



**FDC LIMITED**

**CIN NO: L24239MH1940PLC003176**

**Registered Office:** B - 8, MIDC Industrial Estate, Waluj - 431 136, District Aurangabad, Maharashtra.  
**R&D, Training Centre and Corp. Office:** 142 - 48, Swami Vivekananda Road, Jogeshwari (West), Mumbai - 400 102.  
**Website:** www.fdcindia.com; **E-mail Id:** investors@fdcindia.com  
**Tel:** 0240-2554407; **Fax:** 0240-2554299

**NOTICE** is hereby given that the Seventy Ninth Annual General Meeting of **FDC Limited** will be held on **Friday, September 27, 2019, at 10.00 a.m.** at WelcomHotel Rama International, R-3, Chikalhana, Aurangabad - 431 210, Maharashtra, to transact the following business:

**ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.**
- 2. To appoint a Director in place of Ms. Nomita R. Chandavarkar (DIN: 00042332) who retires by rotation and being eligible, offers herself for re-appointment.**

**SPECIAL BUSINESS:**

- 3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable statutes, laws, rule(s), regulation(s), guideline(s), circular(s) etc., in force at the relevant time (including any statutory modifications, amendments or re-enactments thereof), approval of the shareholders be and is hereby accorded for the re-appointment of Mr. Nandan M. Chandavarkar, as a Joint Managing Director of the Company for a period of 5 (five) years w.e.f. March 01, 2019, on the following terms and conditions including remuneration and perquisites upto a maximum as recommended by Nomination and Remuneration Committee of the Board, as may be permitted under Schedule V of the Companies Act, 2013, or any modification or re-enactment thereof as in force for the period covered under the Agreement to be entered into by the Company with Mr. Nandan M. Chandavarkar or on the basis of such other law or notification as may be permissible or applicable: ("said appointee")

- 1. The material terms of the said Agreement are as follows:**
  - i. Term:** March 01, 2019 to February 29, 2024
  - ii. Salary:** From March 01, 2019 to March 31, 2019 shall be Rs. 3,60,000/- (Rupees Three Lacs Sixty Thousand only) p.m. From April 01, 2019 onwards the salary shall be Rs. 5,00,000/- (Rupees Five Lacs Only) p.m. with an annual increment of Rs. 15,000 (Rupees Fifteen Thousand Only) in the basic salary rising upto maximum salary of Rs. 5,60,000 (Rupees Five Lacs Sixty Thousand Only) p.m. Annual increments every year, for the term, will be effective from April.
  - iii. Commission:** In addition to salary and perquisites, commission not exceeding 0.45 percent of the net profits of the Company in a financial year, computed in the manner laid down in Section 198 of the Companies Act, 2013 and subject to the overall ceilings laid-down under Sections 198 of the Companies Act, 2013.
- 2. Perquisites:** In addition to the salary and commission as mentioned in clause 1 above, the said appointee shall be entitled to perquisites as under:
  - i. Housing:** The expenditure incurred by the company on hiring furnished accommodation for the appointee shall be subject to a ceiling of 60% of his salary. However, if the Company does not provide the appointee residential accommodation, the said appointee is entitled to house rent allowance of 60% of his salary. Besides, the Company shall provide amenities such as gas, electricity, water and furnishings subject to a ceiling of 10% of salary, computed as per Income Tax Rules, 1962.
  - ii. Medical, hospitalization and health care expenses:** Reimbursement of medical, hospital and nursing expenses including mediclaim policy premium paid by the Company and where recommended by a medical practitioner, travelling expenses for this purpose in or outside India for himself, his spouse and dependent children actually incurred subject to a ceiling of 1 (one) month's salary per year or 3, (three) months' salary in a block period of 3 (three) years.
  - iii. Leave Travel Concession:** For the appointee, his wife and dependent children once a year, in accordance with any rules specified by the Company subject to a ceiling of 1 (one) month's salary during leave for holidaying in any place or places in India not more frequently than once in a year, including travelling expenses by air and/or air-conditioned first class by rail, subject to a condition that he will not be entitled to any expenses of stay at any holiday resort.

- iv. Club Fees: Reimbursement of club fees, subject to a maximum of 2 (two) clubs, excluding life membership and admission fees.
  - v. Personal Accident Insurance: As per any rules specified by the Company.
  - vi. Health Mediclaim Insurance: As per any rules specified by the Company.
  - vii. Provident Fund : Company's contribution to provident fund shall be as per the scheme applicable to the employee's of the Company, but not exceeding 12% of the salary or such other limits as prescribed by the Government.
  - viii. Contribution to Superannuation Fund and Pension Scheme: The Company's contribution towards pension and/or superannuation fund shall be an amount equivalent to 15% of the salary, as applicable to the other senior officers of the Company. Contribution to provident fund, superannuation fund will not be included in the Computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act.
  - ix. Gratuity: As per the rules of the Company, payable in accordance with the approved gratuity fund which shall not exceed half month's salary for each completed year of service.
  - x. Ex- Gratia: In accordance with the Company's rules and regulations in force from time to time.
  - xi. Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the said appointee.
  - xii. Land line telephone/mobile phone/internet for official use.
3. Where in any financial year during the currency of the tenure of the said appointee the Company has no profit or inadequacy of profits, the remuneration by way of salary, commission and perquisites shall not exceed, the maximum limits prescribed in Schedule V to the Companies Act, 2013, except with the approval of the Central Government wherever necessary.
  4. The said appointee shall be eligible for annual privilege leave on full salary for a period of 21 (twenty one) days and such leave shall be allowed to be accumulated for not more than 90 (ninety) days during the tenure of his appointment. Encashment of unavailed privilege leave at the end of the tenure of appointment will not be included in the computation of the ceiling on perquisites.
  5. The said appointee shall be entitled to:
    - (i) Reimbursement of expenses actually and properly incurred for the business of the Company as well as other expenses incurred by the appointee in the performance of duties on behalf of the Company.
    - (ii) The reimbursement of travelling, hotel and other expenses incurred by the appointee in India and abroad exclusively for the business of the Company.
  6. The said appointee shall unless prevented by ill-health throughout the said term devote his whole time attention and abilities to the business of the Company and shall carry out the directions issued from time to time by the Board of Directors and shall in all respects conform to and comply with the directions and regulations made by the board and shall well and faithfully serve the Company and use his utmost endeavors to promote the interests of the Company.
  7. The salary payable to the said appointee in terms of Clause 1, hereof shall continue to be paid to him in full during the first 6 (six) months of his illness or for causes beyond his control which would enforce his absence from duties and thereafter at the rate of one half of such salary during such absence until he shall have been so absent for a continuous period of 12 (twelve) months or until this Agreement is determined as hereinafter provided, whichever is earlier.
  8. The said appointee shall not at any time or times during or after the continuance of his employment divulge, disclose or make public any of the secrets regarding the accounts, transactions or processes or regarding specifications, technical and patent information, formulae and know-how to be used for the manufacture or processing of drugs and products of the Company or any of the secrets regarding its plant, facilities, machinery and equipments, information and organization of production and material flow as well as methods and procedures of production or dealings of the Company which shall come to his knowledge whether the same shall be confided to him or become known to him as director or in any other manner whatsoever during the course of his employment.
  9. In the case of death of the said appointee in the course of his employment, the Company shall pay to his legal representatives the remuneration for the then current month in addition to such other sum as the Board may determine.
  10. If the said appointee shall, in the opinion of the Board of Directors, fail for 6 (six) consecutive months to perform or be negligent in his duty to the Company, the Company may by notice in writing determine this Agreement.
  11. The said appointee shall not during the continuance of this Agreement, or for a period of 3 (three) years after the termination thereof, without the consent in writing of the Company, either solely or jointly with or as manager or agent

for any other person or persons directly or indirectly carry on or be engaged in such business as the Company has been carrying on for the last preceding 3 (three) years.

