



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

Date :- September 03, 2024

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code: 531599

National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G
Block, Bandra-Kurla Complex, Bandra
(E), Mumbai - 400 051
Symbol: FDC

Sub.: Notice of the 84th Annual General Meeting (“AGM”) of FDC Limited (“the Company”).

Dear Sir / Madam,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), please find enclosed the Notice of 84th AGM for the financial year 2023-24 of the Company.

The Notice convening the 84th AGM and the Annual Report of the Company for the financial year 2023-24 has been sent to all the members of the Company whose email addresses are registered with the Company /Registrar and Share Transfer Agent/ Depository Participant(s), in compliance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The 84th AGM of the members of FDC Limited will be held on Thursday, September 26, 2024 at 10:00 a.m. IST through Video Conferencing/ Other Audio-Visual Means.

The Cut-off date for the purpose of determining the Members eligible to vote on the resolutions set out in the notice of 84th AGM is Thursday, September 19, 2024.

The Remote e-voting period begins on Monday, September 23, 2024 at 09:00 a.m. IST and ends on Wednesday, September 25, 2024 at 05:00 P.m.

The Annual Report for the financial year 2023-24 is also being made available on the website of the Company at www.fdcindia.com.

CORPORATE OFFICE : 142-48, S. V. Road, Jogeshwari (W), Mumbai - 400 102. INDIA
Tel.: +91-22-6291 7900 / 950 / 2678 0652 / 2653 / 2656 • Fax : +91-22-2677 3462
E-mail : fdc@fdcindia.com • Website : www.fdcindia.com

REGISTERED OFFICE : B-8, M.I.D.C. Industrial Area, Waluj - 431 136, Dist. Aurangabad. INDIA
Tel.: 0240-255 4407 / 255 4299 / 255 4967 • Fax : 0240-255 4299
E-mail : waluj@fdcindia.com • CIN : L24239MH1940PLC003176



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

This is for your information and dissemination.

Thanking you,

Yours sincerely,
For FDC Limited

Varsharani Katre
Company Secretary & Compliance Officer
Mem. No.: FCS-8948

CORPORATE OFFICE : 142-48, S. V. Road, Jogeshwari (W), Mumbai - 400 102. INDIA
Tel.: +91-22-6291 7900 / 950 / 2678 0652 / 2653 / 2656 • Fax : +91-22-2677 3462
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FDC Limited

CIN NO: L24239MH1940PLC003176

Registered Office: B-8, MIDC Industrial Estate, Waluj – 431 136,
District – Chhatrapati Sambhaji Nagar (Aurangabad), Maharashtra, India.

Corporate Office: C-3 Skyvistas, Near Versova Police Station, D.N. Nagar, Andheri (West),
Mumbai - 400 053, Maharashtra, India.

Website: www.fdcindia.com ; **E-mail Id:** investors@fdcindia.com

Tel: 0240-2554407; **Fax:** 0240-2554299

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EIGHTY-FOURTH (84TH) ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF FDC LIMITED WILL BE HELD ON THURSDAY, SEPTEMBER 26, 2024 AT 10.00 A.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.
2. To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 along with Report of the Auditors thereon.
3. To re-appoint Ms. Nomita R. Chandavarkar (DIN: 00042332) as a Director, who retires by rotation and being eligible, offered herself for re-appointment.

SPECIAL BUSINESS:

4. To consider and if thought fit, with or without modification(s), to pass the following Resolution as an **Ordinary Resolution**:

Ratification of the remuneration of the Cost Auditors for the Financial Year 2024–25.

“**RESOLVED THAT** pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors, the remuneration payable to **M/s. GMVP & Associates LLP(Firm Registration No.000910)**, who were appointed by the Board of Directors of the Company to conduct the audit of the Cost records of the Company for the financial year 2024-25, amounting to ₹ 4,25,000 (Rupees Four lakh Twenty Five Thousand Only)

plus applicable GST and reimbursement of out of pocket expenses, be and is hereby ratified and approved.

RESOLVED FURTHER THAT any one of the Board of Directors or the Company Secretary be and are hereby Severally authorized to sign and execute all such documents and papers (including appointment letter, etc.) as may be required for the purpose and file necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

5. To consider and if thought fit, with or without modification(s), to pass the following Resolution as an **Ordinary Resolution**:

Re-appointment of Mr. Ameya A. Chandavarkar (DIN: 00043238) as a CEO-International Business & Executive Director of the Company.

