



FDC Limited

MANUFACTURERS & EXPORTERS OF FOODS, DRUGS & CHEMICALS

FOR INFORMATION OF THE SHAREHOLDERS OF THE COMPANY

CORRIGENDUM TO THE NOTICE OF 82ND ANNUAL GENERAL MEETING (AGM) SCHEDULED TO BE HELD ON THURSDAY, SEPTEMBER 22, 2022 (AGM) AT 10.00 PM THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS

In due compliance with the provisions of the Companies Act, 2013 read with Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, FDC Limited ("the Company") circulated a Notice dated August 04, 2022 ("AGM Notice") on August 29, 2022 to all its Shareholders for convening the AGM as mentioned above. This Corrigendum shall form an integral part of the Notice dated August 4, 2022 circulated to the Members of the Company and should be read in conjunction with the Notice.

Please take note of the following inadvertent omission of Explanatory Statement to Item No. 4 of the Notice.

4. Re-appointment of existing Statutory Auditors i.e. M/s. BSR & Co. LLP for a further period of 5 (Five) years

This Explanatory Statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Members of the Company at 77th Annual General Meeting (AGM) held on August 19, 2017 had appointed M/s. B S R & Co. LLP, Chartered Accountants (ICAI Firm's Registration No. 101248W/W100022), (hereinafter referred to as "BSR") as the Statutory Auditors of the Company to hold office from the conclusion of 77th AGM until the conclusion of the 82nd AGM of the Company. Accordingly, the present term of BSR as Statutory Auditors of the Company shall conclude at the 82nd AGM. In terms of the provisions of Section 139 of the Companies Act, 2013 ("the Act"), the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or re-appoint an audit firm as Statutory Auditors for not more than two terms of five consecutive years.

In view of vast experience, range of expertise and competency of the audit team, the Board of Directors based on the recommendation of the Audit Committee, at their meeting held on May 25, 2022 considered the matter relating to re-appointment of the Statutory Auditors and have unanimously recommended re-appointment of M/s. B S R & Co. LLP (ICAI Firm's Registration No. 101248W/W-100022) as the Statutory Auditors of the Company, to hold office for a second consecutive term of five (5) years from the conclusion of the 82nd Annual General



Meeting of the Company till the conclusion of the 87th Annual General Meeting to be held for financial year 2026-2027, in accordance with 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, at a remuneration to be decided mutually by the Board and the Statutory Auditors.

M/s. B S R & Co. LLP, Chartered Accountants, have given their consent to act as Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

Further the Board of Directors of the Company have decided to pay the same audit fee for the financial year 2022-2023, as paid in previous financial year to the tune of Rs. 45 Lakhs plus applicable taxes, certification charges from time to time and reimbursement of the out of pocket expenses as may be incurred by the Auditors during the course of Audit/Limited Review and Certification for the financial year ending on March 31, 2023. The Board of Directors to be authorized to approve revisions to the remuneration of the Statutory Auditors for the remaining term of the tenure.

B S R & Co. was constituted on 27th March, 1990 as a partnership firm having firm registration no. 101248W. It was converted into limited liability partnership i.e., B S R & Co. LLP on 14th October, 2013 thereby having a new firm registration no. 101248W/W-100022. The registered office of the firm is at 14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Centre, Western Express Highway, Goregaon (East), Mumbai- 400063. B S R & Co. LLP is a Member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India.

B S R & Co. LLP is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur and Kochi. B S R & Co. LLP has over 3000 staff and 100+ Partners. B S R & Co. LLP audits various companies listed on stock exchange in India including companies in the Pharmaceuticals sector. The firm holds the peer review certificate as issued by "ICAI".

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested in the resolution.

The Board recommends the Resolution No. 4 for approval of the shareholders as an Ordinary Resolution.



Other contents of the AGM Notice remain unchanged, and this Corrigendum shall form an integral part of AGM Notice.

This Corrigendum shall also be available at the website of the Company at www.fdcindia.com and on the website of BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com where the shares of the Company are listed.

For FDC LIMITED



Varsharani Katre

Company Secretary & Compliance Officer