



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

March 30, 2018

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

Dear Sir / Madam,

Ref.: BSE Scrip Code: 531599 and NSE Symbol - FDC

Sub.: Newspaper advertisements pertaining to Post Buyback Public Announcement

Please find enclosed the "Post buyback Public Announcement" pursuant to Regulation 19(7) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 which appeared in the following newspapers on Friday, March 30, 2018:

1. Business Standard dated March 29, 2018 – (English – All Editions)
2. Business Standard dated March 29, 2018 - (Hindi – All Editions)
3. Loksatta (Marathi) dated March 29, 2018 – (Marathi – Aurangabad)

This will also be made available on the Company's website at www.fdcindia.com.

Kindly take the above on record.

Thanking you,

Yours truly,
For FDC LIMITED

Company Secretary

Encl: a/a



CORPORATE OFFICE : 142-48, S. V. Road, Jogeshwari (W), Mumbai - 400 102. INDIA
Tel.: +91-22-3071 9100 - 399 / 2678 0652 / 2653 / 2656 • Fax : +91-22-2678 6393 / 8123 / 1912
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

Registered Office: B-8, MIDC, Industrial Estate, W-31, 1st, 2nd, Aurangabad, Maharashtra.
 Corporate Office: 142-48, S. V. Road, Apartment (West), Mumbai - 400102, Maharashtra.
 Tel: +91 22 2501 9215; Fax: +91 22 2501 9216
 Website: www.fdcindia.com; E-mail: varsharan.katre@fdcindia.com
 Contact Person: Mr. Varsharan Katre, Company Secretary and Compliance Officer

POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF THE EQUITY SHARES OF FDC LIMITED

This Post Buyback Public Announcement (the "Post Buyback Public Announcement") is being made pursuant to the provisions of Regulation 19(1) of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 as amended thereto (the "SEBI Buyback Regulations"). This Post Buyback Public Announcement should be read in conjunction with the Public Announcement published on February 09, 2018 (the "Public Announcement"), the Letter of Offer dated March 07, 2018 (the "Letter of Offer") and the Corrigendum to the Letter of Offer published on March 09, 2018 (the "Corrigendum"). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

1.1 FDC Limited (the "Company") had announced the Buyback of upto 34,30,000 (Thirty Four Lakh Thirty Thousand) fully paid-up equity shares, of face value of ₹ 1/- (Rupee One) each ("Equity Shares"), representing 1.93% of the issued, subscribed and paid-up equity share capital of the Company as on March 31, 2017 (the "Buyback") on a proportionate basis, from the Eligible Shareholders holding Equity Shares as on February 27, 2018 (the "Record Date"), by way of a Tender Offer through the stock exchange mechanism ("Tender Offer"), for cash at a price of ₹ 350 (Rupees Three Hundred Fifty Only) (the "Buyback Price") per Equity Share for an aggregate amount of upto ₹ 120.05 Crore (Rupees One Hundred Twenty Crore Five Lakh only) (the "Buyback Size") excluding transaction cost, viz. brokerage, applicable taxes such as securities transaction tax, stamp duty, etc., cost for the intermediaries up share Capital and Free Reserves of the Company as per the audited standalone financial statements for the year ended March 31, 2017.

1.2 The Company has adopted Tender Offer route for the purpose of Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/12015 dated April 13, 2015, as amended from time to time and CFD/DCR/CFR/2016/131 dated December 09, 2016 ("SEBI Circulars").

1.3 The Tendering Period for the Buyback Offer opened on Monday, March 12, 2018 and closed on Friday, March 23, 2018.

2. DETAILS OF BUYBACK

2.1 34,30,000 (Thirty Four Lakh Thirty Thousand) Equity Shares were bought back under the Buyback, at a price of ₹ 350 (Rupees Three Hundred Fifty Only) per Equity Share.

2.2 The total amount utilized in the Buyback is ₹ 120.05 Crore (Rupees One Hundred Twenty Crore Five Lakh only) excluding the transaction costs, viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc., cost for the intermediaries appointed and other incidental costs.