“**RESOLVED THAT** in accordance with the provisions of Sections 152,196, 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies Rules, 2014 and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), if any, and in accordance with the recommendation of the Nomination and Remuneration Committee and duly approved by the Board of Directors, the Consent of the Members of the Company be and is hereby accorded to re-appoint **Mr. Ameya A Chandavarkar (DIN: 00043238)** as a CEO International Business and Executive Director of the Company for a further period of 5 (five) years with effect from November 01, 2024 to October

31, 2029, and who shall be liable to retire by rotation on the terms and conditions including remuneration, perquisites and other benefits as set out in the Explanatory Statement annexed to the Notice or any modification or re-enactment thereof as in force for the period covered under the Agreement to be entered into by the Company with Mr. Ameya A. Chandavarkar or on the basis of such other law or notification as may be permissible or applicable.

RESOLVED FURTHER THAT any one of the Board of Directors or the Company Secretary be and are hereby Severally authorized to sign and execute all such documents and papers (including appointment letter, etc.) as may be required for the purpose and file necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard."

6. To consider and if thought fit, with or without modification(s), to pass the following Resolution as a **Special Resolution**:

Appointment of Dr. Charuta Nityanath Mandke (DIN: 08953268) as Non Executive Independent Director of the Company.

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Act and other applicable Provisions, Sections, Rules of the Act, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modifications or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the Consent of the members of the Company be and is hereby accorded for the appointment of **Dr. Charuta Nityanath Mandke (DIN: 08953268)** as a Non Executive Independent Director of the Company, who was appointed as an Additional Director with effect from August 07, 2024 and who has submitted her Consent and who meets the criteria for independence as provided under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations being so eligible, and in respect of whom the Company has received a notice in writing as per Section 160 of the Act and not liable to retire by rotation, for a period of 5 (Five) Consecutive Years with effect from August 07, 2024 till August 06, 2029.

RESOLVED FURTHER THAT any one of the Board of Directors or the Company Secretary be and are hereby Severally authorized to sign and execute all such documents and papers (including appointment letter, etc.) as may be required for the purpose and file necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard."

7. To consider and if thought fit, with or without modification(s), to pass the following Resolution as an **Ordinary Resolution**:

Approval of Payment of Commission to Non- Executive Directors of the Company for each Financial year commencing from April 01, 2024.

"**RESOLVED THAT** pursuant to the provisions of Section 197 and any other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the recommendation of the Nomination and Remuneration Committee and duly approved by the Board of Directors, the Consent of the members of the Company be and is hereby accorded to pay an annual Commission of ₹ 5,00,000/- (Rupees Five Lakhs Only) to the Non-Executive Directors of the Company (other than the Managing Director or Whole-time Directors or Executive Directors), for each Financial Year commencing from April 01, 2024, in addition to the sitting fees and reimbursement of expenses, if any, for attending the meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to increase the Commission payable to Non Executive Directors from time to time, subject to a maximum limit not exceeding One Percent of the Net Profit of the Company as provided under Section 197 of the Companies Act, 2013, computed in the manner laid down in the section 198 of the Act and applicable Rules thereof as may be amended from time to time."

By Order of the Board of Directors of
FDC Limited

Sd/-

Varsharani Katre

Company Secretary & Legal Head
Membership No. FCS 8948

Date: August 07, 2024

Place: Mumbai

Registered Office:

FDC Limited

(CIN: L24239MH1940PLC003176)

Registered Office: B-8, MIDC Industrial Estate,
Waluj – 431136, District- Chhatrapati Sambhaji
Nagar (Aurangabad), Maharashtra, India.

Tel: 0240-2554407

E-mail: investors@fdcindia.com

Website: www.fdcindia.com

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Additional Information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder.

Item No. 4

The Board of Directors of the Company at their meeting held on May 29, 2024 based on the recommendation of the Audit Committee, has considered and approved the re-appointment and remuneration of M/s. GMVP and Associates LLP (Firm Registration No.000910), as the Cost Auditor for conducting the audit of the cost records of the Company for the Financial Year ending March 31, 2025 at a remuneration not exceeding ₹ 4,25,000 (Rupees Four lakh Twenty Five Thousand Only) plus out of pocket expenses in connection with audit. M/s. GMVP and Associates LLP (Firm Registration No.000910) have confirmed that they hold a valid certificate of practice under sub section (1) of Section 6 of the Cost and Work Accountants Act, 1959 and are not disqualified under section 141 read with section 148 of the Act and rules made thereunder.

