

Date: August 09, 2023

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

BSE Scrip Code: 531599

NSE Symbol: FDC

Sub.: Outcome of Board Meeting held on August 09, 2023

Dear Sir/Madam,

Pursuant to Regulation 30 and 33 read with Schedule III of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), This is to inform you that the Board of Directors of FDC Limited ("the Company") at their meeting held today i.e. on August 09, 2023, has inter-alia, considered and approved the following:

1. The Unaudited Standalone and Consolidated Financial Results of the Company for the quarter ended June 30, 2023. *(The copy of said financial results and limited review report of the statutory auditors of the Company are enclosed herewith as "Annexure-A");*
2. Re-appointment of Ms. Nomita R. Chandavarkar (DIN: 00042332) as a Non-Executive Non Independent Director of the Company with effect from 02nd June, 2024 for the period of 5 (Five) years i.e. upto 01st June, 2029 subject to the approval of the Members at the ensuing Annual General Meeting of the Company. *(The brief profile is enclosed herewith as "Annexure-B");*

Pursuant to Circular No LIST/COMP/14/2018-19 dated June 20, 2018 w.r.t. Enforcement of SEBI Orders regarding Appointment of Directors by Listed Companies, we hereby affirm that Ms. Nomita R. Chandavarkar being appointed as an Non-Executive Non-Independent Director is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

3. Re-appointment of Mr. Mohan A. Chandavarkar (DIN: 00043344) as a Managing Director of the Company with effect from 01st April, 2024 for the period of 5 (Five) years i.e. upto 01st April, 2029 subject to the approval of the Members at the ensuing Annual General Meeting of the Company. *(The brief profile is enclosed herewith as "Annexure-B");*

Pursuant to Circular No LIST/COMP/14/2018-19 dated June 20, 2018 w.r.t. Enforcement of SEBI Orders regarding Appointment of Directors by Listed Companies, we hereby affirm that Mr. Mohan A. Chandavarkar being appointed as an Managing Director is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

4. Re-appointment of Mr. Nandan M. Chandavarkar (DIN: 00043511) as a Joint Managing Director of the Company with effect from 01st March, 2024 for the period of 5 (Five) years i.e. upto 01st March, 2029 subject to the approval of the Members at the ensuing Annual General Meeting of the Company. *(The brief profile is enclosed herewith as "Annexure-B");*

Pursuant to Circular No LIST/COMP/14/2018-19 dated June 20, 2018 w.r.t. Enforcement of SEBI Orders regarding Appointment of Directors by Listed Companies, we hereby affirm that Mr. Nandan M. Chandavarkar being appointed as an Joint Managing Director is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

5. With respect to Fair Deal Corporation Pharmaceutical SA (Pty) Ltd., South Africa ("**FDC SA**"), Subsidiary of the Company, board evaluated and approved following subject to necessary approvals and regulatory Compliances:
 - Acquisition of additional stake i.e. 7 % of paid up equity share capital in FDC SA from other existing shareholders and settlement of their existing outstanding loan with interest.
Post completion of the acquisition of additional stake, FDC SA will become a Wholly Owned Subsidiary of the Company.
 - Conversion of principal amount of Loan granted by the Company to FDC SA into fully paid up equity shares of FDC SA.

(The Details in terms of SEBI Circular Number SEBI/HO/CFD/CFDPoD-1/P/CIR/2023/123 dated July 13, 2023 are enclosed herewith as "Annexure-C").

6. With reference to our Intimation Letter dated August 03, 2023, we wish to inform you that the Board of Directors at its meeting held on August 09, 2023 has inter-alia approved the proposal to Buyback its own fully paid up Equity Shares of Re. 1/- each ("Equity Shares") from the equity shareholders of the Company as on Record Date, for upto 31,00,000 fully paid up Equity Shares (being 1.87% of the total paid up equity capital of the Company) at a price of Rs. 500/- (Rupees Five Hundred only) per equity share ("Buyback Offer Price") for an aggregate amount not exceeding Rs. 155,00,00,000 (Rupees One Hundred Fifty Five Crores Only) ("Offer Size"), excluding transaction costs, (being less than 10% of the Paid Up Capital and free reserves as on March 31, 2023) on a proportionate basis through the "Tender Offer" route as prescribed under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ("Buyback Regulations") as amended from time to time and the Companies Act, 2013 and the rules made thereunder ("Act") including statutory modification(s) or re-enactment of the Act, for the time being in force. *(The Details in terms of SEBI Circular Number SEBI/HO/CFD/CFDPoD-1/P/CIR/2023/123 dated July 13, 2023 are enclosed herewith as "Annexure-D");*

Pursuant to Regulation 42 of the SEBI Listing Regulations and Regulation 9(i) of the Buyback Regulations, the Board has fixed Friday, August 25, 2023, as the record date for the purpose



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

of determining the entitlement and names of the shareholders eligible to participate in the Buyback.

