



## 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:** fdc@fdcindia.com

**Tel:** 0240-2554407; **Fax:** 0240-2554299

**NOTICE** is hereby given that the Seventy Sixth Annual General Meeting of the shareholders of the Company will be held on Saturday, September 17, 2016, at 10.00 a.m. at WelcomHotel Rama International, R-3, Chikalthana, Aurangabad- 431 210, Maharashtra, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the Report of Auditors thereon.
2. To confirm the Interim Dividend of Rs.2.25/- (225%) per equity share having face value of Re.1 each, declared and paid by the Board of Directors, as Final Dividend for the financial year ended March 31, 2016.
3. To appoint a director in place of Ms. Nomita R. Chandavarkar, Wholetime Director (DIN: 00042332) who retires by rotation and being eligible, offers herself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. S R B C & Co. LLP, Chartered Accountants, Mumbai, having ICAI Firm Registration No. 324982E/E300003, be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to fix the remuneration as may be recommended by the audit committee in consultation with the Auditors.”

### SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special 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 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the shareholders be and is hereby accorded for the re-appointment of Mr. Ashok A. Chandavarkar (DIN: 00042719) as a Wholetime Director of the Company for a period of 5 (five) years with effect from February 29, 2016, on the following terms and conditions, remuneration and perquisites upto a maximum 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. Ashok 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: February 29, 2016 to February 28, 2021
- ii. Salary: Rs. 2,11,475/- (Rupees Two Lacs Eleven Thousand Four Hundred and Seventy Five Only) per month with effect from February 29, 2016 with an annual increment of Rs. 10,000/- (Rupees Ten Thousand Only) upto a maximum of Rs. 2,51,475/- (Rupees Two Lacs Fifty One Thousand Four Hundred and Seventy Five Only) per month.

Annual increments for the term, will be effective from March.

- iii. Commission: In addition to salary and perquisites, commission not exceeding 0.40% 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 Section 197 of the Companies Act, 2013 read with 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 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 employees of the Company, but not exceeding 12% of the salary or such other limits as prescribed by the Government.
  - viii. Contribution to provident 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 of the Companies Act, 2013, except with the approval of the Shareholders of the Company, 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 3 (three) / 5 (five) years preceding such determination been a customer of the Company; and
  - (ii) Represents himself as being in any way directly or indirectly connected with or interested in the business of the Company.
- (13). Subject to Section 202 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.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby empowered to modify the terms and conditions of the appointment of Mr. Ashok A. Chandavarkar, subject to the conditions that such modification complies with relevant sections and Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the agreement dated February 06, 2016 entered into by the Company with Mr. Ashok A. Chandavarkar, with respect to the above terms and conditions be and is hereby approved.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and all other applicable provisions and Schedule IV of the Companies Act, 2013 and the Rules made thereunder, CA.Uday Kumar Gurkar (DIN: 01749610), who was appointed as an Additional, Non Executive & Independent Director of the Company with effect from April 01, 2016, and who holds office upto the date of the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose CA.Uday Kumar Gurkar as a candidate for the office of a Director of the Company, be and is hereby appointed as a Non-Executive and Independent Director, for a term of 5 (five) consecutive years upto March 31, 2021 and not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs.4,25,000/- (Rupees Four Lacs Twenty Five Thousand Only) plus taxes and out of pocket expenses, payable to M/s. Sevekari Khare & Associates, Cost Accountants (Firm Registration No. 000084) for conducting the cost records maintained by the Company, for the financial year ending March 31, 2017, as recommended by the Audit Committee and approved by the Board of Directors at their meeting held on May 26, 2016, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be required in this regard.”

**By Order of the Board**

**Place : Mumbai**  
**Date : May 26, 2016**

**Varsharani Katre**  
**Company Secretary**

**NOTES:**

1. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 5 to 7 of the accompanying Notice are annexed hereto.
2. In respect of Resolutions at Item Nos. 3, 5 & 6, a statement giving additional information on the Directors seeking appointment/re-appointment is annexed herewith as required under The Securities and Exchange Board of India (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.
4. 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.
5. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
6. 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.

