



FDC Limited

(CIN: L24239MH1940PLC003176)

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

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 August 11, 2023 in the following Newspapers: i) Business Standard (English - All Editions); ii) Business Standard (Hindi - All Editions); and iii) Loksatta (Marathi - Aurangabad (Chatrapati Sambhajinagar) Edition) ("Public Announcement");
- the Letter of Offer dated August 28, 2023 in connection with the Buyback ("Letter of Offer");
- the Offer Opening Advertisement in connection with the Buyback of Equity Shares published on August 30, 2023 in the following newspapers: i) Business Standard (English - All Editions); ii) Business Standard (Hindi - All Editions); and iii) Loksatta (Marathi - [Aurangabad (Chatrapati Sambhajinagar) Edition]) ("Offer Opening Advertisement"); and
- the Public Notice in connection with the Buyback of Equity Shares published on September 04, 2023 in the following newspapers: i) Business Standard (English - all editions); ii) Business Standard (Hindi - all editions); and iii) Loksatta (Marathi - [Aurangabad (Chatrapati Sambhajinagar) 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

1.1 FDC Limited (the "Company") has announced the Buyback of upto 31,00,000 (Thirty One Lakhs) fully paid-up equity shares, of face value of Re. 1/- (Rupee One) each ("Equity Shares"), representing 1.87% of the issued, subscribed and paid-up equity share capital of the Company as on March 31, 2023 (the "Buyback") on a proportionate basis, from the Eligible Shareholders holding Equity Shares as on August 25, 2023 (the "Record Date"), by way of a Tender Offer through the stock exchange mechanism ("Tender Offer"), for cash at a price of Rs. 500 (Rupees Five Hundred Only) (the "Buyback Price") per Equity Share for an aggregate amount not exceeding Rs. 155,00,00,000 (Rupees One Hundred and Fifty Five Crores Only) (the "Buyback Size") excluding expenses 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 7.87% and 7.87% 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, 2023.

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 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 and circular bearing number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023 as amended from time to time. ("SEBI Circulars").

1.3 The Tendering Period for the Buyback Offer opened on Thursday, August 31, 2023 and closed on Wednesday, September 06, 2023.

2. DETAILS OF BUYBACK:

2.1 31,00,000 (Thirty One Lakh) Equity Shares were bought back under the Buyback, at a price of Rs. 500 (Rupees Five Hundred Only) per Equity Share.

2.2 The total amount utilized in the Buyback is Rs. 155,00,00,000 (Rupees One Hundred and Fifty Five Crores 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.

2.3 The Registrar to the Buyback i.e., Link Intime (India) Private Limited (the "Registrar"), considered a total of 38,065 valid bids for 1,63,38,008 Equity Shares in response to the Buyback, which is approximately 5.27 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	No. of times of Response	No. of Equity Shares Accepted
1.	Reserved category for Small Shareholders	4,65,000	35,174	22,57,269	4.85	4,65,000
2.	General category for all other Eligible Shareholders	26,35,000	2,891	1,40,80,739	5.34	26,35,000
	Total	31,00,000	38,065	1,63,38,008	5.27	31,00,000

Note: Small Shareholders have validly tendered 22,57,269 Equity Shares. However, against the total entitlement of 4,65,000 Equity shares, the Buy-back Entitlement of the valid bids in the Buy-back was only for 2,46,197 Equity Shares. In view of the aforesaid response, 2,18,803 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 validly tendered 1,40,80,739 Equity Shares, However, against the total entitlement of 26,35,000 Equity Shares, the Buy-back Entitlement of the valid bids in the offer was only for 23,26,727 Equity Shares. In view of the aforesaid response, 3,08,273 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.

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, by September 13, 2023.

2.6 The settlement of all valid bids was completed by NSE Clearing Limited (NCL) on September 13, 2023. 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.

2.7 The dematerialized Equity Shares accepted under the Buyback have been transferred to the Company's separate demat account on September 13, 2023. The unaccepted dematerialized Equity Shares have been returned to respective Seller Brokers / custodians or lien removed by the NCL on September 13, 2023.

