



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: fdc@fdcindia.com

Tel: 0240-2554407; Fax: 0240-2554299

NOTICE is hereby given that the Seventy Fifth Annual General Meeting of the shareholders of the Company will be held on Wednesday, September 30, 2015 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 Financial Statements of the Company for the financial year ended March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon and the Consolidated Audited Financial Statements of the Company for financial year ended March 31, 2015.
2. To declare final dividend, for the financial year ended March 31, 2015.
3. To appoint a director in place of Mr. Ashok A. Chandavarkar (DIN: 00042719) who retires by rotation and being eligible offers himself 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 (ICAI Firm Registration No. 324982E) 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 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 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (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. Ameya A. Chandavarkar (DIN: 00043238) as an Wholtime Director of the Company for a period of 5 (five) years with effect from November 01, 2014, 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. 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, 2014 to October 31, 2019.
 - ii. Salary: November 01, 2014 to October 31, 2019, the salary shall be Rs. 2,00,000/- (Rupees Two Lakh only) p. m. with an annual increment of Rs. 7,500 (Rupees Seven Thousand Five Hundred Only) p.m. rising upto Rs. 2,30,000/- (Rupees Two Lakh Thirty Thousand Only) p.m. in the maximum.
Annual increments every year, for the term, will be effective from November.
 - iii. Commission: In addition to salary and perquisites, commission not exceeding 0.30 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 Section 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 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 of 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 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 a 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 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. Ameya 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 September 06, 2014 entered into by the Company with Mr. Ameya 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, Mrs. Swati S. Mayekar (DIN: 00245261), who was appointed as an Additional, Non Executive Director of the Company with effect from September 06, 2014, and who holds office until the date of the ensuing annual general meeting, in terms of Section 161 of the Companies Act, 2013 and whose term of office expires at the ensuing Annual General Meeting 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 Mrs. Swati S.

Mayekar 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 September 05, 2019 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) and subject to such guidelines and approval as may be required from the Central Government, Mr. Prakash A. Sevekari, Cost Accountants (Membership No. 5978) appointed as Cost Auditors to audit the cost records maintained by the Company for the financial year ending March 31, 2016, on a remuneration of Rs.4,25,000/- (Rupees Four Lacs Twenty Five Thousand Only) excluding taxes and out of pocket expenses as recommended by the Audit Committee and approved by the Board of Directors at their meeting held on May 27, 2015 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 : August 05, 2015

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, 6 and 7 of the accompanying Notice are annexed hereto.
2. The relevant details of the Directors seeking re-appointment/appointment under Item Nos. 5 and 6 of the accompanying Notice, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges is given under the Explanatory Statements.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 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 are requested to bring the attendance slips along with the copies of the annual report to the meeting.
7. 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 - 431136, Dist. Aurangabad, Maharashtra, 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.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from September 26, 2015 to September 30, 2015 (both days inclusive) for the payment of final dividend, if any, declared by the shareholders at the meeting.
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 electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Share Transfer Agent i.e. Sharex Dynamic (India) Pvt. Ltd., Unit-1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai 400 072. Tel.:(022) 2851 5606, 2851 5644, Fax. :(022) 2851 2885, E-mail ID.: sharexindia@vsnl.com.

10. 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 August 09, 2014 (date of last Annual General Meeting) on the website of the Company i.e. www.fdcindia.com and also on the website of the Ministry of Corporate Affairs i.e. www.mca.gov.in.
11. The Company shall transfer the Unclaimed dividends for all the years from 2007-2008 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.
12. The notice of the 75th Annual General Meeting of the Company along with printed Attendance Slips is being dispatched to all Members. Electronic copy of the Annual Report for the year ended March 31, 2015 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, 2015 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.
13. Members may also note that the Notice of the 75th Annual General Meeting and the Annual Report for the year ended March 31, 2015 shall also be available on the Company’s website i.e. www.fdcindia.com. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon submitting a request to the Company.

14. Voting through Electronic Means

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 75th 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.