12. The said appointee hereby agrees that he will not at any time after determination of his employment:
  - (i) Solicit the custom of or deal with any person or Company who has during the three/five years preceding such determination been a customer of Company; and
  - (ii) Represent himself as being in any way directly or indirectly connected with or interested in the business of the Company.
13. Subject to Section 191 of the Companies Act, 2013 in the event of the Company at any time transferring its undertaking to another Company for any reason whatsoever the Company may make it one of the terms and conditions of such transfer that such other Company shall appoint the said appointee as a member of such other Company upon the same terms and conditions as are herein contained.
14. In the event of the Company being wound up voluntarily and in case it is able to pay its debts, the said appointee shall be paid by the Company or by its liquidator in priority to all other creditors as compensation for the loss of his employment as the appointee the sum equal to his 12 (twelve) months' remuneration consisting of salary on the basis of the last salary drawn and such compensation shall at all times be the first charge on the assets of the Company.
15. Notwithstanding anything to the contrary contained in the Agreement, either party shall be entitled to terminate this Agreement, at anytime giving the other party 90 (ninety) days notice in writing in that behalf.

4. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable statutes, laws, rule(s), regulation(s), guideline(s), circular(s) etc., in force at the relevant time (including any statutory modifications, amendments or re-enactments thereof), the approval of the shareholders be and is accorded for the re-appointment of Mr. Ameya A. Chandavarkar (DIN: 00043238) as an Executive Director of the Company and designate him as 'Chief Executive Officer (CEO) - International Business & Executive Director' for a period of 5 (five) years w.e.f. November 01, 2019, on following terms & conditions including remuneration as recommended by Nomination and Remuneration Committee of the Board as may be permitted under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof as in force for the period covered under the Agreement to be entered into by the Company with Mr. Ameya A. Chandavarkar or on the basis of such other law or notification as may be permissible or applicable ("said appointee"):

1. The material terms of the said Agreement are as follows:
  - i. Term: November 01, 2019 to October 31, 2024
  - ii. Salary: Rs. 2,76,000/- (Rupees Two Lacs Seventy Six Thousand Only) p.m. w.e.f. from November 01, 2019, with an annual increment of Rs. 12,500 (Rupees Five Thousand Only) in basic salary, upto to maximum salary of Rs. 3,26,000 (Rupees Three Lacs Twenty Six Thousand Only) p.m. Annual increments every year, for the term, will be effective from November 01, 2019.
  - iii. Commission: In addition to salary and perquisites, commission not exceeding 0.35 percent of the net profits of the Company in a financial year, computed in the manner laid down in Section 198 of the Companies Act 2013 and subject to the overall ceilings laid-down under Sections 197 of the Companies Act, 2013 and Schedule V of the Companies Act, 2013.
2. Perquisites: In addition to the salary and commission as mentioned in clause 1 above, the said appointee shall be entitled to perquisites as under:
  - i. Housing: The expenditure incurred by the company on hiring furnished accommodation for the appointee shall be subject to a ceiling of 60% of his salary. However, if the Company does not provide the appointee residential accommodation, the said appointee is entitled to house rent allowance of 60% of his salary. Besides, the Company shall provide amenities such as gas, electricity, water and furnishings subject to a ceiling of 10% of salary, computed as per Income Tax Rules, 1962.
  - ii. Medical, hospitalization and health care expenses: Reimbursement of medical, hospital and nursing expenses including mediclaim policy premium paid by the Company and where recommended by a medical practitioner travelling expenses for this purpose in or outside India for himself, his spouse and dependent children actually incurred subject to a ceiling of 1 (one) month's salary per year or 5 (five) months' salary in a block period of 5 (five) years.

- iii. Leave Travel Concession: For the appointee, his wife and dependent children once a year, in accordance with any rules specified by the Company subject to a ceiling of 1 (one) month's salary during leave for holidaying in any place or places in India not more frequently than once in a year, including travelling expenses by air and/or air-conditioned first class by rail, subject to a condition that he will not be entitled to any expenses of stay at any holiday resort.
  - iv. Club Fees: Reimbursement of club fees, subject to a maximum of 2 (two) clubs, excluding life membership and admission fees.
  - v. Personal Accident Insurance: As per any rules specified by the Company.
  - vi. Health Mediclaim Insurance: As per any rules specified by the Company.
  - vii. Provident Fund : Company's contribution to provident fund shall be as per the scheme applicable to the employee's of the Company, but not exceeding 12% of the salary or such other limits as prescribed by the Government.
  - viii. Contribution to Superannuation Fund and Pension Scheme: The Company's contribution towards pension and/or superannuation fund shall be an amount equivalent to 15% of the salary, as applicable to the other senior officers of the Company. Contribution to provident fund, superannuation fund will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act.
  - ix. Gratuity: As per the rules of the Company, payable in accordance with the approved gratuity fund which shall not exceed half month's salary for each completed year of service.
  - x. Ex - Gratia: In accordance with the Company's rules and regulations in force from time to time.
  - xi. Provision of car for use on Company's business and telephone at residence will not be considered as perquisites.
  - xii. Land line telephone/ mobile phone/ internet for official use.
3. Where in any financial year during the currency of the tenure of the said appointee, the Company has no profit or inadequacy of profits, the remuneration by way of salary, commission and perquisites shall not exceed, the maximum limits prescribed in Schedule V to the Companies Act, 2013, except with the approval of the Central Government wherever necessary.
  4. The said appointee shall be eligible for annual privilege leave on full salary for a period of 21 (twenty one) days and such leave shall be allowed to be accumulated for not more than 90 (ninety) days during the tenure of his appointment. Encashment of unavailed privilege leave at the end of the tenure of appointment will not be included in the computation of the ceiling on perquisites.
  5. The said appointee shall be entitled to :
    - i. Reimbursement of expenses actually and properly incurred for the business of the Company as well as other expenses incurred by the appointee in the performance of duties on behalf of the Company.
    - ii. The reimbursement of travelling, hotel and other expenses incurred by the appointee in India and abroad exclusively for the business of the Company.
  6. The said appointee shall unless prevented by ill-health throughout the said term devote his whole time attention and abilities to the business of the Company and shall carry out the directions issued from time to time by the board of directors and shall in all respects conform to and comply with the directions and regulations made by the Board and shall well and faithfully serve the Company and use his utmost endeavors to promote the interests of the Company.
  7. The salary payable to the said appointee in terms of Clause 1, hereof shall continue to be paid to him in full during the first 6 (six) months of his illness or for causes beyond his control which would enforce his absence from duties and thereafter at the rate of one half of such salary during such absence until he shall have been so absent for a continuous period of 12 (twelve) months or until this Agreement is determined as hereinafter provided, whichever is earlier.
  8. The said appointee shall not at any time or times during or after the continuance of his employment divulge, disclose or make public any of the secrets regarding the accounts, transactions or processes or regarding specifications, technical and patent information, formulae and know-how to be used for the manufacture or processing of drugs and products of the Company or any of the secrets regarding its plant, facilities, machinery and equipments, information and organization of production and material flow as well as methods and procedures of production or dealings of the Company which shall come to his knowledge whether the same shall be confided to him or become known to him as Director or in any other manner whatsoever during the course of his employment.
  9. In the case of death of the said appointee in the course of his employment, the Company shall pay to his legal representatives the remuneration for the current month in addition to such other sum as the Board may determine.
  10. If the said appointee shall, in the opinion of the Board of Directors, fail for 6 (six) consecutive months to perform or be negligent in his duty to the Company, the Company may by notice in writing determine this Agreement.

