



## 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:** investors@fdcindia.com

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

**NOTICE** is hereby given that the Seventy Seventh Annual General Meeting of FDC Limited will be held on **Saturday, August 19, 2017**, 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 and Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend for the financial year ended March 31, 2017.
3. To appoint a Director in place of Mr. Ameya A. Chandavarkar (DIN: 00043238) 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) and as recommended by the Audit Committee and Board of Directors, B S R & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 101248W/W-100022), be and is hereby appointed as the Statutory Auditors of the Company to hold office for a term of 5 (Five) consecutive years from the conclusion of this 77<sup>th</sup> Annual General Meeting till the conclusion of the 82<sup>nd</sup> Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting till the 82<sup>nd</sup> Annual General Meeting.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to fix their remuneration as may be recommended by the Audit Committee and as mutually agreed upon by the Board of Directors and the Statutory 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 Section 197 and any 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 Members be and is hereby accorded to the payment of commission of a sum not exceeding 0.25 percent per annum on the annual net profits of the Company, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, to the Non-Executive Directors of the Company (other than the Managing Director or Wholtime Directors), in such proportion and manner as may be determined and decided by the Board of Directors provided that none of the Non-Executive Directors shall receive individually a sum not exceeding Rs. 2,00,000/- (Rupees Two Lakhs Only) in a financial year, for a period of 5 (Five) years and such payments shall be made in respect of the profits of the Company for each financial years commencing from April 01, 2017 to March 31, 2022.

**RESOLVED FURTHER THAT** the above remuneration shall be in addition to the fees payable to the Non-Executive Directors for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.”

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 provisions of Section 148 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

Members and do hereby ratify the remuneration of Rs.4,25,000/- (Rupees Four Lakhs and Twenty Five Thousand Only) plus taxes and out of pocket expenses, payable to M/s. Sevekari Khare & Associates, Cost Accountants (Firm Registration No. 000084), who have been appointed as the Cost Auditors by the Board of Directors, on the recommendation of the Audit Committee, to audit the cost records of the Company for the financial year ending March 31, 2018.

**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.”

7. 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 Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), whereby, a document may be served on any Member by the Company, by sending it to him/her by post or by registered post or by speed post or by courier or such electronic or other mode as may be prescribed, approval of the Members be and is hereby accorded to charge from the Members such fees in advance, equivalent to estimated actual expenses of delivery of documents, pursuant to any request made by any Member for delivery of such documents through a particular mode of service mentioned above, provided that such request along with requisite fees has been duly received by the Company at least 10 (Ten) days in advance of dispatch of document by the Company to the Members.

**RESOLVED FURTHER THAT** the Board of Directors and the Key Managerial Personnel of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as they may be necessary, proper or desirable to give effect to above resolution.”

By Order of the Board

Place : Mumbai

Date : May 26, 2017

**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 & 7 of the accompanying Notice is annexed hereto.
2. In respect of Resolution at Item No. 3, a statement giving additional information on the Director seeking 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.

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.

4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting pursuant to Section 113 of the Companies Act, 2013.
5. 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.
6. Final Dividend of Rs.2.25/- per equity share has been recommended by the Board of Directors for the year ended March 31, 2017 and subject to the approval of the Members at the ensuing Annual General Meeting, is proposed to be paid latest by September 18, 2017.

7. The Register of Members and Share Transfer Books of the Company shall remain closed from August 10, 2017 to August 19, 2017 (both days inclusive) for annual closing and determining the entitlement of the Shareholders to the Final Dividend 2016-2017.
8. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
9. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
10. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Registrar & Share Transfer Agent for any assistance in this regard.
11. 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.
12. Under Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of 7 (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. 14,17,820/- (Rupees Fourteen Lakhs Seventeen Thousand Eight Hundred and Twenty Only) being the unpaid and unclaimed dividend amount pertaining to Final Dividend 2008-2009 to the IEPF of the Central Government.

The Company has been sending reminders to those Members having unpaid/unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/unclaimed dividend are also uploaded on the Company's website i.e. [www.fdcindia.com](http://www.fdcindia.com). Members, who have not encashed their dividend pertaining to Final Dividend 2009 - 2010 and onwards, are advised to write to the Company immediately claiming dividends declared by the Company.

The Ministry of Corporate Affairs ('MCA') had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from 7<sup>th</sup> September, 2016 ('IEPF Rules 2016'). Amongst other things, the Rules provides for the manner of transfer of the unpaid and unclaimed dividends to the IEPF and the manner of transfer of shares in case any dividend has not been encashed by the Shareholders on such shares during the last 7 (Seven) years to the designated Suspense Account as prescribed by the IEPF Authority.