The public announcement setting out the process, timelines and other requisite details will be released in due course in accordance with the Buyback Regulations.

The Board Meeting commenced at 12.30 p.m. and concluded at 07:40 p. m.

Kindly take the above on record.

**Thanking you,
For FDC Limited,**

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



FDC Limited

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'Annexure - A'

FDC Limited

Statement of Unaudited Standalone Financial Results for the quarter ended June 30, 2023

(Rs. in lakhs)

Sr. No.	Particulars	Quarter Ended	Quarter Ended	Quarter Ended	Year Ended
		30.06.2023 (Unaudited)	31.03.2023 (Audited)	30.06.2022 (Unaudited)	31.03.2023 (Audited)
1	Revenue from operations	53,003.98	43,119.62	49,300.83	1,77,703.21
2	Other income	2,978.42	1,014.82	1,939.92	5,391.16
3	Total income (1+2)	55,982.40	44,134.44	51,240.75	1,83,094.37
4	Expenses				
	a) Cost of materials consumed	15,576.40	14,152.61	15,956.50	58,535.56
	b) Purchases of stock-in-trade	3,020.37	1,482.64	2,071.86	8,077.86
	c) Changes in inventories of finished goods, work in progress and stock-in-trade	(493.28)	(339.11)	621.83	(1,187.07)
	d) Employee benefits expense	10,547.17	9,811.19	9,783.43	38,698.89
	e) Finance costs	103.83	114.74	69.57	403.86
	f) Depreciation and amortisation expense	958.80	969.01	931.72	3,875.76
	g) Other expenses (Refer note 5)	12,352.67	12,624.48	12,865.26	48,120.40
	Total expenses	42,065.96	38,815.56	42,300.17	1,56,525.26
5	Profit before tax (3-4)	13,916.44	5,318.88	8,940.58	26,569.11
6	Tax expense				
	a) Current tax	3,050.00	1,480.00	2,430.00	6,900.00
	b) Deferred tax	11.31	114.79	(791.42)	(427.53)
7	Net profit after tax (5-6)	10,855.13	3,724.09	7,302.00	20,096.64
8	Other comprehensive income				
	(i) Items that will not be reclassified subsequently to profit or loss	123.28	815.15	(906.74)	92.50
	(ii) Income tax relating to items that will not be reclassified to profit or loss	(16.57)	(77.13)	(15.89)	(20.46)
	Total other comprehensive income (net of tax)	106.71	738.02	(922.63)	72.04
9	Total comprehensive income for the period (7+8)	10,961.84	4,462.11	6,379.37	20,168.68
10	Paid-up equity share capital (Face Value Re.1 each) (Refer note 3 & 4)	1,659.10	1,659.10	1,659.10	1,659.10
11	Other equity				1,96,414.89
12	Basic and diluted earnings per share (Rs.) (Face Value Re.1 each)	6.54	2.24	4.37	12.09
		Not annualised	Not annualised	Not annualised	Annualised

See accompanying notes to the unaudited standalone financial results

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: 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

Notes:

1. The above unaudited standalone financial results which are published in accordance with Regulation 33 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the quarter ended June 30, 2023 have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on August 09, 2023. The Statutory Auditors have carried out a limited review of the above results and have expressed an unmodified review conclusion. The above standalone unaudited financial results have been prepared in accordance with the recognition and measurement principles of Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013.
2. Financial results for all the period presented have been prepared in accordance with the recognition and measurement principles of Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.
3. The Board of directors, at its meeting held on August 09, 2023 have approved a proposal of the Company to buy-back 31,00,000 fully paid-up equity shares having face value of Re.1 each at a price of Rs.500/- per equity share from all the eligible equity shareholders of the Company on proportionate basis through the "Tender offer" route in accordance with SEBI (Buy-Back of Securities) Regulation, 2018.
4. The Company had completed the buyback of 29,00,000 equity shares having face value of Re. 1 each at a price of Rs. 475/- per share on May 09, 2022. The number of equity shares post buyback stands reduced to 16,59,10,084 shares having face value of Re. 1 each. Accordingly, the paid-up share capital also stands reduced to Rs. 16,59,10,084.
5. Other expenses includes mark-to-market loss on financial instruments for the quarter ended June 30, 2023 of Rs. NIL, for the quarter ended March 31, 2023 of Rs. 745.70 lakhs, for the quarter ended June 30, 2022 of Rs. 1,557.29 lakhs and for the year ended March 31, 2023 of Rs. NIL.
6. The figures for the quarter ended March 31, 2023 are the balancing figures between audited figures in respect of the full financial year up to March 31, 2023 and the unaudited published year-to-date figures up to December 31, 2022, being the date of the end of the third quarter of the financial year which were subjected to limited review.
7. The Company has only one segment of activity namely "Pharmaceuticals".
8. The above results are also available on the website of the Company i.e. www.fdcindia.com and on the website of the Stock Exchanges i.e. www.nseindia.com and www.bseindia.com.