11. The said appointee shall not during the continuance of this Agreement, or for a period of 3 (three) years after the termination thereof, without the consent in writing of the Company, either solely or jointly with or as manager or agent for any other person or persons directly or indirectly carry on or be engaged in such business as the Company has been carrying on for the last preceding 3 (three) years.
  12. The said appointee hereby agrees that he will not at any time after determination of his employment:
    - i. Solicit the custom of or deal with any person or Company who has during the three/five years preceding such determination been a customer of the Company; and
    - ii. Represent himself as being in any way directly or indirectly connected with or interested in the business of the Company.
  13. Subject to Section 191 of the Companies Act 2013 in the event of the Company at any time transferring its undertaking to another Company for any reason whatsoever the Company may make it one of the terms and conditions of such transfer that such other Company shall appoint the said appointee as a member of such other Company upon the same terms and conditions as are herein contained.
  14. In the event of the Company being wound up voluntarily and in case it is able to pay its debts, the said appointee shall be paid by the Company or by its liquidator in priority to all other creditors as compensation for the loss of his employment as the appointee the sum equal to his (12) twelve months' remuneration consisting of salary on the basis of the last salary drawn and such compensation shall at all times be the first charge on the assets of the Company.
  15. Notwithstanding anything to the contrary contained in the Agreement, either party shall be entitled to terminate this Agreement, at anytime giving the other party 90 (ninety) days notice in writing in that behalf.
5. To consider and if thought fit, to pass the following resolution as a **Ordinary Resolution**:

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable statutes, laws, rule(s), regulation(s), guideline(s), circular(s) etc., in force at the relevant time (including any statutory modifications, amendments or re-enactments thereof), Approval of the Shareholders be and are accorded for the re-appointment of Ms. Nomita R. Chandavarkar (DIN:00042332) as an Executive Director of the Company for a period of 5 (five) years with effect from June 02, 2019, on the following terms and conditions, remuneration and perquisites upto a maximum as recommended by the Nomination and Remuneration Committee of the Board and as may be permitted under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof as in force for the period covered under the Agreement to be entered into by the Company with Ms. Nomita R. Chandavarkar or on the basis of such other law or notification as may be permissible or applicable ("said appointee"):

1. The material terms of the said Agreement are as follows:
  - i. Term: June 02, 2019 to June 01, 2024
  - ii. Salary: Rs. 1,25,000 (Rupees One Lakhs Twenty Five Thousand Only) p.m. w.e.f. from June 02, 2019, with an annual increment of Rs. 5,000 (Rupees Five Thousand Only) in the basic salary, upto to maximum salary of Rs. 1,45,000 (Rupees One Lakhs Forty Five Thousand only) p.m. Annual increments every year for the term, will be effective from June 02, 2019.
  - iii. Commission: In addition to salary and perquisites, commission not exceeding 0.15 percent of the net profits of the Company in a financial year, computed in the manner laid down in Section 198 of the Companies Act 2013 and subject to the overall ceilings laid-down under Sections 197 of the Companies Act, 2013 and Schedule V of the Companies Act, 2013.
2. Perquisites: In addition to the salary and commission as mentioned in clause 1 above, the said appointee shall be entitled to perquisites as under:
  - i. Housing: The expenditure incurred by the company on hiring furnished accommodation for the appointee shall be subject to a ceiling of 60% of her salary. However, if the Company does not provide the appointee residential accommodation, the said appointee is entitled to house rent allowance of 60% of her salary. Besides, the Company shall provide amenities such as gas, electricity, water and furnishings subject to a ceiling of 10% of salary, computed as per Income Tax Rules, 1962.
  - ii. Medical, hospitalization and health care expenses: Reimbursement of medical, hospital and nursing expenses including mediclaim policy premium paid by the Company and where recommended by a medical practitioner travelling expenses for this purpose in or outside India for herself, her spouse and dependent children actually incurred subject to a ceiling of 1 (one) month's salary per year or 5 (five) months' salary in a block period of 5 (five) years.

- iii. Leave Travel Concession: For the appointee, her husband and dependent children once a year, in accordance with any rules specified by the Company subject to a ceiling of 1 (one) month's salary during leave for holidaying in any place or places in India not more frequently than once in a year, including travelling expenses by air and/or air-conditioned first class by rail, subject to a condition that she will not be entitled to any expenses of stay at any holiday resort.
  - iv. Club Fees: Reimbursement of club fees, subject to a maximum of 2 (two) clubs, excluding life membership and admission fees.
  - v. Personal Accident Insurance: As per any rules specified by the Company.
  - vi. Health Mediclaim Insurance: As per any rules specified by the Company.
  - vii. Provident Fund : Company's contribution to provident fund shall be as per the scheme applicable to the employee's of the Company, but not exceeding 12% of the salary or such other limits as prescribed by the Government.
  - viii. Gratuity: As per the rules of the Company, payable in accordance with the approved gratuity fund which shall not exceed half month's salary for each completed year of service.
  - ix. Ex - Gratia: In accordance with the Company's rules and regulations in force from time to time.
  - x. Provision of car for use on Company's business and telephone at residence will not be considered as perquisites.
  - xi. Land line telephone/ mobile phone/ internet for official use.
3. Where in any financial year during the currency of the tenure of the said appointee, the Company has no profit or inadequacy of profits, the remuneration by way of salary, commission and perquisites shall not exceed, the maximum limits prescribed in Schedule V to the Companies Act, 2013, except with the approval of the Central Government wherever necessary.
  4. The said appointee shall be eligible for annual privilege leave on full salary for a period of 21 (twenty one) days and such leave shall be allowed to be accumulated for not more than 90 (ninety) days during the tenure of her appointment. Encashment of unavailed privilege leave at the end of the tenure of appointment will not be included in the computation of the ceiling on perquisites.
  5. The said appointee shall be entitled to :
    - i. Reimbursement of expenses actually and properly incurred for the business of the Company as well as other expenses incurred by the appointee in the performance of duties on behalf of the Company.
    - ii. The reimbursement of travelling, hotel and other expenses incurred by the appointee in India and abroad exclusively for the business of the Company.
  6. The said appointee shall unless prevented by ill-health throughout the said term devote her whole time attention and abilities to the business of the Company and shall carry out the directions issued from time to time by the board of directors and shall in all respects conform to and comply with the directions and regulations made by the Board and shall well and faithfully serve the Company and use her utmost endeavors to promote the interests of the Company.
  7. The salary payable to the said appointee in terms of Clause 1, hereof shall continue to be paid to her in full during the first 6 (six) months of her illness or for causes beyond her control which would enforce her absence from duties and thereafter at the rate of one half of such salary during such absence until she shall have been so absent for a continuous period of 12 (twelve) months or until this Agreement is determined as hereinafter provided, whichever is earlier.
  8. The said appointee shall not at any time or times during or after the continuance of her employment divulge, disclose or make public any of the secrets regarding the accounts, transactions or processes or regarding specifications, technical and patent information, formulae and know-how to be used for the manufacture or processing of drugs and products of the Company or any of the secrets regarding its plant, facilities, machinery and equipments, information and organization of production and material flow as well as methods and procedures of production or dealings of the Company which shall come to her knowledge whether the same shall be confided to her or become known to her as Director or in any other manner whatsoever during the course of her employment.
  9. In the case of death of the said appointee in the course of her employment, the Company shall pay to her legal representatives the remuneration for the current month in addition to such other sum as the Board may determine.
  10. If the said appointee shall, in the opinion of the Board of Directors, fail for 6 (six) consecutive months to perform or be negligent in her duty to the Company, the Company may by notice in writing determine this Agreement.
  11. The said appointee shall not during the continuance of this Agreement, or for a period of 3 (three) years after the termination thereof, without the consent in writing of the Company, either solely or jointly with or as manager or agent for any other person or persons directly or indirectly carry on or be engaged in such business as the Company has been carrying on for the last preceding 3 (three) years.