7. The Register of Members and Share Transfer Books of the Company shall remain closed from September 08, 2016 to September 17, 2016 (both days inclusive) for the purpose of Annual General Meeting.
8. SEBI Regulations has mandated companies to credit the dividends electronically to the Members' bank account. Members who hold shares in dematerialized form should inform their Depository Participant/s (DP) and such Members holding shares in physical form should inform the Company, their Bank details viz. Bank Account Number, Name of the Bank and Branch details and MICR Code. Those Members who have earlier provided the above information should update the details, if required.
9. The Securities and Exchange Board of India (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.
10. Under Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of 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. 13,07,733/- being the unpaid and unclaimed dividend amount pertaining to Final Dividend 2007-2008 to the Investor Education and Protection Fund of the Central Government.
11. 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 30, 2015 (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).
12. The Company shall transfer the Unclaimed dividends for all the years from 2008-2009 onwards to the "Investor Education and Protection Fund" according to the statutory stipulations. Members are requested to contact the Company at its Corporate office, in respect of their outstanding dividends for the succeeding years.
13. Electronic copy of the Notice and the Annual Report for the year ended March 31, 2016 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, 2016 is physically sent along with the Notice. Members who have not yet registered their e-mail address are encouraged to submit their request with their respective Depository Participant of the Company, as the case may be.
14. Members may also note that the Notice of the 76th Annual General Meeting and the Annual Report for the year ended March 31, 2016 shall also be available on the Company's website i.e. [www.fdcindia.com](http://www.fdcindia.com) for download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon submitting a request to the Company.
15. **Process and manner for 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 at the 76th 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 their shares of the paid up capital of the Company as on the cut-off date i.e. September 10, 2016.
  - 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 as aforesaid but has ceased to be a Member on the cut-off date, 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 three days 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 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 17, 2016.

#### 16. Instruction for remote e-voting through CDSL:

- i. The remote e-voting shall commence on **Wednesday, September 14, 2016 at 09.00 a.m. IST** and ends on **Friday, September 16, 2016 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 10, 2016** 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.
- 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 voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<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 in instruction (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 print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xviii. If Demat account holder has forgotten the 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** 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**
  - 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** 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**, under help section or write an email to **helpdesk.evoting@cdslindia.com**
17. 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 26, 2016**

**Varsharani Katre**  
**Company Secretary**

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

### Item No. 5

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has re-appointed Mr. Ashok A. Chandavarkar as Wholetime Director, for a period of 5 (five) years with effect from February 29, 2016 to February 28, 2021, at its meeting held on February 06, 2016. His re-appointment is subject to the approval of the Members.

Mr. Ashok A. Chandavarkar is on the Board of the Company as a Wholetime Director. He is also the Member of Corporate Social Responsibility Committee and the Stakeholders Relationship Committee of the Company.

Mr. Chandavarkar is a Bachelor of Engineering (Mechanical) having extensive experience in manufacture and marketing fine chemicals and pharmaceuticals. He joined FDC Limited in the year 1987. Mr. Chandavarkar is entirely responsible for the Company's Materials Procurement. Besides, vocational proficiency, he is a hard-core Rotarian, Past President of Rotary Club of Bombay Seacoast. In his Rotary career, he has received many accreditations from Rotary India and Rotary International.

Mr. Chandavarkar holds 1,59,88,193 shares of FDC Limited as on March 31, 2016. The terms and conditions of re-appointment including the remuneration payable to Mr. Chandavarkar is laid out in the Resolution No. 5 of the accompanying Notice.

Mr. Chandavarkar satisfies all the conditions set out in Part-I of Schedule V of the Companies Act, 2013 and the conditions set out under sub-section (3) of Section 196 of the Act for being eligible for re-appointment as Wholetime Director of the Company. He is also not disqualified from being appointed as Director in terms of Section 164 of the Act.

The Board considers that the association with Mr. Chandavarkar would be of immense benefit to the Company.

The Agreement entered into with Mr. Chandavarkar dated February 29, 2016 is open for inspection at the Registered Office of the Company during business hours i.e. 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.

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

The relatives of Mr. Ashok A. 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 is, in any way, concerned or interested, financially or otherwise, in the Resolution.

This Explanatory Statement together with the accompanying Notice may also be regarded as an abstract of the terms of the Agreement and Memorandum of Concern or Interest under Section 190 of the Companies Act and a disclosure under Regulation 36 of the SEBI Regulations.

The Board recommends the Resolution No. 5 for approval of the shareholders.

### Item No. 6

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has appointed, CA.Uday Kumar Gurkar as an Additional, Non-Executive and Independent Director of the Company with effect from April 01, 2016, at their meeting held on February 06, 2016. His appointment is subject to the approval of the Members for a term of 5 (five) consecutive years upto March 31, 2021 and not liable to retire by rotation, in terms of all the applicable provisions of the Companies Act, 2013. The Company has received a notice from a Member proposing CA.Uday Kumar Gurkar, as a candidate for the office of Director of the Company.

CA.Uday Kumar Gurkar is a Fellow Member of Institute of Chartered Accountants in India and an Associate Member of the Institute of Company Secretaries of India. He has to his credit, a vast experience of 29 years in various Industries, which includes Engineering, Lubricating Oil and Pharmaceutical Industry and over 10 years of Practice as a Chartered Accountant. His expertise includes handling Financial Accounting & International Reporting, Project Finance, Budgets, Business Plan, Internal / Operations Audit etc.

Presently, CA.Uday Kumar Gurkar is on the Board of one of the largest Co-operative Bank namely The Shamrao Vithal Co-operative Bank Limited as the Chairman. He is also actively involved as a member of its various board committees.

CA.Uday Kumar Gurkar 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, 2016.