**AMAR
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Place: Mumbai
Date: August 09, 2023

For and on behalf of the Board

MOHAN ANAND Digitally signed by
CHANDAVARKA MOHAN ANAND
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Mohan A. Chandavarkar
Managing Director
(DIN: 00043344)

B S R & Co. LLP

Chartered Accountants

14th Floor, Central B Wing and North C Wing,
Nesco IT Park 4, Nesco Center,
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Limited Review Report on unaudited standalone financial results of FDC Limited for the quarter ended 30 June 2023 pursuant to Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To the Board of Directors of FDC Limited

1. We have reviewed the accompanying Statement of unaudited standalone financial results of FDC Limited (hereinafter referred to as “the Company”) for the quarter ended 30 June 2023 (“the Statement”).
2. This Statement, which is the responsibility of the Company’s management and approved by its Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 “*Interim Financial Reporting*” (“Ind AS 34”), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”). Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 “*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*”, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Attention is drawn to the fact that the figures for the three months ended 31 March 2023 as reported in the Statement are the balancing figures between audited figures in respect of the full previous financial year and the published year to date figures up to the third quarter of the previous financial year. The figures up to the end of the third quarter of previous financial year had only been reviewed and not subjected to audit.
5. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it

B S R & Co. LLP

Limited Review Report (Continued)

FDC Limited

contains any material misstatement.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

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Amar Sunder

Partner

Mumbai

09 August 2023

Membership No.: 078305

UDIN:23078305BGWOMN7485



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

FDC Limited

Statement of Unaudited Consolidated Financial Results for the quarter ended June 30, 2023

(Rs. in lakhs)

Sr. No.	Particulars	Quarter Ended 30.06.2023 (Unaudited)	Quarter Ended 31.03.2023 (Audited)	Quarter Ended 30.06.2022 (Unaudited)	Year Ended 31.03.2023 (Audited)
1	Revenue from operations	53,637.67	43,480.37	49,466.14	1,78,375.02
2	Other Income	2,941.87	705.14	1,912.38	4,985.56
3	Total income (1+2)	56,579.54	44,185.51	51,378.52	1,83,360.58
4	Expenses				
	a) Cost of materials consumed	15,576.40	14,178.09	15,974.92	58,592.01
	b) Purchases of stock-in-trade	3,119.52	1,515.58	2,168.46	8,500.81
	c) Changes in inventories of finished goods, stock-in-trade and work-in-progress	(431.83)	(292.83)	594.99	(1,514.19)
	d) Employee benefits expense	10,625.19	9,921.27	9,857.95	39,089.54
	e) Finance costs	104.72	115.90	71.67	408.72
	f) Depreciation and amortisation expense	963.34	973.79	936.27	3,893.94
	g) Other expenses (Refer note 5)	12,548.11	13,262.85	13,069.38	48,609.42
	Total expenses	42,505.45	39,674.65	42,673.64	1,57,580.25
5	Profit before tax (3-4)	14,074.09	4,510.86	8,704.88	25,780.33
6	Tax Expense				
	a) Current tax	3,050.10	1,481.75	2,430.10	6,902.05
	b) Deferred tax	42.66	(37.19)	(791.42)	(504.53)
7	Profit for the period (5-6)	10,981.33	3,066.30	7,066.20	19,382.81
	Profit/(loss) attributable to non-controlling interest	(7.51)	(4.96)	(7.68)	(20.93)
	Profit/(loss) attributable to owners of the parent	10,988.84	3,071.26	7,073.88	19,403.74
8	Other Comprehensive Income				
	A (i) Items that will not be reclassified to profit or loss	123.28	815.15	(906.74)	92.50
	(ii) Income tax relating to items that will not be reclassified to profit or loss	(16.57)	(77.13)	(15.89)	(20.46)
	B (i) Items that will be reclassified to profit or loss	20.84	36.34	(84.45)	12.54
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	(5.99)	21.25	-
	Total other comprehensive income (net of tax)	127.55	768.37	(985.83)	84.58
	Other comprehensive income to non-controlling interest	(0.50)	4.52	(2.25)	(0.65)
	Other comprehensive income to owners of the parent	128.05	763.85	(983.58)	85.23
9	Total Comprehensive Income for the period (7+8)	11,108.88	3,834.67	6,080.37	19,467.39
	Total comprehensive income to non-controlling interest	(8.01)	(0.44)	(9.93)	(21.58)
	Total comprehensive income to owners of the parent	11,116.89	3,835.11	6,090.30	19,488.97
10	Paid-up equity share capital (Face Value Re.1 each) (Refer note 3 & 4)	1,659.10	1,659.10	1,659.10	1,659.10
11	Other equity				1,96,545.69
12	Basic & diluted Earnings per share (Rs.) (Face Value Re.1 each)	6.62	1.85	4.23	11.66
		Not annualised	Not annualised	Not annualised	Annualised