12. The said appointee hereby agrees that she will not at any time after determination of her employment:
  - i. Solicit the custom of or deal with any person or Company who has during the three/five years preceding such determination been a customer of the Company; and
  - ii. Represent himself as being in any way directly or indirectly connected with or interested in the business of the Company.
13. Subject to Section 191 of the Companies Act, 2013 in the event of the Company at any time transferring its undertaking to another Company for any reason whatsoever the Company may make it one of the terms and conditions of such transfer that such other Company shall appoint the said appointee as a member of such other Company upon the same terms and conditions as are herein contained.
14. In the event of the Company being wound up voluntarily and in case it is able to pay its debts, the said appointee shall be paid by the Company or by its liquidator in priority to all other creditors as compensation for the loss of her employment as the appointee the sum equal to her (12) twelve months' remuneration consisting of salary on the basis of the last salary drawn and such compensation shall at all times be the first charge on the assets of the Company.
15. Notwithstanding anything to the contrary contained in the Agreement, either party shall be entitled to terminate this Agreement, at anytime giving the other party 90 (ninety) days notice in writing in that behalf.

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

**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161 read with schedule IV and all other applicable provisions of the Companies Act, 2013 ("Act") and Companies (Appointment and Qualification of Directors) Rules, and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable statutes, laws, rule(s), regulation(s), guideline(s), circular(s) etc., in force at the relevant time (including any statutory modifications, amendments or re-enactments thereof) and as recommended by the Nomination and Remuneration Committee of the Board the approval of the shareholders be and is accorded for the reappointment of CA. Swati S. Mayekar as Non-Executive & Independent Director of the Company for a period of 5 (five) years w.e.f. September 06, 2019.

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

**RESOLVED FURTHER THAT** any one of the Directors and / or Company Secretary for the time being be and are hereby severally authorised to sign the certified true copy of the resolution of the resolution to be given as and when required."

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 read with Schedule IV and all other Applicable Provisions of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act read with the Rules made thereunder and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable statutes, laws, rule(s), regulation(s), guideline(s), circular(s) etc., in force at the relevant time (including any statutory modifications, amendments or re-enactments thereof) and in terms of the provisions of the Articles of Association of the Company, the approval of the shareholders be and is accorded for the appointment of Mr. Melarkode Ganesan Parameswaran (DIN:- 00792123) as Non Executive & Independent Director, with effect from Friday, May 10, 2019.

**RESOLVED FURTHER THAT** Mr. Mohan A. Chandavarkar (Managing Director), Mr. Nandan M. Chandavarkar (Joint Managing Director), Mr. Ashok A. Chandavarkar, Mr. Ameya A. Chandavarkar, Ms. Nomita R. Chandavarkar, Whole-time Directors, and Ms. Varsharani Katre, Company Secretary, be and are hereby authorised Severally to sign (including electronic digital signatures) and file such e-forms with the Registrar of Companies, or any other statutory authorities, as may be necessary for the said appointment."

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161, and Schedule IV of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act read with the Rules made thereunder and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable statutes, laws, rule(s), regulation(s), guideline(s), circular(s) etc., in force at the relevant time (including any statutory modifications, amendments or re-enactments thereof) and in terms of the provisions of the Articles of Association of the Company, the approval of the Shareholders be and is accorded for the appointment of Ms. Usha Athreya Chandrasekhar (DIN:- 06517876) as Non Executive & Independent Director, with effect from Friday, May 10, 2019.

**RESOLVED FURTHER THAT** Mr. Mohan A. Chandavarkar, Managing Director, Mr. Nandan M. Chandavarkar, Joint Managing Director, Mr. Ashok A. Chandavarkar, Mr. Ameya A. Chandavarkar, Ms. Nomita R. Chandavarkar, Whole-time Directors, and Ms. Varsharani Katre, Company Secretary, be and are hereby authorised Severally to sign (including electronic digital signatures) and file such e-forms with the Registrar of Companies, or any other statutory authorities, as may be necessary for the said appointment.”

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161, and Schedule IV of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act read with the Rules made thereunder and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable statutes, laws, rule(s), regulation(s), guideline(s), circular(s) etc., in force at the relevant time (including any statutory modifications, amendments or re-enactments thereof) and in terms of the provisions of the Articles of Association of the Company, the approval of the Shareholders be and is accorded for the appointment of Dr. Mahesh Bijlani (DIN: 0008447258) as Non Executive & Independent Director, with effect from Friday, May 10, 2019.

**RESOLVED FURTHER THAT** Mr. Mohan A. Chandavarkar (Managing Director), Mr. Nandan M. Chandavarkar (Joint Managing Director), Mr. Ashok A. Chandavarkar, Mr. Ameya A. Chandavarkar, Ms. Nomita R. Chandavarkar, Whole-time Directors, and Ms. Varsharani Katre, Company Secretary, be and are hereby authorised Severally to sign (including electronic digital signatures) and file such e-forms with the Registrar of Companies, or any other statutory authorities, as may be necessary for the said appointment.”

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

**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, and as recommended by the Audit Committee, M/s. Sevekari Khare and Associates, Cost Accountants (Firm Registration No. 000084), Mumbai, be and are hereby appointed as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020.

**RESOLVED FURTHER THAT** M/s. Sevekari Khare and Associates, be paid a total remuneration of Rs. 4,75,000/- (Rupees Four Lakhs and Seventy Five Thousand Only) and out of pocket expenses plus taxes, as recommended by the Audit Committee.

**RESOLVED FURTHER THAT** Mr. Mohan A. Chandavarkar, Managing Director or Mr. Nandan M. Chandavarkar, Joint Managing Director or Mr. Ashok A. Chandavarkar or Mr. Ameya A. Chandavarkar or Ms. Nomita R. Chandavarkar, Directors and Ms. Varsharani Katre, Company Secretary, be and are hereby authorised severally to sign (including electronic digital signatures) all such e-forms, documents and to do all such acts, deeds and things as may be necessary for giving effect to the above resolution.”

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

**RESOLVED THAT** pursuant to the provisions of Section 61(1)(e) and any other applicable provisions of the Companies Act, 2013 "the Act" and the rules made thereunder (including any statutory modifications or re - enactment thereof) and subject to other permissions and approvals, if any, as may be required, approval of the Shareholders be and is hereby accorded to the cancellation of 31,45,000 equity shares issued out of the authorised share capital of the Company, which were forfeited by the Company, and which have neither been re-issued nor have been taken up or agreed to be taken up by any person and the amount of issued share capital be and is hereby diminished by an amount of Rs. 7,86,250/- being the amount paid up on the forfeited shares so cancelled.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to cancel the forfeited shares and transfer the amount received on such shares lying with the Company to Capital Reserves Account or such other accounts as per the applicable provisions of Accounting Standards and Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Mohan A. Chandavarkar, Managing Director or Mr. Nandan M. Chandavarkar, Joint Managing Director or Mr. Ashok A. Chandavarkar or Mr. Ameya A. Chandavarkar or Ms. Nomita R. Chandavarkar, Directors or Mr. Sanjay Jain, Chief Financial Officer or Ms. Varsharani Katre, Company Secretary be and are hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board

Place : Mumbai  
Date : May 24, 2019

**Varsharani Katre**  
Company Secretary



## NOTES:

1. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business under Item Nos. 3 to 11 of the accompanying Notice is annexed hereto.
2. In respect of Resolution at Item No. 2, a statement giving additional information on the Director seeking re-appointment is annexed herewith as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Regulations).
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS/HER BEHALF ON A POLL ONLY. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE AFORESAID MEETING.

