



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

Date :- June 10, 2022

To,

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

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

Scrip Code: 531599

Symbol: FDC

Sub: Notice of Postal Ballot - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/Madam,

This is in furtherance to our letter dated May 25, 2022 informing the exchanges about the decision of the Board on loan to Fair Deal Pharmaceuticals SA (Pty) Ltd. ("FDC SA"), a Subsidiary Company.

In terms of Regulation 30 of the SEBI Listing Regulations, we enclose herewith a copy of Postal Ballot Notice along with the Postal Ballot Form seeking the approval of Members for granting the Loan to FDC SA.

In compliance with Ministry of Corporate Affairs (MCA) General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars including General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-off date Friday, June 03, 2022.**

The Company has engaged the services of Link Intime India Private Ltd ("LIPL") to provide remote e-voting facility to its Members. The E-voting timeline as under:

Sr. No.	Events	Date
1.	Remote E-voting Period (Start)	June 13, 2022
2.	Remote E-voting Period (End)	July 12, 2022
3.	Date of declaration of the result by the Scrutinizer and Intimation to the Stock Exchanges.	July 14, 2022



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

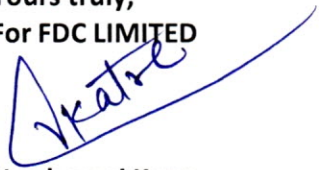
The remote e-voting period commences from 9.00 a.m. (IST) on Monday, June 13, 2022 and ends at 5.00 p.m. (IST) on Tuesday, July 12, 2022. The e-voting module shall be disabled by LIPL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Communication of assent or dissent of the Members would only take place through the remote e-voting system.

Kindly take the above on record.

Thanking You,

Yours faithfully,

**Yours truly,
For FDC LIMITED**


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





POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To,
The Members,

NOTICE is hereby given that pursuant to the provisions of Section 110 and 108 of the Companies Act, 2013 (**"the Act"**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Secretarial Standard on General Meetings (**"the SS-2"**), read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars including General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (**"MCA Circulars"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and other applicable provisions, of the Act, rules, regulations, circular and notification (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that the resolution set out below is proposed for approval of the Members of the Company as Special Resolutions by way of Postal Ballot through remote e-voting, i.e. voting through electronic means (**"Remote e-Voting"**) in accordance with the framework provided in MCA Circulars and other statutory provisions as mentioned hereinabove and additional facility as mentioned in the notes to this Notice (**"Postal Ballot"**). The instructions regarding Remote e-Voting and other relevant information are provided in the notes to this Notice.

An Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act and Regulation 36 of the Listing Regulations pertaining to the said Resolution setting out the material facts concerning the said item(s) and the reasons thereof is annexed hereto, which forms part of this Postal Ballot Notice.

The Company has engaged the services of Link Intime India Private Limited (**"LIPL"**) for the purpose of providing remote e-voting facility to all its members.

The Board has appointed Mr. Sanjay Dholakia, (Membership No. 2655 / Certificate of Practice No. 1798), Proprietor - M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries as the Scrutinizer in accordance with the provisions of the Act and the Rules for conducting the postal ballot / e-voting process in a fair and transparent manner.

In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its Members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The remote e-voting period commences from 9.00 a.m. (IST) on Monday, 13 June 2022 and ends at 5.00 p.m. (IST) on Tuesday, 12 July, 2022.

The Scrutinizer shall submit his report to the Chairperson or to a person authorised by the Chairperson upon the completion of the scrutiny of the votes cast through remote e-voting. The result of the Postal Ballot will be announced on or before Thursday, 14 July, 2022. The said results along with Scrutinizer's Report shall be intimated to the Stock Exchanges where the Company's shares are listed i.e. BSE Limited www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com. The results will also be displayed on the Company's website www.fdcindia.com and on the website of RTA i.e. <https://instavote.linkintime.co.in/>.

The results along with Scrutinizer's Report shall also be hosted on the Company's website at www.fdcindia.com.