The instructions for members for voting electronically are as under:-

- i. The E-Voting period begins on **September 27, 2015 at 10.00 A.M. IST** and ends on **September 29, 2015 at 05.00 P.M. IST**. During this period, shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. September 23, 2015 may cast their vote electronically. The E-Voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the E-Voting website i.e. www.evotingindia.com.
- iii. Click on Shareholders.
- iv. 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.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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. • 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.
DOB	Enter the Date of Birth as recorded in your Demat Account or in the company records for the said Demat Account or Folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the Client ID / Folio Number in the Dividend Bank details field as mentioned in instruction no. (iv).

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. 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 on 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.
- x. For Members holding shares in physical form, the details can be used only for E-Voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant FDC Limited on which you choose to vote.
- xii. 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 the option NO implies that you dissent to the Resolution.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the E-Voting page.
- xvii. If Demat Account holder has forgotten the same password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. **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 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.
- f. 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.
15. 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 23, 2015.
16. The Company is providing facility for voting by electronic means and the business may be transacted through such E-Voting only.
17. The polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote E-Voting shall be able to exercise their right at the meeting.
18. The members who have cast their vote by remote E-Voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
19. 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.
20. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the E-Voting period unlock the votes in the presence of atleast 2 (two) witnesses not in the employment of the Company and make a Scrutinizer’s report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
21. The results declared alongwith the Scrutinizers report shall be placed on the Company’s website i.e. www.fdcindia.com and on the website of CDSL within 3 (three) working days from the date of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the shares of the Company are listed.

By Order of the Board

Place : Mumbai
Date : August 05, 2015

Varsharani Katre
Company Secretary

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

The following Explanatory Statements, set out all material facts relating to the Special Business under Item Nos.5, 6 and 7 of the accompanying Notice dated August 05, 2015:

Item No. 5

The Board of Directors of the Company at its meeting held on September 06, 2014 has re-appointed Mr. Ameya A. Chandavarkar as a Wholetime Director, for a period of 5 (five) years with effect from November 01, 2014 to October 31, 2019.

It is now proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Ameya A. Chandavarkar as a Wholetime Director, in terms of all the applicable provisions of the Companies Act, 2013.

Mr. Ameya A. Chandavarkar joined FDC Limited in the year 2000 as Manager- Corporate Affairs, and thereafter was appointed as a Wholetime director of the Company in the year 2002. He is a Bachelor of Science in Information Systems and Marketing Management from Florida Southern College, Lakeland, USA. In 2007, he earned an MBA from INSEAD (France and Singapore).

Mr. Chandavarkar is responsible for FDC's International Business (Formulations), Consumer Healthcare (Enerzal) and Information Technology initiatives. He is also actively involved in Finance, Human Resource Development and other managerial and strategic affairs of the Company.

Mr. Chandavarkar is a member of the Risk Management Committee of the Company.

Mr. Chandavarkar is also a Director in Soven Trading and Investment Company Private Limited and Sports Square Private Limited. He holds 47,17,746 shares of FDC Limited as on March 31, 2015.

The terms and conditions of his re-appointment including the remuneration payable to Mr. Chandavarkar, Wholetime Director 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 agreement entered into with Mr. Chandavarkar dated September 06, 2014 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 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.

This Explanatory Statement together with the accompanying Notice is to be regarded as an abstract of the terms of the agreement and Memorandum of Concern or Interest under Section 190 of the Companies Act, 2013 and a disclosure under clause 49 of the listing agreement with Stock Exchanges.

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

The relatives of Mr. Ameya A. Chandavarkar may be deemed to be interested in the Resolution 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.

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

Item No. 6

The Board of Directors of the Company at their meeting held on September 06, 2014, has appointed, Mrs. Swati S. Mayekar as an Additional, Non Executive and Independent Director of the Company with effect from September 06, 2014, subject to the approval of the shareholders at the forthcoming Annual General Meeting.

It is now proposed to seek the members' approval for the appointment of Mrs. Swati S. Mayekar as an Non Executive and Independent Director of the Company for a term of 5 (five) consecutive years upto September 05, 2019 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, 2015.