A person can act as a proxy on behalf of members not exceeding fifty, and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting pursuant to Section 113 of the Companies Act, 2013.
5. Members, Proxies and Authorised representatives are requested to bring the duly filled and signed attendance slips along with the copies of the Annual Report to the meeting.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from September 21, 2019 to September 27, 2019 (both days inclusive) for the purpose of Annual General Meeting.
7. In order to prevent fraudulent transactions with respect to dividend warrants, the Company encourages remittance of dividend through ECS/NEFT. Dividend in future would be remitted through ECS/NEFT for shareholders who have registered their mandates with the Company or to the bank particulars registered against respective depository accounts, in respect of shares held in demat mode.
8. Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Registrar & Share Transfer Agent for any assistance in this regard.
10. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized form should inform their Depository Participant and Members holding shares in physical form should inform the Registrar and Share Transfer Agent i.e. Sharex Dynamic (India) Pvt. Ltd., their PAN details along with proof thereof.
11. In terms of Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of 7 (Seven) years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred Rs. 15,16,014/- (Rupees Fifteen Lakhs Sixteen Thousand and Fourteen Only) being the unpaid and unclaimed dividend amount pertaining to Final Dividend 2010-2011 to the IEPF of the Central Government.

The Company has been sending reminders to those Members having unpaid/unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/unclaimed dividend are also uploaded on the Company's website i.e. [www.fdcindia.com](http://www.fdcindia.com) Members, who have not encashed their dividend pertaining to Final Dividend 2010-2011 and onwards, are advised to write to the Company immediately claiming dividends declared by the Company.

12. In accordance with the provision of Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 for the manner of transfer of the unpaid and unclaimed dividends to the IEPF and the manner of transfer of shares in case of any dividend has not been paid or claimed for last 7 (Seven) consecutive years to the designated Suspense Account as prescribed by the IEPF Authority as notified by the Ministry of Corporate Affairs.

In view thereof, after complying with the prescribed procedure, 47,714 shares on which dividend remained unclaimed for 7 (Seven) consecutive years, were transferred to IEPF account in the year 2018. The Company has uploaded the details of such Shareholders whose shares are transferred to IEPF account on the website of the Company i.e. [www.fdcindia.com](http://www.fdcindia.com). The procedure to claim the shares transferred to IEPF account has also been uploaded on the website.

13. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 07, 2018 (date of last Annual General Meeting) on the website of the Company i.e. [www.fdcindia.com](http://www.fdcindia.com) and also on the website of the Ministry of Corporate Affairs i.e. [www.mca.gov.in](http://www.mca.gov.in).
14. In accordance with the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, B S R & CO LLP, Chartered Accountants, Statutory Auditors of the Company shall retire at the conclusion of the 82nd Annual General Meeting of the Company.
15. In case of joint holders attending the Annual General Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
16. Members desiring any information pertaining to the Financial Statements are requested to write to the Company Secretary at an early date so as to enable the Management to reply at the Annual General Meeting.
17. A route map showing directions to reach the venue of the 79th Annual General Meeting is given at the end of this Notice as per the requirement of the Secretarial Standards - 2 on "General Meetings".
18. To support the green initiative of the Government, electronic copy of the Notice and the Annual Report for the year ended March 31, 2019 is being sent to all the Members whose e-mail address is registered with the Company/ Depository Participants(s) unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, the Annual Report for the year ended March 31, 2019 is being physically sent along with the Notice. Members who have not yet registered their e-mail address are encouraged to submit their request with the Company / Depository Participants(s), as the case may be.
19. Members may also note that the Notice of the 79th Annual General Meeting and the Annual Report for the year ended March 31, 2019 shall also be available on the website of the Company i.e. [www.fdcindia.com](http://www.fdcindia.com) for download. Even after registering for e-communication, Members are entitled to receive such documents in physical form, upon submitting a request to the Company.
20. Pursuant to Section 72 of the Companies Act, 2013 Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
21. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
22. Process and manner of voting through electronic means:
  - i. In compliance with the provisions of Section 108 of the Companies Act, 2013, and the Rules made thereunder, the Company is pleased to provide its shareholders with the facility to exercise their right to vote for the 79th Annual General Meeting of the Company by electronic means and the business may be transacted through e-Voting services provided by the Central Depository Services (India) Limited (CDSL).
  - ii. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - iii. Members can adopt for only one mode of voting, i.e. either by e-voting or ballot paper. In case, Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through ballot form shall be treated as invalid.
  - iv. The voting rights of shareholders shall be in proportion to the no. of shares of the paid up capital of the Company as on the cut-off date i.e. September 21, 2019.
  - v. Only those Members 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 shall be entitled to vote. If a person was a Member on the date of the Book Closure, but has ceased to be a Member on the cut-off date of e-voting, he/she shall not be entitled to vote. Such person should treat the Notice for informational purpose only.
  - vi. M/s. Sanjay Dholakia & Associates, Practising Company Secretary (C.P.No.2655) has been appointed as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - vii. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of ballot paper for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

- viii. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 3 (Three) days from the date of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- ix. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.fdcindia.com](http://www.fdcindia.com) and on the website of CDSL e - voting immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.
- x. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. September 27, 2019.

23. Instruction for remote e-voting through CDSL:

- i. The remote e-voting shall commence on September 24, 2019, at 9.00 A.M. IST and end on September 26, 2019 at 05.00 P.M. IST During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 21, 2019 may cast their vote by remote e-voting. The remote e-voting module will be disabled by CDSL for voting thereafter.
- ii. The Members, who have cast their vote by remote e-voting prior to the Annual General Meeting, shall not be entitled to cast their vote again at the Annual General Meeting.
- iii. The shareholders should log on to the e-voting website i.e. [www.evotingindia.com](http://www.evotingindia.com)
- iv. Click on Shareholders / Members.
- v. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier resolution of any company, then your existing password has to be used.
- viii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
<b>Dividend Bank Details or Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <p>If both the details are not recorded with the Depository or Company, please enter the Member id / folio number in the Dividend Bank details field as mentioned at instruction no. 23 (v).</p>

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant FDC Limited on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
  - xv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
  - xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  - xvii. You can also take out a print of the voting done by you by clicking on “Click here to print” option on the Voting page.
  - xviii. If the Demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - xix. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
  - xx. Note for Non – Individual Shareholders and Custodians:
    - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
    - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - c. After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
    - d. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
  - xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
24. Relevant documents referred to in the accompanying notice and in the Explanatory Statements are open for inspection at the Registered Office of the Company situated at B-8, M.I.D.C, Industrial Estate, Waluj Dist., Aurangabad 431 136 between 10.00 a.m. IST to 12.00 noon IST on all days except Friday and holidays, prior to the date of the meeting and at the venue of the Annual General Meeting during the meeting hours.

By Order of the Board

Place: Mumbai  
Date: May 24, 2019

**Varsharani Katre**  
Company Secretary

## **I. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (“the Act”)**

### **Item No.03**

The Board of Directors of the Company at its meeting held on February 08, 2019 has re-appointed Mr. Nandan M. Chandavarkar as a Joint Managing Director, for a period of 5 (five) years with effect from March 01, 2019.

