



# 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 in connection with the Buyback published on February 11, 2022 in the following Newspapers: i) Business Standard (English - all editions); ii) Business Standard (Hindi - all editions); and iii) Loksatta (Marathi - Aurangabad Edition) ("Public Announcement");
  - the Draft Letter of Offer dated February 18, 2022 in connection with the Buyback ("Draft Letter of Offer");
  - the Letter of Offer dated April 01, 2022 in connection with the Buyback ("Letter of Offer");
  - the Offer Opening Advertisement in connection with the Buyback of Equity Shares published on April 08, 2022 in the following newspapers: i) Business Standard (English - all editions); ii) Business Standard (Hindi - all editions); and iii) Loksatta (Marathi - Aurangabad Edition) ("Offer Opening Advertisement"); and
  - the Public Notice in connection with the Buyback of Equity Shares published on April 19, 2022 in the following newspapers: i) Business Standard (English - all editions); ii) Business Standard (Hindi - all editions); and iii) Loksatta (Marathi - Aurangabad Edition) ("Public Notice").
- 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 29,00,000 (Twenty Nine Lakhs) fully paid-up equity shares, of face value of Re. 1/- (Rupee One) each ("Equity Shares"), representing 1.72% of the issued, subscribed and paid-up equity share capital of the Company as on March 31, 2021 (the "Buyback") on a proportionate basis, from the Eligible Shareholders holding Equity Shares as on February 19, 2022 (the "Record Date"), by way of a Tender Offer through the stock exchange mechanism ("Tender Offer"), for cash at a price of Rs. 475 (Rupees Four Hundred and Seventy Five only) (the "Buyback Price") per Equity Share for an aggregate amount not exceeding Rs. 13,775 Lakhs (Rupees One Hundred Thirty Seven Crore Seventy Five Lakh only) (the "Buyback Size") excluding expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, merchant banker fees, stock exchange fee for usage of their platform for Buyback, transaction costs viz. brokerage, applicable taxes inter-alia including tax on distributed income to shareholders, Securities Transaction Tax, Goods and Services Tax, Stamp duty, etc., public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses ("Transaction Cost"), and said Buyback size represents 8.02% and 7.97% 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, 2021.
- 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 read with SEBI Circular CFD/DCR2/CIR/P/2016/131 dated December 09, 2016 and SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, as amended from time to time. ("SEBI Circulars").
- The Tendering Period for the Buyback Offer opened on Tuesday, April 12, 2022 and closed on Wednesday, April 27, 2022.

### 2. DETAILS OF BUYBACK:

- 29,00,000 (Twenty Nine Lakh) Equity Shares were bought back under the Buyback, at a price of Rs. 475 (Rupees Four Hundred Seventy Five only) per Equity Share.
- The total amount utilized in the Buyback is Rs. 13,775 Lakhs (Rupees One Hundred Thirty Seven Crore Seventy Five Lakhs only) excluding expenses incurred or to be incurred for the Buyback like filing fees payable to the SEBI, merchant banker fees, stock exchange fee for usage of their platform for Buyback, transaction costs viz. brokerage, applicable taxes inter-alia including tax on distributed income to shareholders, Securities Transaction Tax, Goods and Services Tax, Stamp duty, etc., public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses.
- The Registrar to the Buyback i.e. Link Intime (India) Private Limited (the "Registrar"), considered a total of 42,300 valid bids for 2,03,80,595 Equity Shares in response to the Buyback, which is approximately 7.03 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:

Sr. 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	4,35,000	39,393	31,48,018	723.68%
2.	General category for all other Eligible Shareholders	24,65,000	2,907	172,32,577	699.09%
<b>Total</b>		<b>29,00,000</b>	<b>42,300</b>	<b>203,80,595</b>	<b>702.78%</b>