2.3 The Registrar to the Buyback (i.e. Sharex Dynamic (India) Private Limited (the "Registrar"), considered 4,380 valid bids for 24,393,422 Equity Shares in response to the Buyback, resulting in the subscription of approximately 7.11 times the maximum number of shares proposed to be bought back. The details of valid bids considered by the Registrar to the Buyback Offer are as follows:

S. No.	Category of Shareholders	No. of Equity Shares tendered in Buyback	No. of Valid Bids	Total Valid Equity Shares Tendered	No. of times the Buyback size
1.	Reserved category for Small Shareholders	37 Equity Shares for every 273 Equity Shares held on the Record Date	3705	797,555	1.55
2.	General category for all other Eligible Shareholders	13 Equity Shares for every 776 Equity Shares held on the Record Date	675	23,595,867	8.09
	Total		4,380	24,393,422	7.11

2.4 All valid applications have been considered for the purpose of Acceptance in accordance with the Buyback Regulations and Paragraph 19 of the Letter of Offer.

2.5 The communication of acceptance / rejection has been dispatched by the Registrar to the respective Shareholders, on March 28, 2018.

2.6 The settlement of all valid bids was completed by the Clearing Corporation of India Limited (the "Clearing Corporation") on March 28, 2018. The funds in respect of accepted Equity Shares have been paid out to the respective shareholders or to the seller brokers / custodians for onward transfer to such Eligible Shareholders.

2.7 Demat Equity Shares accepted under the Buyback have been transferred to the Company's separate demat account on March 28, 2018. The unaccepted demat Equity Shares have been returned to respective Seller Brokers / custodians by the Clearing Corporation on March 28, 2018. The unaccepted Equity Shares tendered in physical form have been returned to the respective Equity Shareholders at their registered address on March 28, 2018.

2.8 The Company has extinguished 34,30,000 (Thirty Four Lakh Thirty Thousand) Equity Shares accepted under the Buyback, comprising of 34,29,851 Equity Shares in dematerialized form on March 28, 2018 and 49 Equity Shares in physical form on March 29, 2018.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

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

Particulars	Pre Buyback		Post Buyback	
	Number of Shares	Amount in (₹)	Number of Shares	Amount in (₹)
Authorised Share Capital				
Equity Shares of ₹ 1/- each	294,200,000	294,200,000	294,200,000	294,200,000
8% Non - Cumulative Redeemable Preference shares of ₹ 100/- each	3,000	300,000	3,000	300,000
Total Authorised Share Capital		294,500,000		294,500,000
Issued Capital				
Equity shares of ₹ 1/- each	180,978,084	180,978,084	177,548,084	177,548,084
Subscribed and Paid Up Capital				
Equity shares of ₹ 1/- each	177,833,084	177,833,084	174,403,084	174,403,084
Share Forfeiture Account		786,250		786,250

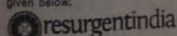
3.2 The Company has not accepted Equity Shares exceeding 1% of the total Equity Shares bought back from any of its Shareholders/beneficial owners under the Buyback.

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

Category of Shareholders	Pre Buyback Shareholding Pattern (as on Record Date, i.e. February 27, 2018)		Post Buyback Shareholding Pattern	
	No. of Shares	% Holding	No. of Shares	% Holding
Promoters Shareholding				
Indian	122,512,656	68.89	120,460,261	69.07
Foreign	-	-	-	-
Sub Total (A)	122,512,656	68.89	120,460,261	69.07
Public Shareholding				
Institutions				
Mutual Funds / UTI	6,447,072	3.62		
Financial Institutions / Banks	3,800	0.00		
Insurance Companies	1,059,028	0.60		
FII/ FPI	17,081,483	9.51		
Others	378,504	0.21	53,942,823	30.93
Non Institutions				
NBFCs registered with RBI	650	0.00		
Individuals	25,304,205	14.23		
Others	5,045,886	2.84		
Sub Total (B)	55,320,428	31.11	53,942,823	30.93
Grand Total (A)+(B)	177,833,084	100.00	174,403,084	100.00

4. Manager to the Buyback

The Company has appointed Resurgent India Limited as the Manager to the Buyback and their contact details are given below:



Name : RESURGENT INDIA LIMITED
Address : Unit No. 903-906, 9th Floor, Tower-G, Unitech Business Zone, Nirvana Country, Sector-50, Gurgaon - 120018
Tel. : +91 124 475 4550
Fax : +91 124 475 4594
Contact Person : Sudhir Chandi
E-mail : sudhir.chandi@resurgentindia.com
Website : www.resurgentindia.com
SEBI Registration No. : INM000012144