It is proposed to seek the members' approval at the forthcoming Annual General Meeting, for the re-appointment of and remuneration payable to Mr. Nandan M. Chandavarkar as Joint Managing Director, in terms of the applicable provisions of the Act.

Mr. Nandan M. Chandavarkar is the Joint Managing Director of the Company since 2004. He is associated with the Company as a Director since 1993. He has graduated in Bachelor of Pharmacy Degree.

He is actively involved in Commercial, marketing operations of the Company. His professional knowledge and vast experience will be of immense benefit to the Company.

He is the Promoter of the Company and holds 53,54,532 shares of the Company in his name as on March 31, 2019.

The terms and conditions of his re-appointment including the remuneration payable to Mr. Nandan M. Chandavarkar, Joint Managing Director is laid out in the resolution mentioned in Item No. 3 above.

Mr. Nandan M. Chandavarkar satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for their re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Mohan A. Chandavarkar and Mr. Ashok A. Chandavarkar being related to Mr. Nandan M. Chandavarkar to the extent of their shareholding and Mr. Nandan M. Chandavarkar himself are deemed to be interested or concerned in the resolution as enumerated above.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Regulations.

#### **Item No. 04**

The Board of Directors of the Company at its meeting held on May 24, 2019 has re-appointed Mr. Ameya A. Chandavarkar as an Executive Director of the Company and designate him as 'Chief Executive Officer (CEO) - International Business & Executive Director,' for a period of 5 (five) years with effect from November 01, 2019.

It is proposed to seek the members' approval at the forthcoming Annual General Meeting, for the re-appointment of and remuneration payable to Mr. Ameya A. Chandavarkar as an Executive Director of the Company, designated as - 'Chief Executive Officer (CEO) - International Business & Executive Director,' in terms of the applicable provisions of the Act.

Mr. Ameya A. Chandavarkar Joined the Board as Wholetime Director of the Company in 2002. He is associated with the Company as a Director since 2000. He is Bachelor of Science in Information Systems and did Marketing Management from Florida Southern College, Lakeland, USA

He is actively involved in International operations, Consumer Healthcare and Information Technology of the Company. His professional knowledge and vast experience will be of immense benefit to the Company.

He is the Promoter of the Company and holds 1,05,40,983 shares of the Company in his name as on March 31, 2019.

The terms and conditions of his re-appointment including the remuneration payable to Mr. Ameya A. Chandavarkar, Chief Executive Officer (CEO) – International Business & Executive Director is laid out in the resolution mentioned in Item No. 4 above.

Mr. Ameya A. Chandavarkar satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for their re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Mohan A. Chandavarkar and Mr. Ashok A. Chandavarkar being related to Mr. Ameya A. Chandavarkar to the extent of their shareholding and Mr. Ameya A. Chandavarkar himself are deemed to be interested or concerned in the resolution as enumerated above.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Regulations.

#### **Item No. 05**

The Board of Directors of the Company at its meeting held on May 24, 2019 has re-appointed Ms. Nomita R. Chandavarkar as an Executive Director, for a period of 5 (five) years with effect from June 02, 2019.

It is proposed to seek the members' approval at the forthcoming Annual General Meeting, for the re-appointment of and remuneration payable to Ms. Nomita R. Chandavarkar as an Executive Director, in terms of the applicable provisions of the Act.

Ms. Nomita R. Chandavarkar Joined the Board as Wholetime Director of the Company in 2014. She pursued Bachelor of Commerce from University of Bombay.

She is actively involved in Human Resource and Corporate Social Responsibility activities of the Company. Her professional knowledge will be of beneficial to the Company.

She is the Promoter of the Company and holds 55,87,737 shares of the Company in her name as on March 31, 2019.

The terms and conditions of his re-appointment including the remuneration payable to Ms. Nomita R. Chandavarkar, Executive Director is laid out in the resolution mentioned in Item No. 5 above.

Ms. Nomita R. Chandavarkar satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for their re-appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Mohan A. Chandavarkar and Mr. Ashok A. Chandavarkar being related to Ms. Nomita R. Chandavarkar to the extent of their shareholding and Ms. Nomita R. Chandavarkar herself are deemed to be interested or concerned in the resolution as enumerated above.

The relatives of Ms. Nomita R. Chandavarkar may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Regulations.

#### **Item No. 06**

The Board of Directors of the Company at their meeting held on September 06, 2014, had appointed, Mrs. Swati S. Mayekar as an Additional, Non-Executive and Independent Director of the Company with effect from September 06, 2014. The said appointment was subsequently approved by shareholders in their meeting held on September 30, 2015

The term of CA. Swati Mayekar ended on September 06, 2019 and It is now proposed to re - appoint CA. Swati S. Mayekar as an Non Executive and Independent Director of the Company for a term of 5 (five) consecutive years upto September 05, 2024 and not liable to retire by rotation, in terms of all the applicable provisions of the Companies Act, 2013.

Mrs. Mayekar is a Fellow Member of the Institute of Chartered Accountants of India having qualified in the year 1979, Associate Member of Institute of Company Secretaries of India having qualified in the year 1979 and B.G.L (General) with first class in 1979. She is a Partner in Firm S Panse & Co. Chartered Accountants. She is also a Director in Uniphos Enterprises Limited, Encode Advanced Dentistry Private Limited and Prodigy Finvest Private Limited.

Mrs. Mayekar is the Chairperson of the Audit Committee and Risk Management Committee of the Company. She is also the member of the Nomination and Remuneration Committee of the Company. Mrs. Mayekar is not related to any Directors of the Company. She does not hold any shares of the Company in her name as on March 31, 2019.

Mrs. Mayekar is also not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director. The Company has also received declaration from Mrs. Swati S. Mayekar that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. In the opinion of the Board, Mrs. Swati S. Mayekar fulfills the conditions for re - appointment as an Independent Director as specified under the Companies Act, 2013 and the Listing Regulation. Mrs. Mayekar is independent of the management.

Mrs. Swati S. Mayekar is interested in the Resolution No. 6 of the Notice with regard to her appointment. The relatives of Mrs. Mayekar may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution. The Board recommends Special Resolution No. 6 for approval of the shareholders.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Regulations.

#### **Item No. 07**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, had appointed, Mr. Melarkode Ganesan Parameswaran as an Additional, Non-Executive and Independent Director of the Company with effect from May 10, 2019, by passing a Circular Resolution dated May 10, 2019. His appointment is subject to the approval of the Members at the ensuing Annual General Meeting. The said appointment will be for a term of 5 (five) consecutive years upto May 09, 2024 and not liable to retire by rotation, in terms of all the applicable provisions of the Companies Act, 2013.

Mr. Melarkode Ganesan Parameswaran is an Independent Brand Strategist, Author and Founder of Brand-Building.com, a brand advisory. He was till recently ED and CEO of FCB Ulka Advertising, one of India's top five ad agencies. A Chemical Engineer from IIT Madras and an MBA from IIM Calcutta, in a 35+ year long career he has handled assignments in marketing, sales and advertising with companies like Rediffusion DY&R, Boots Company, UDI Yellow Pages and finally a 26 year long stint at FCB Ulka.

Over his marketing/advertising career he has worked on brands including Tata, Tropicana, Digene, Strepsils, Brufen, Santoor, Sundrop, TCS, ICICI Bank, Wipro, Tata Indica, Zee TV, Abbott's Pediasure, J&J, Amul, ITC's Sunfeast, GSK's Cobadex, among others.