See accompanying notes to the unaudited consolidated financial results

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Tel.: 0240-255 4407 / 255 4299 / 255 4967 • Fax : 0240-255 4299

E-mail : waluj@fdcindia.com • CIN : I24239MH1940PL0003176

Notes:

1. The above unaudited consolidated financial results which are published in accordance with Regulation 33 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the quarter ended June 30, 2023 have been reviewed by the Audit Committee and approved by the Board of Directors of the Parent Company at their meeting held on August 09, 2023. The Statutory Auditors have carried out a limited review of the above results and have expressed an unmodified review conclusion. The above consolidated unaudited financial results have been prepared in accordance with the recognition and measurement principles of Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013
2. Financial results for all the period presented have been prepared in accordance with the recognition and measurement principles of Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.
3. The Board of Directors of the Parent Company, at its meeting held on August 09, 2023 have approved a proposal of the Company to buy-back 31,00,000 fully paid-up equity shares having face value of Re.1 each at a price of Rs.500/- per equity share from all the eligible equity shareholders of the Company on proportionate basis through the "Tender offer" route in accordance with SEBI (Buy-Back of Securities) Regulation, 2018.
4. The Parent Company had completed the buyback of 29,00,000 equity shares having face value of Re. 1 each at a price of Rs. 475/- per share on May 09, 2022. The number of equity shares post buyback stands reduced to 16,59,10,084 shares having face value of Re. 1 each. Accordingly, the paid-up share capital also stands reduced to Rs. 16,59,10,084.
5. Other expenses includes mark-to-market loss on financial instruments for the quarter ended June 30, 2023 of Rs. NIL, for the quarter ended March 23, 2023 of Rs. 745.70 lakhs, for the quarter ended June 30, 2022 of Rs. 1,557.29 lakhs and for the year ended March 31, 2023 of Rs. NIL.
6. The figures for the quarter ended March 31, 2023 are the balancing figures between audited figures in respect of the full financial year up to March 31, 2023 and the unaudited published year-to-date figures up to December 31, 2022, being the date of the end of the third quarter of the financial year which were subjected to limited review.
7. The Group has only one segment of activity namely "Pharmaceuticals".
8. The above results are also available on the website of the Parent Company i.e. www.fdcindia.com and on the website of the Stock Exchanges i.e. www.nseindia.com and www.bseindia.com.

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AMAR SUNDER
SUNDER Date: 2023.08.09
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Place: Mumbai
Date: August 09, 2023

For and on behalf of the Board

MOHAN ANAND Digitally signed by MOHAN
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Mohan A. Chandavarkar
Managing Director
(DIN: 00043344)

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Limited Review Report on unaudited consolidated financial results of FDC Limited for the quarter ended 30 June 2023 pursuant to Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To the Board of Directors of FDC Limited

1. We have reviewed the accompanying Statement of unaudited consolidated financial results of FDC Limited (hereinafter referred to as “the Parent”), and its subsidiaries (the Parent and its subsidiaries together referred to as “the Group”) for the quarter ended 30 June 2023 (“the Statement”), being submitted by the Parent pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”).
2. This Statement, which is the responsibility of the Parent’s management and approved by the Parent’s Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 “*Interim Financial Reporting*” (“Ind AS 34”), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 “*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*”, issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