Pursuant to provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost records and Audit) Rules, 2014 (including any statutory modification(s) and/ or re-enactment(s) for the time being in force), the remuneration payable to Cost Auditor has to be ratified by the members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

The Board of Directors accordingly recommends the resolution set out at Item No. 4 for the approval of the members.

Item No. 5

The Board of Directors of the Company at its meeting held on August 07, 2024 has approved and recommended the re-appointment of Mr. Ameya A. Chandavarkar as a CEO- International Business and Executive Director, for a period of 5 (five) years with effect from November 01, 2024 till October 31, 2029. It is proposed to seek the members' approval at this Annual General Meeting, for the re-appointment of and remuneration payable to Mr. Ameya A. Chandavarkar as CEO-International Business, and Executive Director in terms of the applicable provisions of the Companies Act, 2013 and Rules made thereunder.

Mr. Ameya Chandavarkar joined FDC in the year 2000 as a Manager-Corporate Affairs, and thereafter was appointed as an Executive Director of the Company in the year 2002. Subsequently, he was appointed CEO (International Business) and Executive Director of the Company with effect from November 01, 2019.

Mr. Ameya has earned a Bachelor of Science in Information Systems and Marketing Management from Florida Southern

College (USA), and an MBA from INSEAD (France and Singapore). He is responsible for FDC's International Business (Formulations), Consumer Health, Information Technology, and is also actively involved in Finance, HR, Sales and Marketing (India) as well as various strategic initiatives that encompass all functions and operations of the Company.

He is the Promoter of the Company and holds 99,23,930 shares of the Company as on March 31, 2024.

The terms and conditions of his re-appointment including the remuneration payable to Mr. Ameya A. Chandavarkar, CEO- International Business and Executive Director is as mentioned hereunder.

Mr. Ameya A. Chandavarkar satisfies all the conditions set out in the Act as also conditions set out under Section 196 of the Act for being eligible for his re-appointment.

He is neither disqualified from being appointed as Director in terms Section 164 of the Companies Act, 2013 nor debarred by virtue of any order of SEBI or any such other authority and has given his consent to act as Executive Director. Further, the Company has received a notice from a Member under Section 160 of the Act proposing his candidature for the office as CEO International Business and Executive Director of the Company.

Mr. Ameya A. Chandavarkar is a Son of Mr. Ashok A. Chandavarkar, nephew of Mr. Mohan Chandavarkar, Cousin of Mr. Nandan and Ms. Nomita Chandavarkar, Brother of Ms. Aditi C Bhanot and Mr. Ameya himself are deemed to be interested or concerned in the resolution as enumerated above. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Relevant details relating to appointment of Mr. Ameya A. Chandavarkar, including his profile, as required by the Act, Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India ("ICSI") are provided in the "Annexure-I" to the Notice.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 5 for the approval of the members.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Ameya A Chandavarkar ("Appointee") are as under:

1. The Material Terms are as Follows:

- i. Term: November 01st, 2024 to October 31st, 2029.
- ii. Basic Salary: ₹ 5,21,600/- (Rupees Five Lakhs Twenty one Thousand and Six hundred Only) p.m. w.e.f from November 01, 2024, with an annual increment of ₹ 1,80,000 (Rupees One Lakh Eighty Thousand Only). The Annual increments every year will be effective from April 01, 2025.