5. Directors' Responsibility

As per Regulation 19(1)(a) of the SEBI Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Post Buyback Public Announcement and confirm that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of
FDC Limited

Sd/-
Mohan Anand Chandavarkar
 Managing Director
 (DIN: 00043344)

Sd/-
Ashok Anand Chandavarkar
 Wholtime Director
 (DIN: 00042719)

Sd/-
Varsharan Katre
 Company Secretary &
 Compliance Officer

Place: Mumbai
 Date : March 29, 2018

PRESEMAN



FDC LIMITED

Registered Office: B-8, MIDC, Chakraborty Road, Wagle-Est, Dist. Aurangabad, Maharashtra.
Corporate Office: 142-48, E. V. Road, Janghwan (West), Mumbai - 400102, Maharashtra.
Tel: +91 22 2671 9215, Fax: +91 22 2678 8123
Website: www.fdcindia.com, E-mail: varsharani.katre@fdcindia.com
Contact Person: Mr. Varsharani Katre, Company Secretary and Compliance Officer

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- THE BUYBACK**
 - FDC Limited (the "Company") had announced the Buyback of upto 34,30,000 (Thirty Four Lakh Thirty Thousand) fully paid-up equity shares, of face value of ₹ 1/- (Rupee One) each ("Equity Shares"), representing 1.92% of the issued, subscribed and paid-up equity share capital of the Company as on March 31, 2017 (the "Buyback") on a proportionate basis, from the Eligible Shareholders holding Equity Shares as on February 27, 2018 (the "Record Date"), by way of a Tender Offer through the stock exchange mechanism ("Tender Offer"), for cash at a price of ₹ 350 (Rupees Three Hundred Fifty Only) (the "Buyback Price") per Equity Share for an aggregate amount of upto ₹ 120.05 Crores (Rupees One Hundred Twenty Crore Five Lakh only) (the "Buyback Size") excluding transaction cost, viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc., cost for the intermediaries appointed and other incidental costs (the "Transaction Cost"). The said Buyback size represented 9.50% of the Paid-up share Capital and Free Reserves of the Company as per the audited standalone financial statements for the year ended March 31, 2017.
 - The Company has adopted Tender Offer route for the purpose of Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, as amended from time to time and CFD/DCR/CFR/P/2016/131 dated December 09, 2016 ("SEBI Circulars").
 - The Tendering Period for the Buyback Offer opened on Monday, March 12, 2018 and closed on Friday, March 23, 2018.
- DETAILS OF BUYBACK**
 - 34,30,000 (Thirty Four Lakh Thirty Thousand) Equity Shares were bought back under the Buyback, at a price of ₹ 350 (Rupees Three Hundred Fifty Only) per Equity Share.
 - The total amount utilized in the Buyback is ₹ 120.05 Crores (Rupees One Hundred Twenty Crore Five Lakh only) excluding the transaction costs, viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty etc., cost for the intermediaries appointed and other incidental costs.
 - The Registrar to the Buyback (i.e. Sharex Dynamic (India) Private Limited (the "Registrar"), considered 4,380 valid bids for 24,393,422 Equity Shares in response to the Buyback, resulting in the subscription of approximately 7.11 times the maximum number of shares proposed to be bought back. The details of valid bids considered by the Registrar to the Buyback Offer are as follows:

S. No.	Category of Shareholders	No. of Equity Shares reserved in Buyback	No. of Valid Bids	Total Valid Equity Shares Tendered	No. of times the Buyback size
1.	Reserved category for Small Shareholders	37 Equity Shares for every 273 Equity Shares held on the Record Date	3705	797,555	1.55
2.	General category for all other Eligible Shareholders	13 Equity Shares for every 776 Equity Shares held on the Record Date	675	23,595,867	8.09
	Total		4,380	24,393,422	7.11

- All valid applications have been considered for the purpose of Acceptance in accordance with the Buyback Regulations and Paragraph 19 of the Letter of Offer.
- The communication of acceptance / rejection has been dispatched by the Registrar to the respective Shareholders, on March 28, 2018.
- The settlement of all valid bids was completed by the Clearing Corporation of India Limited (the "Clearing Corporation") on March 28, 2018. The funds in respect of accepted Equity Shares have been paid out to the respective shareholders or to the seller brokers / custodians for onward transfer to such Eligible Shareholders.
- Demat Equity Shares accepted under the Buyback have been transferred to the Company's separate demat account on March 28, 2018. The unaccepted demat Equity Shares have been returned to respective Seller Brokers / custodians by the Clearing Corporation on March 28, 2018. The unaccepted Equity Shares tendered in physical form have been returned to the respective Equity Shareholders at their registered address on March 28, 2018.
- The Company has extinguished 34,30,000 (Thirty Four Lakh Thirty Thousand) Equity Shares accepted under the Buyback, comprising of 34,29,951 Equity Shares in dematerialized form on March 28, 2018 and 49 Equity Shares in physical form on March 29, 2018.

