



FDC LIMITED

Regd. Off: B-8, M.I.D.C. Ind. Area, Waluj - 431136, Dist. Aurangabad, Maharashtra
R&D, Training centre and Corp Office: 142-48, S.V. Road, Jogeshwari (West),
Mumbai - 400 102, Maharashtra

NOTICE TO MEMBERS

Members are hereby informed that the Company has dispatched the Notice alongwith the Explanatory Statement, Postal Ballot form and a self addressed reply envelope (for which postage will be paid by the Company), under Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules 2011, in relation to the passing of special resolution by Postal Ballot, seeking members consent for the following:

1. Buyback of equity shares from the shareholders pursuant to provisions of Section 77A and all other applicable provisions of the Companies Act, 1956.

Tentative Activity Schedule is as follows:

Activity	Date	Day
Date of Completion of dispatch of notices	July 12, 2012	Thursday
Date of commencement of voting through Postal Ballot	July 14, 2012	Saturday
Date of end of voting through Postal Ballot	August 13, 2012	Monday

The Board of Directors has appointed Mr. Deep Shukla, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. Members are requested to note that the Postal Ballot form, duly completed and signed, should reach the Scrutinizer not later than 5.30 p.m. on August 13, 2012 and all the Postal Ballot forms received after the said date will be treated as if reply from such member has not been received.

A member may request for a duplicate Postal Ballot form, if so required.

The voting rights of members have been reckoned on the paid up value of the shares registered in the name of the shareholder on the cut off date i.e. July 06, 2012.

For FDC Limited
Sd/-

Shalini Kamath
Company Secretary

Date: 14.07.2012

Place: Mumbai