- iii. Commission: In addition to salary and perquisites, Commission not exceeding 0.50 percent of the Net Profits of the Company in a Financial Year, computed in the manner laid down in Section 198 of the Act and subject to the overall ceilings laid-down under Sections 198 of the Act.
2. Perquisites: In addition to the Salary and Commission as mentioned in clause 1 above, the said appointee shall be entitled to perquisites as under:
- i. Housing: The expenditure incurred by the Company on hiring furnished accommodation for the appointee shall be subject to a ceiling of 60% of his salary. However, if the Company does not provide the appointee residential accommodation, the said appointee is entitled to house rent allowance of 60% of his salary. Besides, the Company shall provide amenities such as gas, electricity, water and furnishings subject to a ceiling of 10% of salary, computed as per Income Tax Rules, 1962.
 - ii. Medical, Hospitalization and Health Care Expenses: Reimbursement of medical, hospital and nursing expenses including Mediclaim policy premium paid by the Company and where recommended by a medical practitioner, travelling expenses for this purpose in or outside India for himself, his spouse and dependent children actually incurred subject to a ceiling of 1 (one) month's salary per year or 3, (three) months' salary in a block period of 3 (three) years.
 - iii. Leave Travel Concession: For the appointee, his wife and dependent children once a year, in accordance with any rules specified by the Company subject to a ceiling of 1 (one) month's salary during leave for holiday in any place or places in India not more frequently than once in a year, including travelling expenses by air and/or air-conditioned first class by rail, subject to a condition that he will not be entitled to any expenses of stay at any holiday resort.
 - iv. Club Fees: Reimbursement of club fees, subject to a maximum of 2 (two) clubs, excluding life membership and admission fees.
 - v. Personal Accident Insurance: As per any rules specified by the Company.
 - vi. Health Mediclaim Insurance: As per any rules specified by the Company.
 - vii. Provident Fund: Company's contribution to provident fund shall be as per the scheme applicable to the employee's of the Company, but not exceeding 12% of the salary or such other limits as prescribed by the Government.
- Contribution to provident fund will not be included in the Computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act.
- viii. Gratuity: As per the rules of the Company, payable in accordance with the approved gratuity fund which shall not exceed half month's salary for each completed year of service.
 - ix. Ex- Gratia: In accordance with the Company's Rules and Regulations in force from time to time.
 - x. Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the said appointee.
 - xi. Land line telephone/mobile phone/internet for official use.
3. Where in any financial year during the currency of the tenure of the said appointee, the Company has no profit or inadequacy of profits, the remuneration by way of salary, commission and perquisites shall not exceed, the maximum limits prescribed in Schedule V to the Act except with the approval of the Central Government wherever necessary.
4. The said appointee shall be eligible for annual privilege leave on full salary for a period of 21 (twenty one) days and such leave shall be allowed to be accumulated for not more than 90 (ninety) days during the tenure of his appointment.
- Encashment of un-availed privilege leave at the end of the tenure of appointment will not be included in the computation of the ceiling on perquisites.
5. The said appointee shall be entitled to:
- (i) Reimbursement of expenses actually and properly incurred for the business of the Company as well as other expenses incurred by the appointee in the performance of duties on behalf of the Company.
 - (ii) The reimbursement of travelling, hotel and other expenses incurred by the appointee in India and abroad exclusively for the business of the Company.
6. The said appointee shall unless prevented by ill-health throughout the said term devote his whole time attention and abilities to the business of the Company and shall carry out the directions issued from time to time by the Board of Directors and shall in all respects conform to and comply with the directions and regulations made by the board and shall well and faithfully serve the Company and use his utmost endeavours to promote the interests of the Company.

7. The salary payable to the said appointee in terms of Clause 1, hereof shall continue to be paid to him in full during the first 6(six) months of his illness or for causes beyond his control which would enforce his absence from duties and thereafter at the rate of one half of such salary during such absence until he shall have been so absent for a continuous period of 12 (Twelve) months or until the Agreement entered into the Company and the said appointee ("the agreement") is determined as hereinafter provided, whichever is earlier.
8. The said appointee shall not at any time or times during or after the continuance of his employment divulge, disclose or make public any of the secrets regarding the accounts, transactions or processes or regarding specifications, technical and patent information, formulae and know-how to be used for the manufacture or processing of drugs and products of the Company or any of the secrets regarding its plant, facilities, machinery and equipments, information and organization of production and material flow as well as methods and procedures of production or dealings of the Company which shall come to his knowledge whether the same shall be confided to him or become known to him as director or in any other manner whatsoever during the course of his employment.
9. In the case of death of the said appointee in the course of his employment, the Company shall pay to his legal representatives the remuneration for the current month in addition to such other sum as the Board may determine.
10. If the said appointee shall, in the opinion of the Board of Directors, fail for 6 (six) consecutive months to perform or be negligent in his duty to the Company, the Company may by notice in writing determine the agreement.
11. The said appointee shall not during the continuance of the Agreement, or for a period of 3 (three) years after the termination thereof, without the consent in writing of the Company, either solely or jointly with or as manager or agent for any other person or persons directly or indirectly carry on or be engaged in such business as the Company has been carrying on for the last preceding 3 (three) years.
12. The said appointee hereby agrees that he will not at any time after determination of his employment:
 - (i) Solicit the custom of or deal with any person or Company who has during the three/five years preceding such determination been a customer of Company; and
 - (ii) Represent himself as being in any way directly or indirectly connected with or interested in the business of the Company.
13. Subject to Section 191 of the Companies Act, 2013 in the event of the Company at any time transferring its undertaking to another Company for any reason whatsoever the Company may make in one of the terms and conditions of such transfer

that such other Company shall appoint the said appointee as a member of such other Company upon the same terms and conditions as are herein contained.