4. The Statement includes the results of the following entities:

Sr.No.	Name of component	Relationship
1	FDC International Limited, United Kingdom	Wholly owned subsidiary
2	FDC Inc., United States of America	Wholly owned subsidiary
3	Fair Deal Corporation Pharmaceuticals SA (Pty) Ltd., Republic of South Africa	Subsidiary

5. Attention is drawn to the fact that the figures for the three months ended 31 March 2023 as reported in the Statement are the balancing figures between audited figures in respect of the full previous financial year and the published year to date figures up to the third quarter of the previous financial year. The figures up to the end of the third quarter of previous financial year had only been reviewed and not subjected to audit.

Registered Office:

B S R & Co. (a partnership firm with Registration No. BA61223) converted into B S R & Co. LLP (a Limited Liability Partnership with LLP Registration No. AAB-8181) with effect from October 14, 2013

14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Center, Western Express Highway, Goregaon (East), Mumbai - 400063

Limited Review Report (Continued)

FDC Limited

6. Based on our review conducted and procedures performed as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.
7. The Statement includes the interim financial information of three subsidiaries which have not been reviewed, whose interim financial information reflects total revenues (before consolidation adjustments) of Rs. 781.18 Lakhs, total net loss after tax (before consolidation adjustments) of Rs. 12.23 Lakhs and total comprehensive income (before consolidation adjustments) of Rs. 8.61 Lakhs, for the quarter ended 30 June 2023, as considered in the Statement. According to the information and explanations given to us by the Parent's management, these interim financial information are not material to the Group.

Our conclusion is not modified in respect of this matter.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248W/W-100022

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by AMAR SUNDER
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Amar Sunder

Partner

Mumbai

09 August 2023

Membership No.: 078305

UDIN:23078305BGWOMM5770

Details pursuant Regulation 30 and Schedule III of SEBI Listing Regulations read with SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Name	Ms. Nomita R. Chandavarkar	Mr. Mohan A. Chandavarkar	Mr. Nandan M. Chandavarkar
Reason for Change	Re-appointment	Re-appointment	Re-appointment
Date & Term of Re-appointment	Re-appointment as Non-Executive Non Independent Director of the Company for further period of 5 years i.e. from 02 nd June, 2024 to 01 st June, 2029.	Re-appointment as Managing Director of the Company for the further period of 5 years i.e. from 01 st April, 2024 to 31 st March, 2029.	Re-appointment as Joint Managing Director of the Company for the further period of 5 years i.e. from 01 st March, 2024 to 28 th February, 2029.
Brief Profile	Ms. Nomita Chandavarkar is a commerce graduate from the University of Bombay.	Mr. Mohan Chandavarkar is a graduate, with a Bachelor of Science (Hons.) Degree from the Bombay University. He has rich and varied experience of 56 years, in the fields of Production, Marketing Operations, International Business and Administration of the Company. He is actively involved in commercial, marketing, technical & operations, research & development business of the Company.	Mr. Nandan Chandavarkar is a Graduate, with a Bachelor of Pharmacy Degree from the Karnataka University. He has vast experience of around 30 years in the fields of Technical, Regulatory and Marketing Operations of the Company. He is actively involved in Commercial, marketing operations of the Company.
Disclosure of relationships between Directors	Ms. Nomita Chandavarkar is niece of Mr. Mohan Chandavarkar and Mr. Ashok Chandavarkar and cousin of Mr. Nandan Chandavarkar and Mr. Ameya Chandavarkar.	Mr. Mohan Chandavarkar is father of Mr. Nandan Chandavarkar, brother of Mr. Ashok Chandavarkar, and uncle of Ms. Nomita Chandavarkar and Mr. Ameya Chandavarkar.	Mr. Nandan Chandavarkar is son of Mr. Mohan Chandavarkar, nephew of Mr. Ashok Chandavarkar, and cousin of Mr. Ameya Chandavarkar and Ms. Nomita Chandavarkar.