CA.Uday Kumar Gurkar is also not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from CA.Uday Kumar Gurkar, that he meets



the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, CA.Uday Kumar Gurkar fulfills the conditions for appointment as Independent Director as specified in the Act and the SEBI Regulations. He is independent of the management.

Copy of the letter for appointment of CA.Uday Kumar Gurkar as Independent Director setting out the terms and conditions is available for inspection at the Registered Office of the Company during business hours i.e. 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.

The Board considers that the association with CA.Uday Kumar Gurkar 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 Financial Accounting & International Reporting, Business Plan and Internal / Operations Audit.

CA.Uday Kumar Gurkar is interested in the Resolution No. 6 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.

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

The Board recommends the Resolution No. 6 for approval of the shareholders.

#### **Item No. 7**

The Board of Directors at their meeting held on May 26, 2016, on the recommendation of the Audit Committee, has approved the appointment of M/s. Sevekari Khare & Associates having Registration No. 000084, as Cost Auditors to audit the cost records maintained by the Company for the financial year ending March 31, 2017, on a remuneration of Rs.4,25,000/- (Rupees Four Lacs Twenty Five Thousand Only) plus taxes and out of pocket expenses.

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

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

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 Resolution No. 7 for approval of the shareholders.

**By Order of the Board**

**Place : Mumbai**  
**Date : May 26, 2016**

**Varsharani Katre**  
**Company Secretary**

## **II. DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI REGULATIONS:**

### **i. Re-appointment of Ms. Nomita R. Chandavarkar (Item No. 3)**

In terms of Section 152(6) of the Companies Act, 2013, Ms. Nomita R. Chandavarkar shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers herself for re-appointment.

Ms. Nomita R. Chandavarkar was appointed as a Wholetime Director of the Company for a period of 5 (five) years effective from June 02, 2014 to June 01, 2019. As per the terms of her appointment, re-appointment at the AGM as a director retiring by rotation would not constitute break in her appointment as a Wholetime Director.

Ms. Nomita R. Chandavarkar, is a commerce graduate from M.M.K. College of Commerce and Economics, Mumbai. She holds 56,82,940 shares of FDC Limited as on March 31, 2016. Being a part of FDC for around 15 years, she has been actively involved in various functions of the Company such as Employee Welfare, Talent Management, charitable activities etc.

Ms. Nomita R. Chandavarkar is also the Member of the Corporate Social Responsibility Committee of the Company. She is the Chairperson of Internal Committee formed under the Sexual Harassment of Women at Workplace Act 2013 and an active member of website committee which is involved in website development, redesigning and content management. She is also the Director of DSS Out Sourcing Solutions Private Limited.

Ms. Nomita R. Chandavarkar is deemed to be interested or concerned in the resolution as enumerated above. Her relatives may be deemed to be interested in the resolution set out at Item No.3 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, is in any way, concerned or interested, financially or otherwise, in the Resolution.

Upon her re-appointment as a Director, Ms. Nomita R. Chandavarkar shall continue to hold office as a Wholetime Director. Accordingly, the Board recommends her re-appointment.

**ii. Re-Appointment of Mr. Ashok A. Chandavarkar (Item No. 5)**

For the details of Mr. Ashok A. Chandavarkar, please refer to the above Explanatory Statement in respect of the Special Business set out at Item No. 5 of the Notice of Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

**iii. Appointment of CA.Uday Kumar Gurkar (Item No. 6)**

For the details of CA.Uday Kumar Gurkar, please refer to the above Explanatory Statement in respect of the Special Business set out at Item No. 6 of the Notice of Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

**By Order of the Board**

**Place : Mumbai**  
**Date : May 26, 2016**

**Varsharani Katre**  
**Company Secretary**



**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:** fdc@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 Sixth Annual General Meeting of the Company, to be held on Saturday, September 17, 2016 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:

\*I wish my/our above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolutions	For	Against
1.	Adoption of the Audited Standalone Financial Statements and Audited Consolidated Financial Statement for the year ended March 31, 2016 and Reports thereon.		
2.	Confirmation of Interim Dividend of Rs. 2.25/- (225%), as Final Dividend for the financial year ended March 31, 2016.		
3.	Re-appointment of Ms. Nomita R. Chandavarkar, Wholetime Director (DIN: 00042332) who retires by rotation and being eligible offers herself for re-appointment.		
4.	Re-appointment of M/s. S R B C & Co. LLP, Chartered Accountants, as the Statutory Auditors and to authorise the Board of Directors to fix their remuneration as may be recommended by the Audit Committee.		
5.	Re-appointment of Mr. Ashok A. Chandavarkar as a Wholetime Director.		
6.	Appointment of CA.Uday Kumar Gurkar as a Non-Executive and Independent Director.		
7.	Ratification of Remuneration of M/s. Sevekari Khare & Associates, Cost Auditors for the financial year ending March 31, 2017.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

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

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

Affix Re 1  
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**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.**
- (3) A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% 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) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 76th Annual General Meeting.
- \*(5) This is only optional. Please put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.