14. Notwithstanding anything to the contrary contained in the agreement, either party shall be entitled to terminate the agreement, at anytime giving the other party 90 (ninety) days notice in writing in that behalf.

Item No. 6

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, had appointed, Dr. Charuta Nityanath Mandke (DIN: 08953268) as an Additional, Non-Executive Independent Director of the Company with effect from August 07, 2024. Her appointment is subject to the approval of the Members at this Annual General Meeting. The said appointment will be for a term of 5 (five) consecutive years from August 07 2024 to August 06, 2029 and she shall not be liable to retire by rotation, in terms of the applicable provisions of the Companies Act, 2013 ("the Act").

Dr. Charuta is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has also received declaration from Dr. Charuta N Mandke, that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Dr. Charuta N Mandke fulfils the conditions for appointment as Independent Director as specified in the Act and the SEBI Regulations. She is Independent of the Management.

Dr. Charuta N Mandke is a ophthalmologist with 15 years of experience in both clinical practice and academia. After earning an MBBS and an MS in Ophthalmology, Dr. Charuta N Mandke further specialized with a Fellowship in Medical Retina and Lasers.

After her Academic, In the Year 2009 She Joined Department of Ophthalmology, in Seth GS Medical College & KEM Hospital, Mumbai as an Assistant Professor and Currently She is Associated with Dr. R.N. Cooper Municipal Hospital, Mumbai as an Additional Professor and Head.

She also perform, assist and teach many elective and emergency surgical procedures like routine and complicated cataract extraction by small incision surgery and phacoemulsification, lacrimal sac procedures, trabeculectomy, globe perforation repair, corneal tear repairs, penetrating keratoplasty (therapeutic and optical), pterygium excision with autograft, amniotic membrane grafting, strabismus correction, iris claw lens insertion, cyclo-cryotherapy, enucleation, evisceration, pars plana vitrectomy and intravitreal injections.

She is Founder and Director in Dr. Nitu Mandke Charitable Organization and also associated with various other Charitable Organization i.e. Community Science alliance, Indian Heart & Lung Foundation.



Dr. Charuta N Mandke is not related to any Directors of the Company. She does not hold any shares of the Company.

None of the Directors / Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board of Directors accordingly recommends the resolution set out at Item No. 6 for the approval of the members.

Item No. 7

The Shareholders of the Company at the 82nd Annual General Meeting of the Company held on September 22, 2022, had approved the payment of commission to Non-Executive directors, a sum not exceeding ₹ 3,00,000 per annum of the net profits of the Company calculated in accordance with the provisions of the Companies Act, 2013.

The Board of Directors of the Company, at its meeting held on August 07, 2024 considered and approved a sum of ₹ 5,00,000/- (Rupees Five Lakhs Only) payable as Commission to Non-Executive Directors of the Company for each financial year commencing from April 01, 2024 subject to the approval of the Shareholders at this Annual General Meeting.

The present revision in Commission is in recognition of the valuable time and Guidance provided by Non Executive Directors to the Management of the Company. The Board believes that the remuneration payable to Non Executive Directors is Commensurate with their Involvement and the Value they bring to the Company.

Further, the Board of Directors seek authorization to revise the Commission payable to the Non Executive Directors from time to time, as they deem fit, within the statutory limits prescribed under Section 197 of the Companies Act, 2013, and applicable Rules thereunder.

Save and except all the Non-Executive Directors of the Company, None of the other Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 7.

The Board of Directors recommends the resolution set forth in Item No. 7 for the approval of the members as an Ordinary Resolution.

By Order of the Board of Directors of
FDC Limited

Sd/-

Varsharani Katre

Company Secretary & Legal Head
Membership No. FCS 8948

Date: August 07, 2024

Place: Mumbai

Registered Office:

FDC Limited

(CIN: L24239MH1940PLC003176)

Registered Office: B-8, MIDC Industrial Estate,

Waluj – 431136, District- Chhatrapati Sambhaji Nagar (Aurangabad),
Maharashtra, India.