Mrs. Mayekar is also not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

The Company has received notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mrs. Swati S. Mayekar for the office of Director of the Company.

The Company has also received declaration from Mrs. Swati S. Mayekar, that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mrs. Swati S. Mayekar fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Agreement. Mrs. Mayekar is independent of the management.

Copy of the letter for appointment of Mrs. Swati S. Mayekar as an Independent Director setting out the terms and conditions are 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 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.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

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 recommend the Resolution No. 6 for approval of the shareholders.

Item No. 7

The Board of Directors at their meeting held on May 27, 2015, on the recommendation of the Audit Committee, has approved the re-appointment of Mr. Prakash A. Sevekari, Cost Accountants (Membership No. 5978) as Cost Auditors to audit the cost records maintained by the Company for the financial year ending March 31, 2016, on a remuneration of Rs.4,25,000 /- (Rupees Four Lacs Twenty Five Thousand Only) excluding 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 at the forthcoming Annual General Meeting.

Accordingly, consent of the members is sought for passing the 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, 2016.

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 recommend the Resolution No. 7 for approval of the shareholders.

By Order of the Board

Place : Mumbai
Date : August 05, 2015

Varsharani Katre
Company Secretary



CIN: L24239MH1940PLC003176

Registered Office: B-8, M.I.D.C. Industrial Estate, Waluj - 431 136, Dist. Aurangabad, Maharashtra

R&D, Training Centre and Corporate Office: 142-48, Swami Vivekananda Road, Jogeshwari (West), Mumbai 400 102

Tel.: (022) 3071 9215, 3071 9100

E-mail ID.: investors@fdcindia.com Website: www.fdcindia.com

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 Members(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 Fifth Annual General Meeting of the Company, to be held on Wednesday, September 30, 2015 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 above Proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. Adoption of the Audited Financial Statements and Reports of the Board of Directors and Auditors thereon, for the year ended March 31, 2015		
2. Declaration of Final Dividend on Equity Shares		
3. Re-appointment of Mr. Ashok A. Chandavarkar who retires by rotation		
4. Re-appointment of M/s. S R B C & Co. LLP as the statutory auditors and to fix their remuneration		
5. Re-appointment of Mr. Ameya A. Chandavarkar as Wholetime Director		
6. Appointment of Mrs. Swati S. Mayekar as an Non Executive and Independent Director		
7. Approval of the Remuneration of Mr. Prakash A. Sevekari, Cost Auditors		

Signed this _____ day of _____ 2015.

Affix Re 1
Revenue
Stamp

Signature of Shareholder

Signature of the Proxyholder

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 75th 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.



FDC LIMITED

CIN: L24239MH1940PLC003176

Registered Office: B-8, M.I.D.C. Industrial Estate, Waluj - 431 136, Dist. Aurangabad, Maharashtra
R&D, Training Centre and Corporate Office: 142-48, Swami Vivekananda Road, Jogeshwari (West), Mumbai 400 102
Tel.: (022) 3071 9215, 3071 9100
E-mail ID.: investors@fdcindia.com **Website:** www.fdcindia.com

ATTENDANCE SLIP

Folio No./ Client ID :	
Name and Address of the Member:	
Name of the Joint Holder (s) :	
Name of the Proxy :	
No. of Shares held :	

I hereby record my presence at the Seventy Fifth Annual General Meeting of the Company, held on Wednesday, September 30, 2015 at 10.00 a.m. at WelcomHotel Rama International, R-3, Chikalthana, Aurangabad 431 210, Maharashtra.

Member's/ Proxy's Signature

(To be signed at the time of handing over this slip)

----- TEAR HERE -----

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	(PAN/ Sequence No.)

Note: Please read the complete instructions given under the Note (The instructions for members for voting electronically) to the Notice of Annual General Meeting. The E-Voting begins on **September 27, 2015 at 10.00 A.M. IST and ends on September 29, 2015 at 05.00 P.M. IST.** The E-Voting module shall be disabled by CDSL for voting thereafter.