FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]

सत्यमेव जयते

Annual Return

(other than OPCs and Small Companies)

Form language (•) English ( ) Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company: L24239MH1940PLC003176 **Pre-fill**

Global Location Number (GLN) of the company:

* Permanent Account Number (PAN) of the company: AAACF0253H

(ii) (a) Name of the company: FDC LIMITED

(b) Registered office address

B-8 MIDCINDUSTRIAL ESTATE
WALUJ
AURANGABAD
Maharashtra
431130

(c) *e-mail ID of the company: VARSHARANI.KATRE@FDCINDI

(d) *Telephone number with STD code: 02226739100

(e) Website: www.fdcindia.com

(iii) Date of Incorporation: 23/09/1940

(iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital (•) Yes ( ) No

(vi) *Whether shares listed on recognized Stock Exchange(s) (•) Yes ( ) No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent U67190MH1999PTC118368 Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ◉ Yes ○ No

(a) If yes, date of AGM 22/09/2022

(b) Due date of AGM 30/09/2022

(c) Whether any extension for AGM granted ○ Yes ◉ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 3 Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	FDC International Ltd, UK		Subsidiary	100
2	FDC Inc, USA		Subsidiary	100

3	Fair Deal Corporation Pharmac		Subsidiary	93

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	294,200,000	168,810,084	168,810,084	168,810,084
Total amount of equity shares (in Rupees)	294,200,000	168,810,084	168,810,084	168,810,084

Number of classes: 1

Class of Shares Equity Share	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	294,200,000	168,810,084	168,810,084	168,810,084
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	294,200,000	168,810,084	168,810,084	168,810,084

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	3,000	0	0	0
Total amount of preference shares (in rupees)	300,000	0	0	0

Number of classes: 1

Class of shares 8% Non-cumulative Redeemable Preference shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	3,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	300,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	1,795,524	167,014,560	168810084	168,810,084	168,810,08	
Increase during the year	0	108,000	108000	108,000	108,000	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify CONVERSION OF PHYSICAL SHARES TO DEM	0	108,000	108000	108,000	108,000	
Decrease during the year	108,000	0	108000	108,000	108,000	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify CONVERSION OF PHYSICAL SHARES TO DEMA	108,000	0	108000	108,000	108,000	
At the end of the year	1,687,524	167,122,560	168810084	168,810,084	168,810,08	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company INE258B01022

(ii) Details of stock split/consolidation during the year (for each class of shares) 0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media] ○ Yes ◉ No ○ Not Applicable

Separate sheet attached for details of transfers ◉ Yes ○ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures) 0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover 15,147,105,932.41

(ii) Net worth of the Company 19,486,851,020.89

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	91,382,238	54.13	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	25,697,206	15.22	0	
10.	Others	0	0	0	
	Total	117,079,444	69.35	0	0

Total number of shareholders (promoters) 9

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	28,651,193	16.97	0	
	(ii) Non-resident Indian (NRI)	1,906,247	1.13	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	200,925	0.12	0	

4.	Banks	0	0	0	
5.	Financial institutions	1,800	0	0	
6.	Foreign institutional investors	7,622,534	4.52	0	
7.	Mutual funds	9,607,980	5.69	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,133,757	1.86	0	
10.	Others AIF, IEPF, Trust, clearing me	606,204	0.36	0	
	Total	51,730,640	30.65	0	0

Total number of shareholders (other than promoters) 86,494

Total number of shareholders (Promoters+Public/ Other than promoters) 86,503

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	9	9
Members (other than promoters)	40,318	86,494
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. **Promoter**	5	0	5	0	12.37	0
B. Non-Promoter	0	5	0	5	0	0

(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	5	5	5	5	12.37	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 12

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
NOMITA RAMDAS CHA	00042332	Director	5,430,830	
ASHOK ANAND CHANI	00042719	Whole-time directo	0	
AMEYA ASHOK CHANI	00043238	Whole-time directo	10,244,985	
MOHAN CHANDAVARI	00043344	Managing Director	0	
NANDAN MOHAN CHA	00043511	Whole-time directo	5,204,173	
SWATI SANDESH MAY	00245261	Director	0	
MELARKODE GANESA	00792123	Director	0	
UDAY KUMAR GURKA	01749610	Director	0	
USHA ATHREYA CHAN	06517876	Director	100	
MAHESH CHANDRU B	08447258	Director	0	
VARSHARANI RAJARA	BFWPK9914F	Company Secretar	0	
SANJAY BHAWARLAL	ADZPJ2483L	CFO	1,562	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held: 1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	29/09/2021	40,327	80	69.51