Tel: 0240-2554407

E-mail: investors@fdcindia.com

Website: www.fdcindia.com

“Annexure –I”

Additional Disclosures/Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and applicable provisions of Secretarial Standard – 2

Name of the Director	Ms. Nomita R Chandavarkar	Mr. Ameya A. Chandavarkar	Dr. Charuta Nityanath Mandke
Designation	Non Executive Non Independent Director of the Company	CEO-International Business and Executive Director	Additional Non Executive Independent Director
DIN	00042332	00043238	08953268
Date of Birth and Age	July 10 th , 1965 (59 Years)	January 16 th , 1978 (46 Years)	July 08 th , 1977 (47 Years)
Experience and nature of expertise in specific functional area	Ms. Nomita is having experience of more than 10 years in handling Human Resource and Corporate Social Responsibility activities of the Company.	Mr. Ameya Chandavarkar joined FDC in the year 2000. and was appointed as an Executive Director of the Company in the year 2002. Subsequently, he was appointed as CEO (International Business) and Executive Director of the Company with effect from November 01, 2019.	Dr. Charuta is an Ophthalmologist having experience of more than 15 Years as a Professor in Department of Ophthalmologist
Qualifications	Bachelor of Commerce	Bachelor of Science in Information Systems and Marketing Management from Florida Southern College (USA), and an MBA from INSEAD (France and Singapore)	M.B.B.S, M.S in Ophthalmologist and Fellowship in medical retina and lasers
Date of first appointment on the Board	June 02, 2014	April 01, 2002	August 07, 2024
Relationship with other directors, if any	Ms. Nomita Chandavarkar is niece of Mr. Mohan Chandavarkar and Mr. Ashok Chandavarkar and cousin of Mr. Nandan Chandavarkar and Mr. Ameya Chandavarkar.	Mr. Ameya Chandavarkar is son of Mr. Ashok Chandavarkar, nephew of Mr. Mohan Chandavarkar, and cousin of Mr. Nandan Chandavarkar and Ms. Nomita Chandavarkar.	Dr. Charuta N Mandke is not related to any of Directors, Key Managerial Personnel, Promoter and Promoter group of the Company.
Details of Remuneration sought to be paid	N.A.	As Mentioned in the Notice	As per Remuneration payable to Non Executive Directors
Details of Listed entities from which he/she resigned during the last three years.	NIL	NIL	NIL
Memberships/ Chairmanships of committees across all other companies	Nil	NIL	NIL
Number of Board Meetings attended during the year (FY 2024-25) till the date of notice	3	3	NIL
Number of Equity Shares held in the Company	3,69,16,689 Shares	99,23,930 Shares	NIL
Directorships held in other companies as on the date of the Notice	DSS Outsourcing Solutions Private Limited	- Leo Advisors Private Limited - Aryatara Traders Private Limited	Dr. Nitu Mandke Charitable Organization
Terms and conditions of appointment & Remuneration	Sitting Fees for attending Board and Committee Meetings	As per the resolution set out in this Notice read with the Explanatory Statement hereto	Sitting fees for attending Board and Committee Meetings.

Name of the Director	Ms. Nomita R Chandavarkar	Mr. Ameya A. Chandavarkar	Dr. Charuta Nityanath Mandke
Skills and capabilities required for position of Independent Director and the manner in which the proposed person meets such requirements/justification for choosing the appointee for appointment as Independent Directors	Not Applicable	Not Applicable	Dr. Charura is an Ophthalmologist by Profession and she is Experienced in Surgical procedures like routine and complicated cataract extraction by small incision surgery and phacoemulsification, lacrimal sac procedures, trabeculectomy, globe perforation repair, corneal tear repairs, penetrating keratoplasty (therapeutic and optical), pterygium excision with autograft, amniotic membrane grafting, strabismus correction, iris claw lens insertion, cyclo-cryotherapy, enucleation, evisceration, pars plana vitrectomy and intravitreal injections.

NOTES:

1. In terms of General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, respectively issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/CFDPOD-2/P/CIR/2023/167 dated 7th October 2023 respectively issued by the Securities and Exchange Board of India ("**SEBI Circulars**") and in compliance with the applicable provisions of the Companies Act, 2013 ("**the Act**") read with rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations/Listing Regulations**"), the 84th Annual General Meeting ("**84th AGM/AGM**") of the Company is being held through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") without the physical presence of the Members at a common venue. The deemed venue for the 84th AGM shall be the Registered Office of the Company situated at B - 8 MIDC area, Waluj - 431 136 District – Chhatrapati Sambhaji Nagar (Aurangabad), Maharashtra India.
2. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 4 to 7 of the Notice is annexed hereto. The Board of Directors of the Company at its meeting held on August 07, 2024 considered that the special business under Item No. 4 to 7 being considered unavoidable, be transacted at the 84th AGM of the Company.
3. The relevant details with respect to Item No. 5, 6 of the Notice pursuant to Regulation 36 of the SEBI Listing Regulations, and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("**ICSI**") in respect of the Directors seeking appointment at this AGM are also annexed. Requisite declarations have been received from the Directors seeking re-appointment.
4. In terms of MCA Circulars and SEBI Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 84th AGM and hence the Route Map of the AGM venue, proxy form and attendance slip is not annexed in this Notice.
5. However, in pursuance of Section 113 of the Act, the Body Corporate member/institutional members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at investors@fdcindia.com copy marked to evoting@nsdl.com and sanjayrd65@gmail.com. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC.
6. The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested or deemed to be interested, maintained under Section 189 of the Act and relevant documents referred to in the Notice of this AGM and explanatory statement, will be available electronically for inspection by the Members from the date of circulation of this notice up to the date of AGM. Members who wish to inspect such documents can send their requests to the Company at investors@fdcindia.com by mentioning their Name and Folio Number / DP ID and Client ID.
8. In terms of the MCA Circulars and SEBI Circulars, Notice of the 84th AGM and the Annual Report for the financial year 2023-24 including therein, inter-alia, the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2024, the Auditors Report and the Directors Report are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with RTA i.e. Link Intime India Private Limited or with their respective Depository Participant/s and who wish to receive the Notice of the 84th AGM and the Annual Report for the year 2023-24 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
 - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, name, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address investors@fdcindia.com or to RTA at rnt.helpdesk@linkintime.co.in

- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
9. Shareholders can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provision of the Act read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to M/s. Link Intime India Private Limited. Members holding in electronic form may contact their respective Depository Participants for availing this facility.
10. The Notice convening the 84th AGM and the Annual Report for financial year 2023-24 including therein, inter-alia, the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2024, will be uploaded on the website of the Company at www.fdcindia.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited ("BSE") at www.bseindia.com and National Stock Exchange of India Limited ("NSE") at www.nseindia.com.
- The Notice of 84th AGM will also be available on the website of NSDL at www.evoting.nsdl.com
11. The Members can join the AGM through VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 Members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
12. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Agency for providing e-Voting facility (remote e-voting and e-voting at AGM) to the members of the Company in order to cast their votes electronically means.
13. The members are requested to:
- intimate to the Company / their Depository Participant ("DP"), changes, if any, in their registered address at an early date;
 - quote their Registered Folio No. and/or DP Identity and Client Identity number in their correspondence;
 - Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of

the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc. to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Pvt. Ltd. ("LIPL") to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to LIPL.

- iv. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long time.

14. The members are requested to claim the Unpaid/ Unclaimed dividend:

- Members whose dividend is remained unclaimed are requested to contact Registrar and Share Transfer Agent ('RTA') of the Company i.e. M/s. Link Intime (India) Private Limited at rnt.helpdesk@linkintime.co.in or the Secretarial Department, at investors@fdcindia.com to claim the same. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education Protection Fund ('IEPF'), as per provisions of Section 124 of the Companies Act, 2013 (including any statutory amendment(s) modification(s) or re-enactment(s) for the time being in force);
- Pursuant to the provisions of Section 124 (6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the rules"), as amended, the Company has transferred all shares in respect of which dividend has not been en-cashed by the shareholders for seven consecutive years in the name of Investor Education and Protection Fund (IEPF). The shareholders who wish to claim the said shares from the IEPF may claim the same by filing e-form IEPF-5 as prescribed under the Rules available on www.iepf.gov.in along with requisite fee as decided by the Authority from time to time and by sending a physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the Form IEPF-5. The Member/claimant can file only one consolidated claim in a financial year as per the IEPF Rules and amendments thereto.
- Final Dividend for the Financial Year 2016-17 will be due for transfer to IEPF in the month of September 2024; Shareholders are requested to ensure that they claim the dividend before transfer of the said amount to IEPF Authority.