SPECIAL BUSINESS:

TO APPROVE THE GRANTING OF LOAN(S) TO FAIR DEAL PHARMACEUTICALS SA (PTY) LTD ("FDC SA"), A SUBSIDIARY COMPANY.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to compliance of applicable provisions of the Foreign Exchange Management Act, 1999 and all other Acts/ Regulations/ Rules as may be applicable for the said transaction, (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), Directions issued by the Reserve Bank of India (RBI) if any, consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorized by the Board to exercise the powers conferred under this resolution) for granting loan(s) to be disbursed in one or more tranches to Fair Deal Pharmaceuticals SA (Pty) Ltd ("FDC SA") located at South Africa, a Subsidiary of the Company for an amount of around INR 7.54 Crores (15 Million ZAR) on prevailing exchange rates at a simple interest rate of 8.5% for a period of three years or further extended period at the discretion of the Company, provided that such Loan(s) are utilized by the borrowing Company for its principal business activities."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to advance any further loan or giving of any guarantee(s) or providing any securities in connection with any loan taken / to be taken by the aforesaid subsidiary Company within prescribed limits under the provisions of the Companies Act, 2013.

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company or Key Managerial Personnel (KMP) be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid Loan and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

NOTES:

1. A statement pursuant to section 102 read with section 110 of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act along with the applicable rules as may be prescribed therein), in relation to resolution as set out in the Postal Ballot Notice is annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / Depositories as at close of business hours on Friday, June 03, 2022 ("Cut-off date"), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date and will be sent to those members who will register their e-mail address in accordance with the process outlined in this Notice. Members who have not registered their e-mail IDs may follow the instructions given under point no.14 for registering their e-mail addresses. Newspaper advertisement regarding dispatch of Postal Ballot Notice shall be published as per statutory requirements.
3. As per the MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through Remote e-Voting and such additional facility as mentioned in the Postal Ballot Notice.
4. A copy of the Postal Ballot Notice is available on the website of the Company at www.fdcindia.com, website of BSE Limited at www.bseindia.com and on the website of our Remote e-voting agency i.e. LIPL's e-voting website at <https://instavote.linkintime.co.in/>.

5. All documents referred to in the Postal Ballot Notice will be available for inspection by the Members at the registered office of the Company, in accordance with the provisions of the Act, without any fee, from the date of circulation of the Postal Ballot Notice up to the closure of the voting period. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests in advance to investors@fdcindia.com from their registered e-mail addresses mentioning their name(s), folio numbers/DP ID and Client ID, between the period i.e. Monday, 13 June 2022 and ends at 5.00 p.m. (IST) on Tuesday, 12 July, 2022.
6. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
7. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off date i.e. Friday, June 03, 2022. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off date shall only be considered eligible to cast their votes and convey their assent or dissent to the proposed resolutions by Postal Ballot. Any person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.
8. Members of the Company as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the above resolutions in accordance with the process specified in this Postal Ballot Notice. A Member cannot exercise his vote by proxy on Postal Ballot.
9. The e-voting period commences on Monday, 13 June 2022 and ends at 5.00 p.m. (IST) on Tuesday, 12 July, 2022. During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on Cut-off date may cast their votes through Remote e-voting facility and such additional facility as mentioned in the Postal Ballot Notice. Once the vote on a resolution is cast by the Member, the same shall not be allowed to change subsequently. The Remote e-Voting will be blocked by Tuesday, 12 July, 2022 (5.00 p.m. IST) immediately thereafter and will not be allowed beyond the said date and time.
10. The Board of Directors of the Company at its meeting held on May 25, 2022 has appointed Mr. Sanjay Dholakia, (Membership No. 2655 / Certificate of Practice No. 1798), Proprietor - M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot voting through Remote e-voting and such additional facility as mentioned in the Postal Ballot Notice in a fair and transparent manner. He has communicated his willingness for such appointment.
11. The Scrutinizer will submit his report to the Chairman or any other person authorised by the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the Remote e-Voting process and additional facility will be announced by the Chairman, or such person as authorised, on or before Thursday, July, 14, 2022. The Scrutinizer's decision on the validity of the e-voting (including additional facility as mentioned in the Postal Ballot Notice) shall be final and binding.
12. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.fdcindia.com and on the website of LIPL <https://instavote.linkintime.co.in> immediately after the result is declared as aforesaid, and the same shall be communicated to BSE Limited & NSE Limited.
13. The Resolutions, if approved by the requisite majority by Postal Ballot through Remote e-voting and additional voting facility, shall be deemed to have been passed on Wednesday, July 13, 2022, i.e. the last date specified for receipt of votes through the Remote e-Voting process and additional voting facility.