Mr. Parameswaran has served as the President of Advertising Club Bombay [2003-05] and Advertising Agencies Association of India [2014-16]. He successfully completed his PhD from Mumbai University in 2012, and the Advanced Management Program from Harvard Business School in 2014. He is a CFI [Coaching Foundation of India] certified CEO Coach. He served

as a member of the Board of Governors of IIM Cal from 2007 to 2017; he received the Distinguished Alumnus Award from IIT Madras in 2009 and from IIM Calcutta in 2018.

Mr. Parameswaran is an author of nine books on branding, advertising and consumer behavior. His book, "Nawabs Nudes Noodles – India Through 50 Years of Advertising", was a Finalist in the Crossword Popular Book Awards 2017. His latest book "SPONGE – Leadership Lessons I Learnt from My Clients" was published in mid - 2018.

Mr. Parameswaran has been contributing articles to premier business publications and has been a speaker at TEDx, numerous industry forums, literary festivals and international forums including the Kellogg India Conference at Northwestern University and Cornell University; he is also a guest faculty at several business schools including MICA, ISB, IIMA and IIMC.

Mr. Parameswaran is currently an Adjunct Professor of Marketing at SPJIMR; he is also an Independent Director on the board of Galaxy Surfactants Ltd., THG Publishing P Ltd [The Hindu Group] and Qube Cinema Technologies P Ltd; he is a Brand Advisor/Coach to a few large and small companies, a CEO/Executive Coach to a few senior managers, and a Mentor to some exciting new age start-ups.

Mr. Melarkode Ganesan Parameswaran is not related to any Directors of the Company. He does not hold any shares of the Company in his name as on March 31, 2019.

Mr. Melarkode Ganesan Parameswaran is also not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director. The Company has also received declaration from Mr. Melarkode Ganesan Parameswaran, that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Melarkode Ganesan Parameswaran fulfills the conditions for appointment as Independent Director as specified in the Act and the SEBI Regulations. He is independent of the management.

The Board considers that the association with Mr. Melarkode Ganesan Parameswaran would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. He shall bring with him immense experience to the Company in the areas of Marketing and Business Development.

Mr. Melarkode Ganesan Parameswaran is interested in the Resolution No. 7 of the Notice with regard to his appointment. His relatives may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the Resolution. The Board recommends the Ordinary Resolution set out Item No. 7 of the Notice for approval by the Members.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Regulations.

#### **Item No. 08**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has appointed, Ms. Usha Athreya Chandrasekhar as an Additional, Non-Executive and Independent Director of the Company with effect from May 10, 2019, by passing a Circular Resolution dated May 10, 2019. Her appointment is subject to the approval of the Members at the ensuing Annual General Meeting. The said appointment will be for a term of 5 (five) consecutive years upto May 09, 2024 and not liable to retire by rotation, in terms of all the applicable provisions of the Companies Act, 2013.

Usha Athreya Chandrasekhar is a lawyer by profession, and runs her own law firm, Athreya Associates established in 1996. It is one of the very few all women law firms that specialize in Intellectual Properties, which covers trademarks, patents, copyrights, designs, franchising, licensing, etc. She has an extensive chamber practice with an impressive list of clients, ranging from multinationals, pharmaceuticals, restaurateurs, retailers, infrastructure companies, fertilisers and chemicals, FMCG, Luxury brand, media and advertising companies, health care companies, academics, schools, web-retailers, event management companies, fashion designers and sports celebrities.

Innovation is a subject close to her heart. She is one of the very few qualified, trained, and certified drafters of patent specifications and is certified by the Federation of International Counsels for Industrial Property law and the Academy of the Institute of Patent Trademark Attorneys Australia. With her father's training in the field of creativity along with legal training in patenting has helped her help several young inventors develop and protect their innovations.

As an executive Committee Member of the Intellectual Property Law Practitioner's Association, she has been actively involved in the development of laws and rights pertaining to Intellectual Properties, and worked on committees reviewing various draft Bills on Patents, Copyrights, Trademarks and Designs. She is also on the panel of consultant lawyers for IIT Mumbai.

Ms. Usha is also on the visiting faculty of Institutes and Centers of Intellectual Property Education, such as the Institute of Patent Studies, and IIT, Mumbai.

In addition she is also a member of International Intellectual Property organizations like AIPPI and Asian Patent Attorneys Association (APAA).

Ms. Usha Athreya Chandrasekhar is not related to any Directors of the Company. She does not hold any shares of the Company in his name as on March 31, 2019.

Ms. Usha Athreya Chandrasekhar is also not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director. The Company has also received declaration from Ms. Usha Athreya Chandrasekhar that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Ms. Usha Athreya Chandrasekhar fulfills the conditions for appointment as Independent Director as specified in the Act and the SEBI Regulations. She is independent of the management.

The Board considers that the association with Ms. Usha Athreya Chandrasekhar would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. She shall bring with him immense experience to the Company in the areas of Legal and Corporate affairs.

Ms. Usha Athreya Chandrasekhar is interested in the Resolution No. 8 of the Notice with regard to her appointment. Her relatives may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Ordinary Resolution set out Item No. 8 of the Notice for approval by the Members.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Regulations.

#### **Item No. 09**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has appointed, Dr. Mahesh Bijlani as an Additional, Non-Executive and Independent Director of the Company with effect from May 10, 2019, by passing a Circular Resolution dated May 10, 2019. His appointment is subject to the approval of the Members at the ensuing Annual General Meeting. The said appointment will be for a term of 5 (five) consecutive years upto May 09, 2024 and not liable to retire by rotation, in terms of all the applicable provisions of the Companies Act, 2013.

Dr. Mahesh Bijlani [MBBS, MS (Gen. Surgery), DNB (Gen. Surgery), FKAC (MIS) (Germany)] is a medical practitioner by profession for more than 25 years, having vast experience in the field of Laparoscopic Surgery, Bariatric Surgery and General Medication.

During this period of 1995 – 1999, while at KH&MRC, in 1996 he underwent training for Laparoscopic Surgery with Dr. Hemant Bhansali and post that set up the very first Department of Laparoscopic Surgery in Satara District at KH&MRC.

In pursuit of excellence he did a fellowship program at the University of Kiel, Germany for Laparoscopic Surgery and Endoscopy and was conferred a Fellowship in Minimally Invasive Surgery in May 1998. Since 1999 he has been a practising as a Consultant Surgeon specialised in Advanced Laparoscopic Surgery at Hinduja Hospital Khar, Asian Heart Institute, Mahavir Medical Research Centre, Bhartiya Arogya Nidhi Hospital and Womens Hospital.

Dr. Mahesh Bijlani is also associated with Indian Medical Association, Association of Surgeons, International Hepatobiliary Pancreatic Association, and Bandra Khar Medical Association.

Dr. Mahesh Bijlani is not related to any Directors of the Company. He does not hold any shares of the Company in his name as on March 31, 2019.

Dr. Mahesh Bijlani is also not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director. The Company has also received declaration from Dr. Mahesh Bijlani that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Dr. Mahesh Bijlani fulfills the conditions for appointment as Independent Director as specified in the Act and the SEBI Regulations. He is independent of the management.

The Board considers that the association with Dr. Mahesh Bijlani would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. He shall bring with him immense experience to the Company in the areas of Legal and Marketing, Research and Business Development.

Dr. Mahesh Bijlani is interested in the Resolution No. 9 of the Notice with regard to his appointment. His relatives may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the Members.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Regulations.