- iv. The following table gives information relating to various outstanding dividends and the dates by which they can be claimed by the shareholders from the Company or its Registrar and Share Transfer Agent:

Financial Year	Date of Declaration	Last date of claiming dividend
2016-17	August 19, 2017	September 24, 2024
2019-20	March 13, 2020	April 18, 2027

- v. Members who have not claimed the dividend amounts for above-mention years are requested to claim the same immediately.
15. As per Regulation 40 of SEBI Listing Regulations, as amended from time to time, securities of the listed companies can be transferred only in dematerialized form. Therefore, Members holding shares in physical form are advised to convert their shareholding to dematerialised form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer.
16. Pursuant to provisions of Section 91 of the Act read with Regulation 42 of SEBI Listing Regulations, the register of Members and Share Transfer Books of the Company will remain closed from **Friday, September 20, 2024, to Thursday, September 26, 2024 (both days inclusive)** for the purpose of the 84th AGM of the Company.
17. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as of **Thursday, September 19, 2024 ("Cut-off date")**, are entitled to avail of the facility of remote e-voting as well as e-voting system during the AGM. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. Any recipient of the Notice, who has no voting rights as of the Cut-off date, shall treat this Notice as intimation only.
18. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the 84th AGM and prior to the Cut-off date i.e. Thursday, September 19, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM.
19. The remote e-voting period will commence on **Monday, September 23, 2024 at 9.00 a.m., and will end on Wednesday, September 25, 2024 at 5.00 p.m.** The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
20. Mr. Sanjay Dholakia, Proprietor of M/s. Sanjay Dholakia & Associates Practicing Company Secretary (FCS -2655) has been appointed as the Scrutinizer to scrutinize the remote e-voting process (including e-voting at the AGM) in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

21. The Scrutinizer shall after the conclusion of e-voting at the 84th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 84th AGM, who shall then declare the result of the e-voting forthwith.
22. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.fdcindia.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to BSE Limited ("BSE") and The National Stock Exchange of India Limited ("NSE").
23. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.
24. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are required to submit their PAN as well as bank details to their Depository Participants and Members holding shares in physical form shall submit their PAN as well as bank details to the Company/ Link Intime India Private Limited the Company's Registrar & Share Transfer Agents.

25. INSTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING:

- i. In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations as may be amended, and MCA Circulars, the Company is providing e-voting and remote e-voting facility to all the Members of the Company in respect of the business to be transacted at the 84th AGM and the business will be transacted only through the electronic voting system. The Company has engaged the services of NSDL for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the AGM. The facility of casting votes by a member using remote e-voting, participation in the AGM through VC/OAVM, and the e-voting system on the date of the 84th AGM will be provided by NSDL. Resolution(s) passed by Members through e-voting are deemed to have been passed as if they have been passed at the AGM.

- ii. The remote e-voting period will commence on **Monday, September 23, 2024 at 9.00 a.m., and will end on Wednesday, September 25, 2024 at 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date** i.e. on **Thursday, September 19, 2024** may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- iii. Members are provided with the facility for voting through e-voting system during the VC/OAVM proceedings at the AGM and Members who have not cast their vote by remote e-voting, are eligible to exercise their right to vote during the AGM.
- iv. Members who have already cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-voting.
- v. For assistance/queries for E-voting etc.;

In case you have any queries or issues regarding attending AGM & e-voting from the e-voting System, you may refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evoting.nsdl.com , under the help section or write an email to Mr. Amit Vishal Deputy Vice President, (NSDL) at evoting@nsdl.com or contact at 022 - 4886 7000.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Amit Vishal, Assistant Vice President, (NSDL) National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013, Maharashtra, India or send an email to evoting@nsdl.com or call on 022 - 4886 7000.

26. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, September 23, 2024 at 9.00 a.m., and will end on Wednesday, September 25, 2024 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. on Thursday, September 19, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the 84th AGM and prior to the Cut-off date shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on Thursday, September 26, 2024, the date of the AGM by following the procedure mentioned below.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
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Type of shareholders	Login Method
	<ol style="list-style-type: none"> After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
 - Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section
 - A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - Now, you will have to click on "Login" button.
 - After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?
- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 - Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 - Now you are ready for e-Voting as the Voting page opens.
 - Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjayrd65@gmail.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Assistant Vice President, (NSDL) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@fdcindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@fdcindia.com. If you are an Individual shareholders holding

securities in demat mode, you are requested to refer to the login method explained at

step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to **NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholder, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@fdcindia.com. The same will be replied by the Company suitably.
6. Members who would like to express their views/ask questions as a Speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/Folio number, PAN and mobile number at investors@fdcindia.com between Tuesday, September 10 2024 to Thursday, September 19, 2024. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

By Order of the Board of Directors of
FDC Limited

Sd/-

Varsharani Katre

Company Secretary & Legal Head

Membership No. FCS 8948

Date: August 07, 2024

Place: Mumbai

Registered Office:

FDC Limited

(CIN: L24239MH1940PLC003176)

Registered Office: B-8, MIDC Industrial Estate,
Waluj – 431136, District- Chhatrapati Sambhaji Nagar (Aurangabad),
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