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

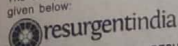
Particulars	Pre Buyback		Post Buyback	
	Number of Shares	Amount in (₹)	Number of Shares	Amount in (₹)
Authorised Share Capital				
Equity Shares of ₹ 1/- each	294,200,000	294,200,000	294,200,000	294,200,000
8% Non - Cumulative Redeemable Preference shares of ₹ 100/- each	3,000	300,000	3,000	300,000
Total Authorised Share Capital		294,500,000		294,500,000
Issued Capital				
Equity shares of ₹ 1/- each	180,978,084	180,978,084	177,548,084	177,548,084
Subscribed and Paid Up Capital				
Equity shares of ₹ 1/- each	177,833,084	177,833,084	174,403,084	174,403,084
Share Forfeiture Account		786,250		786,250

3.2. The Company has not accepted Equity Shares exceeding 1% of the total Equity Shares bought back from any of its Shareholders/beneficial owners under the Buyback.

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

Category of Shareholders	Pre Buyback Shareholding Pattern (as on Record Date, i.e. February 27, 2018)		Post Buyback Shareholding Pattern	
	No. of Shares	% Holding	No. of Shares	% Holding
Promoters Shareholding	122,512,656	68.89	120,460,261	69.07
Indian				
Foreign				
Sub Total (A)	122,512,656	68.89	120,460,261	69.07
Public Shareholding				
Institutions	6,447,072	3.62		
Mutual Funds / UTI	3,800	0.00		
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Sub Total (B)	177,833,084	100.00	174,403,084	100.00
Grand Total (A)+(B)				

4. **Manager to the Buyback**
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Name: RESURGENT INDIA LIMITED
Address: Unit No. 803-306, 9th Floor, Tower-C, Unitech Business Zone, Nirvana Country, Sector-50, Gurgaon - 122018
Tel.: +91 124 475 4550
Fax: +91 124 475 4584
Contact Person: Sudhir Chandi
E-mail: sudhir.chandi@resurgentindia.com
Website: www.resurgentindia.com
SEBI Registration No.: INM00012144

5. **Directors' Responsibility**
As per Regulation 19(1)(a) of the SEBI Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Post Buyback Public Announcement and confirm that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of
FDC Limited

Sd/-
Mohan Anand Chandavarkar
Managing Director
(DIN: 00043344)

Sd/-
Ashok Anand Chandavarkar
Wholetime Director
(DIN: 00042719)

Sd/-
Varsharani Katre
Company Secretary & Compliance Officer

Place: Mumbai
Date: March 29, 2018

FREEMAN

FDC LIMITED

Registered Office: B-4, M.I.D.C. Industrial Estate, Wadia-431 136, Dist. Aurangabad, Maharashtra.
Tel: +91 240 255 4407; Fax: +91 240 255 4299
Corporate Office: 14-4B, S.V. Road, Jyotireshwar (West), Mumbai - 400197, Maharashtra.
Tel: +91 22 3071 9215; Fax: +91 22 2678 8123
Website: www.fdcindia.com, E-mail: varsharani.katre@fdcindia.com
Contact Person: Ms. Varsharani Katre, Company Secretary and Compliance Officer

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- 1.2 The Company has adopted Tender Offer route for the purpose of Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICY/CELL/102015 dated April 13, 2015, as amended from time to time and CFDOCD/CAP/7019/131 dated December 05, 2016 ("SEBI Circular").
- 1.3 The Tendering Period for the Buyback Offer opened on Monday, March 12, 2018 and closed on Friday, March 23, 2018.