**Item No. 10**

The Board of Directors at their meeting held on May 24, 2019, on the recommendation of the Audit Committee, had approved the re-appointment of M/s. Sevekari Khare & Associates (Firm Registration No. 000084), as Cost Auditors to audit the cost records of the Company for the financial year ending March 31, 2019, on a remuneration of Rs. 4,75,000/- (Rupees Four Lakhs and Seventy Five Thousand Only) plus taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company at the annual general meeting.

Accordingly, the approval of the Members is sought for passing an Ordinary Resolution as set out at Item No. 10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 10.

The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the Members

**Item No. 11**

The Board of Directors at their meeting held on May 24, 2019, discussed on the treatment of forfeited shares lying with the Company.

In the past, the Board had forfeited 3,14,900/- shares of face value of Rs. 10/- each due to non-payment of call money of Rs. 7.5/- each by the shareholders out of which forfeiture of 400 shares was annulled afterwards on receipt of call money.

After split of the shares in the year 2002, at present there are 31,45,000 forfeited shares of Rs. 0.25/- each containing total amount of Rs. 7,86,250/- of forfeited capital.

While showing details of the equity share capital in the Balance sheet, the details of forfeited shares also needs to be shown till the time these shares are either re-issued or cancelled.

Considering very small quantum of the shares, it is proposed to cancel these shares.

Further, pursuant to Section 61(1)(e) of the Companies Act, 2013, a limited company having a share capital may, if so authorised by its articles, alter its memorandum in its general meeting to cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its issued share capital by the amount of the shares so cancelled.

Accordingly, the approval of the Members is sought for passing an Ordinary Resolution as set out at Item No. 11 of the Notice for cancellation of equity shares forfeited by the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 11.

The Board recommends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the Members.

By Order of the Board

Place: Mumbai  
Date: May 24, 2019

**Varsharani Katre**  
Company Secretary

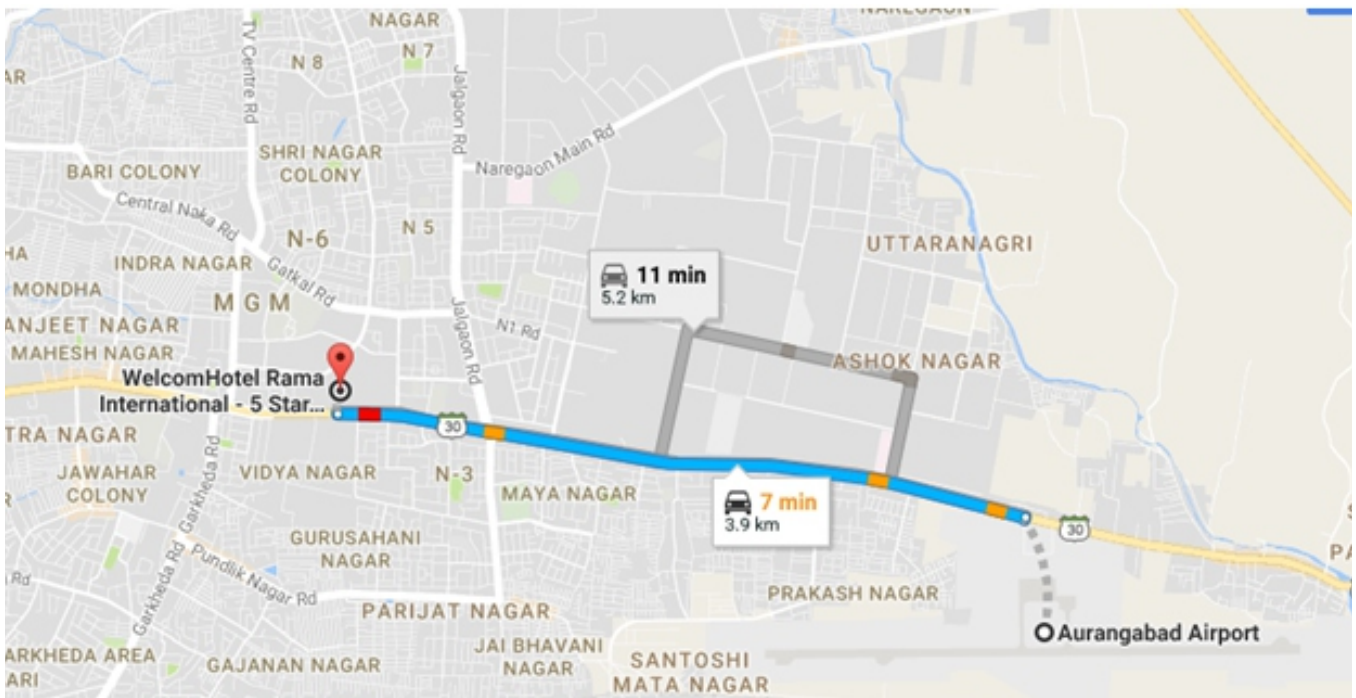
**Route map for the venue of the 79<sup>th</sup> Annual General Meeting**

**Venue** : WelcomHotel Rama International,  
R-3, Chikalthana, Aurangabad - 431 210,  
Maharashtra.

**Landmark** : Opposite High Court



**Distance from Aurangabad Railway Station : 7.4 km**



**Distance from Aurangabad Airport: 7.4 km : 3.9 km**



**FDC LIMITED**

**CIN NO: L24239MH1940PLC003176**

**Registered Office:** B - 8, MIDC Industrial Estate, Waluj - 431 136, District Aurangabad, Maharashtra.  
**R&D, Training Centre and Corp. Office:** 142 - 48, Swami Vivekananda Road, Jogeshwari (West), Mumbai - 400 102.  
**Website:** www.fdcindia.com; **E-mail Id:** investors@fdcindia.com  
**Tel:** 0240-2554407; **Fax:** 0240-2554299

**PROXY FORM**

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) : \_\_\_\_\_  
Registered Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Folio No. / Client ID : \_\_\_\_\_  
DP ID : \_\_\_\_\_

I/ We, being the Member(s) of \_\_\_\_\_ shares of FDC Limited hereby appoint:

1. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Signature : \_\_\_\_\_

or falling him/her

2. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Signature : \_\_\_\_\_

or falling him/her

3. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Signature : \_\_\_\_\_



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Seventy Ninth Annual General Meeting of the Company, to be held on September 27, 2019 at 10.00 a.m. at WelcomHotel Rama International, R-3, Chikalthana, Aurangabad - 431 210, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions
1.	Adoption of the Audited Standalone and Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2.	Re-appointment of Ms. Nomita R. Chandavarkar who retires by rotation and being eligible, offers herself for re-appointment
3.	Re-appointment of Mr. Nandan M. Chandavarkar as Joint Managing Director.
4.	Re-appointment of Mr. Ameya A. Chandavarkar as an Executive Director of the Company and designate him as 'Chief Executive Officer (CEO) - International Business & Executive Director'
5.	Re-appointment of Ms. Nomita R. Chandavarkar as an Executive Director.
6.	Re-appointment of CA. Swati Mayekar as an Independent directors of the Company.
7.	Appointment of Mr. Melarkode Ganesan Parameswaran (DIN:- 00792123) as a Non-Executive Independent director of the Company.
8.	Appointment of Ms. Usha Athreya Chandrasekhar (DIN:- 06517876) as a Non-Executive Independent director of the Company
9.	Appointment of Dr. Mahesh Bijlani (DIN: 0008447258) as a Non-Executive Independent director of the Company.
10.	Ratification of appointment and remuneration of the Cost Auditors for the Financial Year 2019 – 2020.
11.	Approval of cancellation of 3,14,500 Forfeited Equity Shares.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of the Proxyholder

Affix Re 1  
Revenue  
Stamp

**Note:**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A proxy need not be a Member of the Company.