- 14. Process for those Members whose e-mail ids are not registered with the Depositories/the Company for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Postal Ballot Notice:**
15. Registration of email addresses with LIT: Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending the in ISR-1 form duly filled and signed, mentioning the name and address of the Member, self-attested copy of the PAN card, and self- attested copy of any document (e.g.: Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/ update their email addresses with relevant depository participants.
16. The details of the process and manner for Remote e-Voting are annexed herewith as Annexure 1 : ‘Remote e-Voting Instructions for shareholders’.
17. In case the Members have any queries or issues regarding Remote e-voting, they may refer the Frequently Asked Questions (“FAQs”) and Remote e-voting manual available at <https://instavote.linkintime.co.in/Home/Help>.
18. As stated in note no. 3 above, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. However, for the convenience and larger participation of Members in Remote e-voting, the Company is providing an additional facility to download the Postal Ballot Form from the Company’s website www.fdcindia.com. Such Members may send duly completed and signed Postal Ballot Forms to Link Intime India Private Limited (“LI IPL”) at their registered office at C-101,247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083 on or before Tuesday, 12 July, 2022 (5.00 p.m. IST). Postal Ballot Form received after the said date and time shall be treated as invalid. The charges for dispatch of Postal Ballot Form shall be borne by the Member. A Member can opt for only one mode of voting i.e. either through Remote e-voting or by Postal Ballot Form. If a Member casts votes by both modes, then voting done electronically through LI IPL’s electronic portal shall be considered and the Postal Ballot Form shall be treated as invalid. The decision of the Scrutiniser on the validity of the Postal Ballot Form shall be final.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013.

APPROVAL FOR GRANTING OF LOAN/(S) TO FAIR DEAL PHARMACEUTICALS SA (PTY) LTD (“FDC SA”), A SUBSIDIARY COMPANY.

The Company has a Subsidiary Company i.e. Fair Deal Pharmaceuticals SA (Pty) Ltd (FDC SA) located at South Africa. The Company holds 93% of the paid up equity capital in FDC SA. The said Subsidiary Company is engaged in promotion, marketing, supply, distribution, sale and use of pharmaceutical products in and around South Africa. In view of the current business environment and working capital requirements in FDC SA, South Africa, there is a need for infusion of additional funds by way of Loan to FDC SA, Subsidiary Company. The said Loan proceeds shall be utilized by the Subsidiary Company for its principal business activities only.

The Board of Directors seek consent of the Members by way of Special Resolution pursuant to the amended provisions of Section 185 of the Companies At, 2013 for making Loan(s) or providing financial assistance to the Subsidiary Company i.e. FDC SA located at South Africa, for an amount of around INR 7.54 Crores (15 Million ZAR) on prevailing exchange rates at a simple interest rate of 8.5% for a period of three years or further extended period at the discretion of the Company.

Further, The Board shall be authorized for advancing any further loan or giving of any guarantee(s) or providing any securities in connection with any loan taken / to be taken by the aforesaid subsidiary Company within prescribed limits specified under the Companies Act, 2013

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested in the said resolution except their directorships in the said subsidiary Company. Your Board recommends the said resolution no. 1, as Special Resolution, for your approval.

**By Order of the Board of Directors of
FDC Limited**

**Sd/-
Varsharani Katre
Company Secretary & Compliance Officer
M. No. FCS 8948**

Date : May 25, 2022
Place : Mumbai

Registered Office:

FDC Limited
(CIN: L24239MH1940PLC003176)
B-8, MIDC Industrial Estate, Waluj – 431 136,
District Aurangabad, Maharashtra
Tel: 0240-2554407
E-mail: investors@fdcindia.com
Website: www.fdcindia.com

Annexure – 1



Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
 1. 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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. 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>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in 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 provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. 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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -
 - A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders/ members holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

 - ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click "confirm" (Your password is now generated).
3. Click on 'Login' under **'SHARE HOLDER'** tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'**.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
4. After selecting the desired option i.e. Favour / Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutionalshareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 22-23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e- Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is EventNo + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

InstaVote Support Desk
Link Intime India Private Limited

**FDC LIMITED**

Corporate Identification Number (CIN): L24239MH1940PLC003176

Registered Office: B-8, MIDC Industrial Estate, Waluj – 431 136,

District - Aurangabad, Maharashtra, Tel: 0240-2554407

Email: investors@fdcindia.com Website: www.fdcindia.com**POSTAL BALLOT FORM**

(To be sent, duly filled and signed to the Registrar and Transfer Agent (RTA) of the Company.)