2. DETAILS OF BUYBACK

- 2.1 34,30,000 (Thirty Four Lakh Thirty Thousand) Equity Shares were bought back under the Buyback, at a price of ₹ 250 (Rupees Three Hundred Fifty Only) per Equity Share.
- 2.2 The total amount utilized in the Buyback is ₹ 139.95 Crore (Rupees One Hundred Twenty Nine Crore Five Lakh only) excluding the transaction cost, viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty etc., cost for the intermediaries appointed and other incidental costs.
- 2.3 The Registrar to the Buyback i.e. Shares Dynamic (India) Private Limited (the "Registrar"), considered 4,380 valid bids for 24,393,422 Equity Shares in response to the Buyback, resulting in the subscription of approximately 71.11% of the maximum number of shares proposed to be bought back. The details of valid bids considered by the Registrar to the Buyback Offer are as follows:

S. No.	Category of Shareholders	Nb. of Equity Shares reserved in Buyback	Nb. of Valid Bids	Total Valid Equity Shares Tenders	No. of Shares in the Buyback Size
1.	Reserved category for Small Shareholders	37 Equity Shares for every 273 Equity Shares held on the Record Date	3705	797,555	1.55
2.	General category for all other Eligible Shareholders	19 Equity Shares for every 776 Equity Shares held on the Record Date	675	23,595,867	8.99
	Total		4,380	24,393,422	7.11

- 2.4 All valid applications have been considered for the purpose of Acceptance in accordance with the Buyback Regulations and Paragraph 19 of the Letter of Offer.
- 2.5 The communication of acceptance / rejection has been dispatched by the Registrar to the respective Shareholders, on March 28, 2018.
- 2.6 The statement of all valid bids was completed by the Clearing Corporation of India Limited (the "Clearing Corporation") on March 28, 2018. The funds in respect of accepted Equity Shares have been paid out to the respective shareholders or to the seller brokers / outsiders for onward transfer to such Eligible Shareholders.
- 2.7 Demat Equity Shares accepted under the Buyback have been transferred to such Eligible Shareholders on March 28, 2018. The unaccepted demat Equity Shares have been returned to respective Seller Brokers / outsiders by the Clearing Corporation on March 28, 2018. The unaccepted Equity Shares tendered in physical form have been returned to the respective Equity Shareholders at their registered address on March 29, 2018.
- 2.8 The Company has extinguished 34,30,000 (Thirty Four Lakh Thirty Thousand) Equity Shares accepted under the Buyback, comprising of 14,79,351 Equity Shares in dematerialized form on March 28, 2018 and 49 Equity Shares in physical form on March 29, 2018.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

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

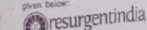
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8% Non-Cumulative Redeemable Preference shares of ₹ 100/- each	3,000	300,000	3,000	300,000
Total Authorized Share Capital		294,500,000		294,500,000
Issued Capital				
Equity shares of ₹ 1/- each	180,978,064	180,978,064	177,548,064	177,548,064
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Equity shares of ₹ 1/- each	177,833,084	177,833,084	174,403,084	174,403,084
Share Forfeiture Account		716,250		716,250

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

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Others				
Non Institutions	659	0.00		
NBFCs registered with RBI	26,304,305	14.93		
Individuals	5,045,086	2.84		
Others	55,320,428	31.11	53,942,823	30.93
Sub Total (B)	177,833,084	100.00	174,403,084	100.00
Grand Total (A+B)				

4. Manager to the Buyback
The Company has appointed Resurgent India Limited as the Manager to the Buyback and their contact details are given below:



RESURGENT INDIA LIMITED
Name : Unit No. 803-806, 8th Floor, Tower-C, Unitech Business Zone,
Address : Nirvana Country, Sector-56, Gurgaon - 120016
Tel : +91 124 475 4550
+91 124 475 4584
Fax : Sudhir Chandra
Contact Person : sudhir.chandra@resurgentindia.com
E-mail : www.resurgentindia.com
Website : INM000015144

5. Directors' Responsibility
As per Regulation 18(1)(a) of the SEBI Buyback Regulations, the Board of Directors of the Company accept full responsibility for the information contained in this Post Buyback Public Announcement and confirm that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of

FDC Limited

Sd/-
Mohan Anand Chandavarkar
Managing Director
(DIN: 00043344)

Sd/-
Ashok Anand Chandavarkar
Wholetime Director
(DIN: 00042719)

Sd/-
Varsharani Katre
Company Secretary &
Compliance Officer

Place : Mumbai
Date : March 29, 2018

PRESTIGE