B. BOARD MEETINGS

*Number of meetings held: 5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/05/2021	10	10	100
2	17/06/2021	10	10	100
3	12/08/2021	10	10	100
4	11/11/2021	10	10	100
5	09/02/2022	10	10	100

C. COMMITTEE MEETINGS

Number of meetings held: 16

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	26/05/2021	3	3	100
2	AUDIT COMM	12/08/2021	3	3	100
3	AUDIT COMM	11/11/2021	3	3	100
4	AUDIT COMM	09/02/2022	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
5	NOMINATION	04/02/2022	5	5	100
6	NOMINATION	31/03/2022	5	5	100
7	STAKEHOLDE	14/04/2021	3	3	100
8	STAKEHOLDE	14/07/2021	3	3	100
9	STAKEHOLDE	16/10/2021	3	3	100
10	STAKEHOLDE	12/01/2022	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	22/09/2022 (Y/N/NA)
1	NOMITA RAM	5	5	100	4	4	100	Yes
2	ASHOK ANAN	5	5	100	8	8	100	Yes
3	AMEYA ASHC	5	5	100	2	2	100	Yes
4	MOHAN CHAI	5	5	100	12	12	100	Yes
5	NANDAN MOI	5	5	100	0	0	0	Yes
6	SWATI SAND	5	5	100	8	8	100	Yes
7	MELARKODE	5	5	100	2	2	100	Yes
8	UDAY KUMAF	5	5	100	10	10	100	Yes
9	USHA ATHRE	5	5	100	6	6	100	Yes
10	MAHESH CH/	5	5	100	2	2	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mohan Chandavark	Managing Direct	13,468,136	14,817,153	0	2,306,939	30,592,228
2	Nandan Chandavar	Whole Time Dire	10,526,816	11,112,865	0	2,137,840	23,777,521
3	Ashok Chandavarka	Whole Time Dire	5,345,164	9,878,102	0	1,051,760	16,275,026
4	Ameya Chandavark	Whole Time Dire	5,657,200	8,643,339	0	1,192,568	15,493,107
5	Nomita Chandavark	Director	2,594,000	3,704,288	0	193,200	6,491,488
	Total		37,591,316	48,155,747	0	6,882,307	92,629,370

Number of CEO, CFO and Company secretary whose remuneration details to be entered 2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SANJAY BHAWARI	CFO	9,775,068	0	0	0	9,775,068
2	VARSHARANI RAJ.	COMPANY SEC	3,096,864	0	0	0	3,096,864
	Total		12,871,932	0	0	0	12,871,932

Number of other directors whose remuneration details to be entered 5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	UDAY KUMAR GUI	Independent No	0	200,000	0	155,000	355,000
2	SWATI SANDESH I	Independent No	0	200,000	0	155,000	355,000
3	MELARKODE GAN	Independent No	0	200,000	0	75,000	275,000
4	USHA ATHREYA C	Independent No	0	200,000	0	75,000	275,000
5	MAHESH CHANDR	Independent No	0	200,000	0	75,000	275,000
	Total		0	1,000,000	0	535,000	1,535,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ◉ Yes ○ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

○ Yes ◉ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name: SANJAY RASIKLAL DHOLAKIA

Whether associate or fellow: ○ Associate ◉ Fellow

Certificate of practice number: 1798

I/We certify that:
(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 04 dated 25/05/2022 (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director: MOHAN ANAND CHANDAVARKAR — Digitally signed by MOHAN ANAND CHANDAVARKAR Date: 2022.11.18 15:20:26 +05'30'

DIN of the director: 00043344

To be digitally signed by: VARSHARANI RAJARAM KATRE — Digitally signed by VARSHARANI RAJARAM KATRE Date: 2022.11.18 15:21:48 +05'30'

(●) Company Secretary

( ) Company secretary in practice

Membership number: 8948

Certificate of practice number:

Attachments

1. List of share holders, debenture holders — **Attach**
2. Approval letter for extension of AGM; — **Attach**
3. Copy of MGT-8; — **Attach**
4. Optional Attachement(s), if any — **Attach**

List of attachments

Committee Meetings Details.pdf
MGT-8 FDC Limited_2022.pdf
Share Transfer Details.pdf

Remove attachment

Modify | Check Form | Prescrutiny | Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company