2.8 The extinguishment of 31,00,000 (Thirty One Lakhs) Equity Shares accepted under the Buyback, is currently under process and shall be completed by September 25, 2023. 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 (Rs. in Crore)	No. of Shares	Amount (Rs. in Crore)
Authorised Share Capital				
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
Issued, subscribed and Paid-up Capital				
Equity Shares of Re. 1/- each	16,59,10,084	16.59	16,28,10,084	16.28

*Subject to extinguishment of 31,00,000 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	5,27,271	17.01%	0.32%
2	Nandan Mohan Chandavarkar (in the capacity of Trustee of Sandhya Mohan Chandavarkar Trust)	2,98,436	9.63%	0.18%
3	Nandan Mohan Chandavarkar (in the capacity of Trustee of Mohan Anand Chandavarkar Trust)	2,93,264	9.46%	0.18%
4	Leo Advisors Pvt. Ltd. (in the capacity as Trustee of Ameya Family Discretionary Trust)	2,48,762	8.02%	0.15%
5	Nippon Life India Trustee Ltd - A/c Nippon India Small Cap Fund	1,87,513	6.05%	0.12%
6	Virgo Advisors Pvt. Ltd. (in the capacity as Trustee of Aditi Family Discretionary Trust)	1,65,843	5.35%	0.10%
7	Ameya Ashok Chandavarkar	1,65,295	5.33%	0.10%
8	ICICI Prudential Mutual Fund *	1,25,058	4.03%	0.08%
9	Nomita R Chandavarkar	87,622	2.83%	0.05%
10	Nandan Mohan Chandavarkar	83,965	2.71%	0.05%

* Equity shares tendered under various schemes and consolidated on common PAN basis

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

Category of Shareholders	Pre Buyback Shareholding Pattern (as on Record date i.e., June 30, 2023)		Post Buyback Shareholding Pattern *	
	No. of Shares	% Holding	No. of Shares	% Holding
Promoters Shareholding				
Indian	11,52,99,422	69.50	11,34,10,433	69.66
Foreign	-	-	-	-
Sub Total (A)	11,52,99,422	69.50	11,34,10,433	69.66
Public Shareholding				
Institutions				
Mutual Funds / UTI	1,47,25,040	8.88		
Other Financial Institutions	20,333	0.01		
Insurance Companies	1,29,391	0.08		
Alternative Investment Funds	2,62,088	0.16		
NBFCs registered with RBI	650	0.00		
FII / FPI	34,20,347	2.06		
Others	-	-		
Non Institutions			4,93,99,651	30.34
Investor Education and Protection Fund (IEPF)	3,62,002	0.22		
Resident Individuals holding nominal share capital up to Rs. 2 lakhs	1,81,35,352	10.93		
Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	77,34,685	4.66		
NBFCs registered with RBI	-	-		
Non Resident Indians (NRIs)	18,36,440	1.11		
Bodies Corporate	29,86,418	1.80		
Individuals	-	-		
Others	9,97,916	0.60		
Sub Total (B)	5,06,10,662	30.50	4,93,99,651	30.34
Grand Total (A)+(B)	16,59,10,084	100.00	16,28,10,084	100.00

* Extinguishment of 31,00,000 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:



Sundae Capital Advisors Private Limited
404, 4th floor, Vaibhav Chambers
Opp. Income Tax Office, Bandra Kurla Complex
Bandra (East), Mumbai - 400 051, Maharashtra, India
Tel. No. +91 96 6785 9191
Email: fdc.buyback@sundaecapital.com
Investor Grievance e-mail id: grievances.mb@sundaecapital.com
Website: www.sundaecapital.com
SEBI Regn. No.: INM000012494
Validity Period: Permanent
CIN : U65990DL2016PTC305412
Contact Person: Anchal Lohia / Rajiv Sharma

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
Executive Director
(DIN: 00042719)

Sd/-
Varsharani Katre
Company Secretary & Compliance Officer
FCS 8948

Place: Mumbai
Date: September 14, 2023