



FDC Limited

(CIN: L24239MH1940PLC003176)

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Contact Person: Ms. Varsharani Katre, Company Secretary and Compliance Officer

BUYBACK OF UPTO 29,00,000 (TWENTY NINE LAKH) 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 ("BUYBACK"). THE BUYBACK WILL BE UNDERTAKEN ON A PROPORTIONATE BASIS, FROM THE ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES AS ON FEBRUARY 19, 2022 ("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 SEVENTY FIVE ONLY) ("BUYBACK PRICE") PER EQUITY SHARE FOR AN AGGREGATE AMOUNT OF UPTO 13,775 LAKHS (RUPEES ONE HUNDRED THIRTY SEVEN CRORE SEVENTY FIVE LAKH ONLY) ("BUYBACK SIZE").

This Offer Opening Advertisement is to be read together 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"); and
- the letter of offer dated April 01, 2022 in connection with the Buyback ("Letter of Offer").

Capitalised terms used but not defined in this Offer Opening Advertisement shall have the meaning assigned to such terms in the Letter of Offer.

In terms of Regulation 8(i) of the SEBI Buyback Regulations, the Draft Letter of Offer was submitted to SEBI on February 18, 2022. SEBI, vide its letter bearing reference no. SEBI/HO/CFD/DCR1/MB/OW/11435/1 dated March 30, 2022 ("SEBI Observation Letter"), issued its comments on the Draft Letter of Offer in terms of Regulation 8(ii) of the SEBI Buyback Regulations. These comments have been suitably incorporated in the Letter of Offer.

The dispatch of the Letter of Offer to the Eligible Shareholders of the Company holding Equity Shares on the Record Date i.e. Saturday, February 19, 2022 has been completed by April 06, 2022 through electronic mode to the shareholders whose e-mail ids are available with the Company and through speed post / registered post at the address registered in India for all the remaining shareholders.

The Letter of Offer and the Form of Acceptance-cum-Acknowledgement is available on the website of the Company (www.fdcindia.com), SEBI (www.sebi.gov.in), the Registrar to the Buyback (www.linkintime.co.in), the Manager to the Buyback (www.sundaecapital.com), Stock Exchanges, BSE (www.bseindia.com) and NSE (www.nseindia.com). In case of non-receipt of the Letter of Offer, the Eligible Shareholders, if they so desire, may download the Letter of Offer or the Form of Acceptance-cum-Acknowledgement from the websites indicated above.

Record Date and Ratio of Buyback as per the Buyback Entitlement in each Category:

The Buyback Entitlement ratio for the shareholders is as below:

Category of Shareholders	Ratio of Buyback *
Reserved category for Small Shareholders	20 Equity Shares for every 307 Equity Shares held on the Record Date
General category for all other Eligible Shareholders	9 Equity Shares for every 592 Equity Shares held on the Record Date

* The above Ratio of Buyback is approximate and providing indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above Ratio of Buyback may provide a slightly different number due to rounding-off. The actual Buyback Entitlement for Reserved category for Small Shareholders is 6.514586% and General category for all other Eligible Shareholders is 1.520359%.

For details, refer to "Record Date and Ratio of Buyback as per the Buyback Entitlement in each Category" on page 24-25 of the Letter of Offer.

Instruction to Eligible Shareholders

All the Eligible Shareholders of the Company, holding shares in dematerialized and physical form, registered or unregistered are eligible to participate in this Buyback at any time during the period from Buyback Opening Date to Buyback Closing Date ("Tendering Period") for this Buy-Back:

- In case the Shares are held in Dematerialised Form Eligible Shareholders who desire to tender their Equity Shares in the electronic form under the Buyback would have to do so through their respective Seller Member by indicating to their broker the details of Equity Shares they intend to tender under the Buyback as per the procedure specified in Clause 20.24 on page 29 of the Letter of Offer.
- In case the Shares are held in Physical Form: Eligible Shareholders holding Equity Shares in physical form may participate in the Buyback through their respective Selling Broker by providing the relevant information and documents as mentioned in Clause 20.25 on page 30 of the Letter of Offer.
- In case of non receipt of the Letter of Offer: The Eligible Shareholder may tender Equity Shares under the Offer in terms of the procedure specified in Clause 20.28 on page 32 of the Letter of Offer.