(Please read the “Instructions” printed overleaf carefully before completing this form.)

Sr.No.:

1.	Name and Registered Address of the Sole / First named Shareholder	:	
2.	Name of the Joint Holder(s), if any	:	
3.	Registered Folio No. / DP ID and Client ID No	:	
4.	Number of Equity Shares held	:	

I / We hereby exercise my / our vote in respect of Resolutions set out in the Postal Ballot Notice dated May 25, 2022 by sending my / our assent or dissent to the said Special Resolution by putting the tick (v) mark at the appropriate box below:

Sr. No.	Description	No. of shares	I/ We assent to the Resolution	I/ We dissent to the Resolution
1.	TO APPROVE THE GRANTING OF LOAN(S) TO FAIR DEAL PHARMACEUTICALS SA (PTY) LTD (“FDC SA”), A SUBSIDIARY COMPANY.			

Place :

Date :

Signature of the Member**Note:** For e-voting, please refer “Remote e-Voting Instructions for shareholders” in the Notice.

INSTRUCTIONS

Process and manner for Members opting to vote by using the Postal Ballot Form:

1. This Postal Ballot Form is provided for the benefit of Members who do not have access to Remote e-voting facility to enable them to send their assent or dissent by post.
2. A Member can opt for only one mode of voting i.e. either by Postal Ballot Form or through Remote e-voting. If a Member casts votes by both modes, then voting done electronically through LIPL's electronic portal shall be considered and the Postal Ballot Form shall be treated as invalid. The decision of the Scrutinizer on the validity of the Postal Ballot Form shall be final.
3. For detailed instructions on Remote e-voting, please refer to the Notes (including Annexure 1) appended to the Postal Ballot Notice.
4. The Scrutinizer will collate the votes downloaded from the Remote e-voting system and votes received through Postal Ballot Forms to declare the final result for each of Resolutions forming part of the Postal Ballot Notice.
5. As per the relevant MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. However, for the convenience and larger participation of Members in Remote e-voting, the Company is providing an additional facility to download the Postal Ballot Form from the Company's website www.fdcindia.com. Such Members may send duly completed and signed Postal Ballot Form so as to reach the Registrar and Transfer Agent i.e. Link Intime India Private Limited ("LIPL") at their registered office at C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083 on or before Tuesday, 12 July, 2022 (5.00 p.m. IST). Postal Ballot Form received after the said date and time shall be treated as invalid. The charges for dispatch of Postal Ballot Form shall be borne by the Member.
6. The Postal Ballot Form should be signed by the Member as per the specimen signature registered with the Company/ Depository Participants. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in his/ her absence, by the next named joint holder. There will be one Postal Ballot Form for every Folio/ Client ID irrespective of the number of joint holders.
7. For shares held by companies/ entities, duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorization Letter together with attested specimen signature(s) of the duly authorized representative(s).
8. Votes should be cast in case of each resolution, either in favour or against by putting the tick mark in the column provided for assent/dissent. Members may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed the Member's total shareholding. If the Member does not indicate either "FOR" or "AGAINST" in relation to any resolution, it will be treated as "ABSTAIN" for that resolution and the shares held will not be counted.
9. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, June 03, 2022 ("Cut-off date") as per the Register of Members of the Company and as informed to the Company by the Depositories in case of Beneficial Owners.
10. Voting period commences on 9.00 a.m. (IST) on Monday, 13 June 2022 and ends at 5.00 p.m. (IST) on Tuesday, 12 July, 2022. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on Tuesday, 12 July, 2022 (5.00 p.m. IST). Postal Ballot Form received after this date will be treated as invalid.
11. Unsigned, incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. A Postal Ballot Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against or if the signature cannot be verified.
12. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
13. Except as otherwise mentioned herein, Members are requested not to send any other paper along with the Postal Ballot Form in the envelope as all such envelopes will be sent to the Scrutinizer and any other paper found in such envelope would be destroyed by him. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature and other required details.
14. The results of the voting shall be declared on or before Thursday, July, 14, 2022. The Results declared, along with the Scrutinizer's Report, shall be published in newspapers, shall be placed on the Company's website www.fdcindia.com and communicated to BSE Limited & NSE Ltd where the Company shares are listed.
15. Members may address their query(ies) to Ms. Varsharani Katre, Company Secretary & Compliance Officer, at the Registered Office of the Company, Tel: 022 2673 9100, or by e-mail to investors@fdcindia.com