



FDC LIMITED

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Email: investors@fdcindia.com Contact Person: Ms. Shalini Kamath, Company Secretary

POST OFFER PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF THE COMPANY

This Post Offer Public Announcement is regarding completion of Buy-Back Offer in compliance with Regulation 19(7) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 for the time being in force including any statutory modifications and amendments from time to time ("Buy-Back Regulations").

OFFER FOR BUY-BACK OF EQUITY SHARES FROM OPEN MARKET THROUGH STOCK EXCHANGE(S)

1. THE BUY-BACK

1.1. FDC Limited (hereinafter referred to as "the Company") had announced the Buy-Back ("Buy Back") of its fully paid-up equity shares of the face value of ₹ 1/- each ("Equity Shares" or "Shares") from the existing registered shareholders / beneficial owners of the Equity Shares, other than Promoter, Promoter Group and persons in control of the Company, from the Open market through Stock Exchange(s) by using the electronic trading facilities of the Bombay Stock Exchange Limited ("BSE") and The National Stock Exchange of India Limited ("NSE") (herein after collectively referred to as "Stock Exchanges") in accordance with Sections 77A, 77AA, 77B and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act"), pursuant to Article 48(d) of the Articles of Association of the Company, the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 ("the Buy-Back Regulations") and subject to approval/s as may be necessary, from time to time from statutory authorities including but not limited to SEBI, Reserve Bank of India, Stock Exchanges as may be required, at a price being less than or equal to ₹ 135/- per Equity Share ("Maximum Offer Price") payable in cash, for an aggregate amount not exceeding ₹ 50,00,00,000 (Rupees Fifty Crores only) ("Maximum Offer Size"). The minimum and maximum number of Equity Shares that the Company proposed to bought back under the offer were 9,26,000 ("Minimum Offer Shares") and 37,04,000 Equity Shares ("Maximum Offer Shares") respectively. A Public Announcement ("PA") to this effect was published on February 08, 2011. The Buyback Committee of the Company in their meeting held on January 25, 2012 announced the closure of the Buy Back with effect from the said date.

1.2. The Buy-Back was effected by the Company by way of open market purchases through Stock Exchanges using its nationwide electronic trading facilities.

1.3. The Buy-Back commenced on February 18, 2011 and closed on January 25, 2012. Till closure of Buy-Back, the Company has utilized ₹ 3,251.48 lakhs, being 65.03% of the total amount authorized for the buyback.

2. DETAILS OF THE BUY-BACK

2.1. The total number of Equity Shares bought back under the Buy-back offer is 33,58,102, being 90.66% of the Maximum Offer Shares pursuant to the Buy-Back offer.

2.2. The price at which the Shares were bought back during the Buy-Back offer was dependent on the then prevailing market price on the Stock Exchanges. The highest price at which the Equity shares were bought back was ₹ 107.62 per Equity Share while the lowest price was ₹ 78.77 per Equity Share. The Average price at which the Shares were bought back is ₹ 96.82.

2.3. The total amount invested in the Buy-Back is ₹ 3,251.48 lakhs.

2.4. Since the Buy-Back was done only through order matching mechanism from the Open Market through Stock Exchanges, the identity of shareholders from whom Shares exceeding one percent of the total Shares were bought back is not known to the Company.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

3.1. The capital structure of the Company, pre and post Buy-back, is as under:

Particulars	Pre Buy-Back (₹ In lakhs)	Post Buy-Back (₹ In Lakhs)
Authorised Capital		
25,00,00,000 Equity Shares of ₹ 1/- each	2,500.00	2,500.00
Issued and Subscribed Capital		
18,94,23,529 Equity Shares of face value ₹ 1/- each	1,894.24	1,860.65
Paid-up Equity Capital		
18,62,78,529 equity shares of ₹ 1/- each fully paid up	1,862.79	1829.20
Add: 31,45,000 equity shares forfeited	7.86	7.86
Total Paid up Capital	1870.65	1837.06

Out of the 33,58,102 Equity Shares bought back under the Buy-back offer, so far 30,94,650 Equity Shares have been extinguished at NSDL and CDSL, the remaining shares shall be extinguished as per the Buyback Regulations.

3.2. The Shareholding pattern of the Company, pre and post Buy-Back is as under:

Category of Shareholders	Pre Buy-Back Shareholding Pattern		Post Buy-Back Shareholding Pattern *	
	No. of Shares	% Holding	No. of Shares	% Holding
Promoters Shareholding				
Indian	12,25,04,656	65.76	12,25,04,656	66.97
Sub Total (A)	12,25,04,656	65.76	12,25,04,656	66.97
Public Shareholding				
Institutions				
Mutual Funds/UTI	1,62,35,180	8.72		
Financial Institutions/ Banks	3,100	0.00		
Central Government / State Government(s)	6,840	0.01		
Venture Capital Funds	4,369	0.00		
Insurance Companies	17,28,157	0.93		
Foreign Institutional Investors	71,05,294	3.81		
Non-Institutions				
Bodies Corporate	57,21,927	3.07		
Individuals	3,05,45,261	16.40		
Others	24,23,745	1.30		
Sub Total (B)	6,37,73,873	34.24	6,04,15,771	33.03
Grant total (A) + (B)	18,62,78,529	100.00	18,29,20,427	100.00

* The calculation for Post Buyback shareholding includes 52,576 equity shares bought on 25 January 2012 for which the pay-in / delivery date is 30 January 2012.

4. MANAGER TO THE BUY-BACK

The Company has appointed SPA Merchant Bankers Limited as the Manager to the Buy-Back and their contact details are given below:



SPA MERCHANT BANKERS LIMITED

SEBI Regn. No.: INM000010825

101-A, 10th Floor, Mittal Court, Nariman Point

Mumbai - 400021, Tel. No. +91-22-40439000, Fax No. +91-22-22021466

Email ID: fdcbuyback@spagroupindia.com,

Contact Person: Mr. Rajiv Sharma

5. DIRECTORS' RESPONSIBILITY

As per Regulations 19(1)(a) of the Buy-Back Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Post Offer Public Announcement.

For and on behalf of the Board of Directors of

FDC LIMITED

(Sd/-)

Nandan M. Chandavakar
Joint Managing Director

(Sd/-)

Ashok A. Chandavakar
Director

(Sd/-)

Shalini Kamath
Company Secretary

Place: Mumbai, Date: January 27, 2012