Details pursuant Regulation 30 and Schedule III of SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Sr. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	<p>Fair Deal Corporation Pharmaceutical SA (Pty) Ltd., South Africa ("FDC SA") is an existing Subsidiary of FDC Limited.</p> <p>Issued, Subscribed & Paid-up Capital- Rand 325,000 divided into 325,000 shares of 1 Rand each.</p> <p>The turnover of FDC SA as at March 31, 2023 was Rand. 11,900,397.</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group Companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	<p>FDC SA is related party of the Company as per Section 2(76) of the Companies Act, 2013 and hence transactions between the Company and FDC SA are Related Party Transactions pursuant to Regulation 2(1)(zc) of SEBI Listing Regulations.</p> <p>The price for conversion and acquisition has been determined on the basis of an Independent Valuation Report. The transaction is being done on an arm's length basis.</p> <p>The transaction has been approved by the Audit Committee and Board of Directors of the Company subject to necessary approvals and regulatory Compliances.</p> <p>The promoter/promoter group/group companies are not interested.</p>
3.	Industry to which the entity being acquired belongs;	Marketing & Distribution of Medical, Pharmaceuticals and related products.
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	Post completion of the acquisition, FDC SA will become a Wholly Owned Subsidiary of the Company.



FDC Limited

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5.	Brief details of any governmental or regulatory approvals required for the acquisition	Subject to applicable regulatory approvals/compliances, if any , at the time of execution of arrangement.								
6.	Indicative time period for completion of the acquisition	Not Applicable								
7.	Consideration - whether cash consideration or share swap or any other form and details of the same	1. Acquisition from existing shareholders through cash consideration and settlement of their existing outstanding loan with interest. 2. The Company will acquire shares pursuant to Conversion of its loan into equity shares.								
8.	Cost of acquisition and/or the price at which the shares are acquired	Transaction will be done as per fair valuation of shares of FDC SA.								
9.	Percentage of shareholding / control acquired and / or number of shares acquired	On acquisition of additional stake from existing shareholders, FDC SA will become a Wholly Owned Subsidiary of the Company.								
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>Fair Deal Corporation Pharmaceutical SA (Pty) Ltd is existing subsidiary of FDC Limited was incorporated in South Africa on April 10, 2003 with an object of Marketing & Distribution of Medical, Pharmaceuticals and related products.</p> <p>The turnover of FDC SA for past 3 years is as follows:</p> <table border="1"> <thead> <tr> <th>Year</th> <th>Amount (In Rand)</th> </tr> </thead> <tbody> <tr> <td>FY 2022-23</td> <td>11,900,397</td> </tr> <tr> <td>FY 2021-22</td> <td>4,621,041</td> </tr> <tr> <td>FY 2020-21</td> <td>218,085</td> </tr> </tbody> </table>	Year	Amount (In Rand)	FY 2022-23	11,900,397	FY 2021-22	4,621,041	FY 2020-21	218,085
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Details pursuant Regulation 30 and Schedule III of SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Number of securities proposed for buyback	31,00,000 Equity Shares
Number of securities proposed for buyback as a percentage of existing paid up capital	1.87% of fully paid up equity share capital of the Company
Buyback Price	Rs. 500 per Equity Share (" Buyback Offer Price ")
Actual securities in number and percentage of existing paid up capital bought back	Can be ascertained only after Record Date

Pre & post Shareholding Pattern of the Company

Sr. No.	Category	Equity Shares held (Pre Buyback)	Percentage of Shareholding (%) (Pre Buyback)
(A)	Shareholding of Promoter and Promoter Group		
1	Promoters	8,99,92,904	54.24
2	Bodies Corporate	2,53,06,518	15.25
	Total Shareholding of Promoter and Promoter Group (A)	11,52,99,422	69.50
(B)	Public Shareholding		
1	Public	2,47,64,917	14.93
2	Foreign Portfolio Investors (Corporate)	63,05,230	3.80
3	Mutual Funds	1,33,22,840	8.03
4	Other Bodies Corporate	28,34,728	1.71
5	Non Resident Indians (NRIs)	17,39,594	1.05
6	Hindu Undivided Family	8,80,489	0.53
7	IEPF	3,33,254	0.20
8	Alternate Investment Funds	2,12,088	0.13
9	Insurance Companies	1,87,225	0.11
10	LLP	24,753	0.01
11	Clearing Members	3,218	0.00



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12	NBFCs registered with RBI	1,089	0.00
13	Trusts	1,237	0.00
	Total Shareholding of Public (B)	5,06,10,662	30.50
	TOTAL (A+B)	16,59,10,084	100.00

**The shareholding is considered as per the last weekly beneficiary position data furnished by the RTA / depositories as on August 04, 2023.*

***The post Buyback shareholding pattern of the Company can be ascertained only after Record Date.*

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