An Eligible Shareholder holding share in physical form may also participate in the Buyback by downloading the Tender Form from the website of the Company i.e., www.fdcindia.com or the website of the Registrar i.e., www.linkintime.co.in or by providing their application in writing on plain paper to the Registrar, signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name) stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, bank account details together with the original share certificate(s), copy of Eligible Shareholders PAN card(s) and executed Form SH-4 in favour of the Company. The transfer Form (SH-4) can be downloaded from the website of the Company i.e., www.fdcindia.com or the website of the Registrar i.e., www.linkintime.co.in. Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in paragraph 20.20 above), reach the Registrar on or before the Buyback Closing Date (by 5:00 p.m.). If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar / Company or are not in the same order (although attested), the Company / Registrar shall have a right to reject such applications.

Eligible Shareholders have to ensure that their bid is entered by their respective Seller Member in the electronic platform to be made available by NSE before the Buyback Closing Date.

SCHEDULE OF ACTIVITIES

Particulars	Date	Day
Date of Board Meeting approving the Buyback	February 09, 2022	Wednesday
Date of publication of the Public Announcement for the Buyback	February 11, 2022	Friday
Record Date for determining the Buyback Entitlement and the names of Eligible Shareholders	February 19, 2022	Saturday
Date of Opening of the Buyback	April 12, 2022	Tuesday
Date of Closing of the Buyback	April 27, 2022	Wednesday
Last date of receipt of the completed Tender Forms and other specified documents by the Registrar to the Buyback *	April 29, 2022	Friday
Last date of verification of Shares tendered by the Registrar to the Buyback	May 05, 2022	Thursday
Last date for settlement of bids on the Stock Exchanges	May 09, 2022	Monday
Last date of dispatch of share certificate(s) by Registrar / payment of consideration to shareholders / return of unaccepted demat shares by Stock Exchange to Eligible Shareholders	May 09, 2022	Monday
Last date of extinguishment of Equity Shares	May 16, 2022	Monday

* Eligible Shareholders are required to submit their form(s) with their broker for bidding. After entering a valid bid, the seller member should send either by registered post / courier to the Registrar to the Buyback the Tender Forms along with the requisite documents, superscribing the envelope as "FDC Limited - Buyback 2022", or hand deliver the same to the Registrar to the Buyback at the address mentioned on the cover page or in Clause 18 of this Letter of Offer.

Note: Where last dates are mentioned for certain activities, such activities may happen on or before the respective last dates

Further, Eligible Shareholders are required to refer to Clause 20 of the Letter of Offer ("Procedure for Tendering Equity Shares and Settlement") in relation to the detailed procedure for tendering their Equity Shares in the Offer and are required to adhere to and follow the procedure outlined therein.

MANAGER TO THE BUYBACK	REGISTRAR TO THE OFFER AND INVESTOR SERVICE CENTRE
<p>Sundae Capital Advisors Private Limited SEBI Regn. No.: INM000012494 Level 9, "Platina", Plot No. C - 59 'G' Block, Bandra Kurla Complex Bandra (East), Mumbai - 400 051 Tel.: +91 22 6700 0639 E-mail: fdc.buyback@sundaecapital.com Investor Grievance e-mail id: grievances.mb@sundaecapital.com Website: www.sundaecapital.com Contact Person: Rajiv Sharma / Ridima Gulati</p>	<p>Link Intime India Private Limited C-101, 1st Floor, 247 Park L.B.S. Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra, India Tel No.: +91 22 4918 6200 Fax No.: +91 22 4918 6195 Email id.: fdc.buyback2022@linkintime.co.in Website: www.linkintime.co.in SEBI Regn. No.: INR000004058 Validity Period: Permanent Contact Person: Sameet Deshpande</p>

All capitalized terms, unless defined herein, shall have the meaning ascribed to them in the Letter of Offer.

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
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Place: Mumbai

Date: April 07, 2022