Note: Small Shareholders have tendered 31,85,902 Equity Shares. However, against the total entitlement of 4,35,000 Equity shares, the Buy-back Entitlement of the valid bids in the Buy-back was only for 31,48,018 Equity Shares. In view of the aforesaid response, 178,186 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 1,72,44,289 Equity Shares, However, against the total entitlement of 24,65,000 Equity Shares, the Buy-back Entitlement of the valid bids in the offer was only for 1,72,32,577 Equity Shares. In view of the aforesaid response, 252,136 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 May 09, 2022.
- The settlement of all valid bids was completed by NSE Clearing Limited (NCL) on May 09, 2022. NCL have made direct funds payout to Eligible Shareholders whose Equity Shares have been accepted under the Buyback. If any Eligible Shareholders' bank account details were not available or if the funds transfer instruction was rejected by Reserve Bank of India or relevant bank, due to any reason, then such funds were transferred to the concerned Seller Members for onward transfer to such Eligible Shareholder holding Equity Shares in dematerialized form.
- The dematerialized Equity Shares accepted under the Buyback have been transferred to the Company's separate demat account on May 09, 2022. The unaccepted dematerialized Equity Shares have been returned to respective Seller Brokers / custodians or lien removed by the NCL on May 09, 2022.
- The extinguishment of 29,00,000 (Twenty Nine Lakhs) Equity Shares accepted under the Buyback, is currently under process and shall be completed by May 16, 2022. 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)
<b>Authorised Share Capital</b>				
Equity Shares of Re. 1/- each	29,42,00,000	29.42	29,42,00,000	29.42
8% Non - Cumulative Redeemable Preference shares of Rs. 100/- each	3,000	0.03	3,000	0.03
<b>Issued, subscribed and Paid-up Capital</b>				
Equity Shares of Re. 1/- each	16,88,10,084	16.88	16,59,10,084	16.59

\*Subject to extinguishment of 29,00,000 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	4,96,855	17.13%	0.30%
2	Nandan Mohan Chandavarkar	2,81,221	9.70%	0.17%
3	Nandan Mohan Chandavarkar	2,76,347	9.53%	0.17%
4	Leo Advisors Pvt Ltd	2,34,412	8.08%	0.14%
5	Virgo Advisors Pvt Ltd	1,56,276	5.39%	0.09%
6	Ameya Ashok Chandavarkar	1,55,760	5.37%	0.09%
7	Nippon Life India Trustee Ltd-A/C Nippon India Small Cap Fund	1,39,116	4.80%	0.08%
8	Nomita R Chandavarkar	82,568	2.85%	0.05%
9	Fidelity Puritan Trust-Fidelity Low-Priced Stock Fund	79,442	2.74%	0.05%
10	Nandan Mohan Chandavarkar	79,122	2.73%	0.05%
11	ICICI Prudential (Under Various Schemes)	69,135	2.38%	0.04%
12	Enam Securities Private Limited	52,300	1.80%	0.03%

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

Category of Shareholders	Pre Buyback Shareholding Pattern (as on December 31, 2021)		Post Buyback Shareholding Pattern *	
	No. of Shares	% Holding	No. of Shares	% Holding
<b>Promoters Shareholding</b>				
Indian	11,70,79,444	69.36	11,52,99,422	69.50
Foreign	-	-	-	-
<b>Sub Total (A)</b>	<b>11,70,79,444</b>	<b>69.36</b>	<b>11,52,99,422</b>	<b>69.50</b>
<b>Public Shareholding</b>				
<b>Institutions</b>				
Mutual Funds / UTI	88,63,829	5.25	5,06,10,662	30.50
Financial Institutions / Banks	1,00,000	0.06		
Insurance Companies	1,00,925	0.06		
Alternative Investment Funds	1,42,088	0.08		
FII / FPI	75,49,790	4.47		
Others	-	-		
<b>Non Institutions</b>				
NBFCs registered with RBI	2,29,553	0.14		
Individuals	2,80,36,871	16.61		
Others	67,07,584	3.97		
<b>Sub Total (B)</b>	<b>5,17,30,640</b>	<b>30.64</b>	<b>5,06,10,662</b>	<b>30.50</b>
<b>Grand Total (A)+(B)</b>	<b>16,88,10,084</b>	<b>100.00</b>	<b>16,59,10,084</b>	<b>100.00</b>

\* Extinguishment of 29,00,000 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:

	<b>Sundae Capital Advisors Private Limited</b> Level 9, Platina, Plot No C - 59, 'G' Block Bandra Kurla Complex, Bandra (East) Mumbai - 400 051 <b>Tel. No.</b> +91 22 6700 0639 <b>Email:</b> fdc.buyback@sundaecapital.com <b>Investor Grievance e-mail id:</b> grievances.mb@sundaecapital.com <b>Website:</b> www.sundaecapital.com <b>SEBI Regn. No.:</b> INM000012494 <b>Validity Period:</b> Permanent <b>Contact Person:</b> Rajiv Sharma / Ridima Gulati
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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**  
Wholesale Director  
(DIN:00042719)

Sd/-  
**Varsharani Katre**  
Company Secretary & Compliance Officer

Place: Mumbai  
Date: May 09, 2022