



FDC Limited

(CIN: L24239MH1940PLC003176)

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POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE 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 August 11, 2020 (the "Public Announcement") and the Letter of Offer dated September 04, 2020 (the "Letter of Offer"). All the terms used but not defined in herein shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

- FDC Limited (the "Company") had announced the Buyback of upto 2,163,000 (Twenty One Lakh Sixty Three Thousand) fully paid-up equity shares, of face value of Re. 1/- (Rupee One) each ("Equity Shares"), representing 1.27% of the issued, subscribed and paid-up equity share capital of the Company as on March 31, 2020 (the "Buyback") on a proportionate basis, from the Eligible Shareholders holding Equity Shares as on August 21, 2020 (the "Record Date"), by way of a Tender Offer through the stock exchange mechanism ("Tender Offer"), for cash at a price of Rs. 450 (Rupees Four Hundred and Fifty Only) (the "Buyback Price") per Equity Share for an aggregate amount not exceeding Rs 9,733.50 Lakhs (Rupees Ninety Seven Crore Thirty Three Lakh Fifty Thousand only) (the "Buyback Size") excluding transaction cost, viz. brokerage, applicable taxes inter- alia including tax on distributed income to shareholders, Securities Transaction Tax, Goods and Services Tax, Stamp duty, etc, cost for the intermediaries appointed and other incidental costs (the "Transaction Cost"). The said Buyback size represented 6.31% and 6.30% of the aggregate of the Paid-up share Capital and Free Reserves of the Company as per the audited standalone and consolidated financial statements respectively for the year ended March 31, 2020.
- 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").
- The Tendering Period for the Buyback Offer opened on Wednesday, September 16, 2020 and closed on Tuesday, September 29, 2020.

2. DETAILS OF BUYBACK:

- 2,163,000 (Twenty One Lakh Sixty Three Thousand) Equity Shares were bought back under the Buyback, at a price of Rs. 450 (Rupees Four Hundred and Fifty) per Equity Share.
- The total amount utilized in the Buyback is Rs 9,733.50 Lakhs (Rupees Ninety Seven Crore Thirty Three Lakh Fifty Thousand only) excluding the transaction cost, viz. brokerage, applicable taxes inter- alia including tax on distributed income to shareholders, Securities Transaction Tax, Goods and Services Tax, Stamp duty, etc, cost for the intermediaries appointed and other incidental costs.
- The Registrar to the Buyback i.e. Link Intime (India) Private Limited (the "Registrar"), considered a total of 12,936 valid bids for 1,86,60,720 Equity Shares in response to the Buyback, which is approximately 8.63 times the maximum number of Equity 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 Tendered	% Response
1.	Reserved category for Small Shareholders	324,450	11,684	1,067,919	3.29
2.	General category for all other Eligible Shareholders	1,838,550	1,252	17,592,801	9.57
Total		2,163,000	12,936	18,660,720	8.63

Note: Small Shareholders have tendered 1,067,919 Equity Shares. However, against the total entitlement of 324,450 Equity shares, the Buyback Entitlement of the valid bids in the Buy-back was only for 112,209 Equity Shares. In view of the aforesaid response, 212,241 additional Equity Shares (being, Equity Shares tendered over and above the Buy-back Entitlement), have been accepted in proportion of the additional Equity Shares tendered. Further, shareholders under General Category have tendered 17,592,801 Equity Shares, However, against the total entitlement of 1,838,550 Equity Shares, the Buy-back Entitlement of the valid bids in the offer was only for 1,626,222 Equity Shares. In view of the aforesaid response, 212,328 additional Equity Shares (being, Equity Shares tendered over and above the Buy-back Entitlement), have been accepted in proportion of the additional Equity Shares tendered.

- 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.
- The communication of acceptance / rejection has been dispatched by the Registrar to the respective Shareholders, by October 08, 2020.
- The settlement of all valid bids was completed by NSE Clearing Limited (the "Clearing Corporation") on October 08, 2020. 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.
- The dematerialized Equity Shares accepted under the Buyback have been transferred to the Company's separate demat account on October 08, 2020. The unaccepted dematerialized Equity Shares have been returned to respective Seller Brokers / custodians by the Clearing Corporation on October 08, 2020.
- The extinguishment of 2,163,000 (Twenty One Lakhs and Sixty Three Thousand) Equity Shares accepted under the Buyback, is currently under process and shall be completed by October 19, 2020. 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:

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

Particulars	Pre-Buyback		Post Buyback*	
	No. of Shares	Amount (Rs. in Crore)	No. of Shares	Amount (Rs. in Crore)
Authorised Share Capital				
Equity Shares of Re. 1/- each	294,200,000	29.42	294,200,000	29.42
8% Non - Cumulative Redeemable Preference shares of Rs. 100/- each	3,000	0.03	3,000	0.03
Issued, subscribed and Paid-up Capital				
Equity Shares of Re. 1/- each	170,973,084	17.10	168,810,084	16.88

*Subject to extinguishment of 21,63,000 Equity Shares

- 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	363,501	16.81%	0.22%
2.	Nandan Mohan Chandavarkar in the capacity as Trustee of Sandhya Mohan Chandavarkar Trust	205,742	9.51%	0.12%
3.	Nandan Mohan Chandavarkar in the capacity as Trustee of Mohan Anand Chandavarkar Trust	202,177	9.35%	0.12%
4.	Leo Advisors Private Limited in the capacity as Trustee of Ameya Family Discretionary Trust	171,497	7.93%	0.10%
5.	Virgo Advisors Private Limited in the capacity as Trustee of Aditi Family Discretionary Trust	114,332	5.29%	0.07%
6.	Ameya Ashok Chandavarkar	113,955	5.27%	0.07%
7.	Nippon India Small Cap Fund	107,264	4.96%	0.06%
8.	Nomita Ramdas Chandavarkar	60,407	2.79%	0.04%
9.	Fidelity Puritan Trust- Fidelity Low-Priced Stock Fund	59,335	2.74%	0.04%
10.	Nandan Mohan Chandavarkar	57,886	2.68%	0.03%
11.	Enam Advisors And Investment Consultants Private Limited	40,792	1.89%	0.02%
12.	Ashish Kacholia	33,767	1.56%	0.02%

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

Category of Shareholders	Pre Buyback Shareholding Pattern (as on August 21, 2020)		Post Buyback Shareholding Pattern *	
	No. of Shares	% Holding	No. of Shares	% Holding
Promoters Shareholding				
Indian	118,379,910	69.24	117,077,658	69.35
Foreign	-	-	-	-
Sub Total (A)	118,379,910	69.24	117,077,658	69.35
Public Shareholding				
Foreign Investors (including Non Resident Indians/ FII/ Foreign Mutual Funds / Foreign Nationals)	12,606,688	7.37		
Financial Institutions / Banks and Mutual Funds promoted by Banks / Institutions	6,630,696	3.88	51,732,426	30.65
Non Institutions (Public, Bodies Corporate, etc.,)	33,355,790	19.51		
Sub Total (B)	52,593,174	30.76	51,732,426	30.65
Grand Total (A)+(B)	170,973,084	100.00	168,810,084	100.00

* Extinguishment of 21,63,000 Equity Shares will be made in accordance with SEBI Buyback Regulations.

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 3rd Floor, C - 11, 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 Contact Person: Anchal Lohia
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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