completed by Friday, July 26, 2019. In accordance with the SEBI Buyback Regulations, the Company, and its respective directors, accepts full responsibilities for the information contained in this Post Buyback Public Announcement and confirm that such document contains true, factual and material information and does not contain any misleading information.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN:

3.1 The capital structure of the Company, pre and post Buyback is as under:

Particulars	Pre-Buyback		Post Buyback*	
	No. of Shares	Amount (₹ in Crore)	No. of Shares	Amount (₹ in Crore)
Authorised Share Capital				
Equity Shares of ₹ 1/- each	29,42,00,000	29.42	29,42,00,000	29.42
8% Non - Cumulative Redeemable Preference shares of ₹ 100/- each	3,000	0.03	3,000	0.03
Issued, subscribed and Paid-up Capital				
Equity Shares of ₹ 1/- each	17,44,03,084	17.44	17,09,73,084	17.10

*Subject to extinguishment of 34,30,000 Equity Shares

3.2 The details of the shareholders from whom Equity Shares exceeding 1% of the total Equity Shares have been accepted under the Buyback are as under:

Sr. No.	Name of shareholder	Number of shares accepted under the Buyback	Equity Shares accepted as a %age of total Equity Shares bought back	Equity Shares accepted as a %age of total post buyback Equity Shares
1.	Meera Ramdas Chandavarkar	5,80,694	16.93%	0.34%
2.	Sandhya Mohan Chandavarkar Trust	3,28,674	9.58%	0.19%
3.	Mohan Anand Chandavarkar Trust	3,22,978	9.42%	0.19%
4.	Ameya Family Discretionary Trust	2,73,967	7.99%	0.16%
5.	Aditi Family Discretionary Trust	1,82,646	5.32%	0.11%
6.	Ameya Ashok Chandavarkar	1,82,043	5.31%	0.11%
7.	Reliance Small Cap Fund	1,66,434	4.85%	0.10%
8.	Pinebridge Investments GF Mauritius Limited	1,59,091	4.64%	0.09%
9.	Nomita Ramdas Chandavarkar	96,500	2.81%	0.06%
10.	Nandan Mohan Chandavarkar	92,473	2.70%	0.05%
11.	Fidelity Puritan Trust-Fidelity Low-Priced Stock Fund	84,721	2.47%	0.05%
12.	Enam Infrastructure Trusteeship Services Private Limited	50,804	1.48%	0.03%
13.	Reliance Pharma Fund	40,541	1.18%	0.02%

3.3 The shareholding pattern of the Company Pre and Post Buyback is as under:

Category of shareholder	Pre Buyback		Post Buyback*	
	Number of Shares	% to the Equity Share Capital	Number of Shares	% to the Equity Share Capital
Promoters and Promoter Group	12,04,60,261	69.07	11,83,79,910	69.24
Foreign Investors (including Non Resident Indians/FIIs/Foreign Mutual Funds/Foreign Nationals)	1,70,46,195	9.77		
Financial Institutions/Banks and Mutual Funds promoted by Banks/Institutions	1,07,59,448	6.16	5,25,93,174	30.76
Others (Public, Bodies Corporate, etc.,)	2,61,37,180	14.98		
Total	17,44,03,084	100.00	17,09,73,084	100.00

*Subject to extinguishment of 34,30,000 Equity Shares.

4. MANAGER TO THE BUYBACK

The Company has appointed Sundae Capital Advisors Private Limited as the Manager to the Buyback and their contact details are given below:

SUNDAE CAPITAL ADVISORS PRIVATE LIMITED

611, Shahpuri Tirath Singh Tower

58, C - Block, Community Centre

Janak Puri, New Delhi - 110 058

Tel. No.: +91 11 4914 9740

Email: fdc.buyback@sundaecapital.com

Investor Grievance E-mail Id: grievances.mb@sundaecapital.com

Website: www.sundaecapital.com

SEBI Regn. No.: INM000012494

Validity Period: Perpetual

Contact Person: Anchal Lohia

SUNDAE

5. DIRECTORS' RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Post Buyback Public Announcement and confirm that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of

FDC Limited

Sd/-
Mohan Anand Chandavarkar
Managing Director
(DIN: 00043344)

Sd/-
Ashok Anand Chandavarkar
Wholetime Director
(DIN: 00042719)

Sd/-
Varsharani Katre
Company Secretary