As per the requirement of Rule 6 of the IEPF Rules 2016, the Company had published the required notice in newspaper and sent reminder letters to all the Shareholders who had not claimed/encashed dividends in the last 7 (Seven) years intimating them, amongst other things, the requirements of the IEPF Rules, 2016 with regard to transfer of shares and that in the event those Shareholders do not claim any unclaimed/unpaid dividends for the past 7 (Seven) years, the Company will be required to transfer the respective shares to the IEPF Suspense Account by the due date prescribed as per the IEPF Rules, 2016 or such other extended date as may be notified. The Company has uploaded the details of such Shareholders and the shares due to be transferred on the website of the Company i.e. [www.fdcindia.com](http://www.fdcindia.com)

13. 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 17, 2016 (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).
14. In accordance with the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, S R B C & CO LLP, Chartered Accountants, Statutory Auditors of the Company shall retire at the conclusion of the 77<sup>th</sup> Annual General Meeting of the Company.

Pursuant to the provisions of the Companies Act, 2013 and the Companies (Audit and Auditor) Rules, 2014, and on the recommendation of the Audit Committee, the Board of Directors has appointed B S R & Co. LLP, Chartered Accountants (ICAI

Firm Registration No. 101248W/W-100022), as the Statutory Auditors of the Company, for a period of 5 (Five) years, i.e. to hold office from the conclusion of this 77<sup>th</sup> Annual General Meeting till the conclusion of 82<sup>nd</sup> Annual General Meeting of the Company, to be held in the year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditors.

Consent and Certificate u/s. 139 of the Companies Act, 2013 have been obtained from B S R & Co. LLP, Chartered Accountants, to the effect that their appointment, if made, shall be in accordance with the applicable provisions of the Act and the Rules made thereunder.

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, B S R & Co. LLP, Chartered Accountants, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

15. In case of joint holders attending the Annual General Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
16. Members desiring any information pertaining to the financial statements are requested to write to the Company Secretary at an early date so as to enable the Management to reply at the Annual General Meeting.
17. A route map showing directions to reach the venue of the 77<sup>th</sup> Annual General Meeting is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".
18. Electronic copy of the Notice and the Annual Report for the year ended March 31, 2017 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, 2017 is being physically sent along with the Notice. Members who have not yet registered their e-mail address are encouraged to submit their request with the Company/Depository Participants(s), as the case may be.
19. Members may also note that the Notice of the 77<sup>th</sup> Annual General Meeting and the Annual Report for the year ended March 31, 2017 shall also be available on the website of the Company i.e. [www.fdcindia.com](http://www.fdcindia.com) for download. Even after registering for e-communication, Members are entitled to receive such documents in physical form, upon submitting a request to the Company.

**20. Process and manner of 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 77<sup>th</sup> 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 the number of shares of the paid up capital of the Company as on the cut-off date of e-voting i.e. August 12, 2017.
- 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, but has ceased to be a Member on the cut-off date of e-voting, 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 3 (three) days from the date of the conclusion of the AGM, 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. August 19, 2017.

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

- i. The remote e-voting shall commence on **Wednesday, August 16, 2017 at 9.00 A.M. IST** and end on **Friday, August 18, 2017 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. August 12, 2017 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 resolution of any company, then your existing password has to be used.
- viii. If you are a first time user follow the steps given below:

|                                                     | For Members holding shares in Demat Form and Physical Form                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <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 at instruction no. 21 (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 to 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 e-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 a print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. If the 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 Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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 been issued in favour of the Custodians, 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- 22.** 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, 2017

**Varsharani Katre**  
Company Secretary

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

### **Item No. 5**

The Members of the Company at the 72<sup>nd</sup> Annual General Meeting had approved the payment of remuneration by way of commission to Non-Executive Directors, of a sum not exceeding 0.25 percent per annum on the net profits of the Company calculated in accordance with the provisions of the Companies Act, 1956, for a period of 5 (Five) years commencing from April 01, 2012 to March 31, 2017.

Taking into considerations the various responsibilities entrusted on the Non-Executive Directors under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and their contribution to the growth and better corporate governance practices in the Company, it is proposed that the Non-Executive Directors (other than the Managing Director or Wholetime Directors) be paid a remuneration not exceeding 0.25 percent per annum of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013, provided that none of the Non-Executive Directors shall receive individually a sum not exceeding Rs. 2,00,000/- (Rupees Two Lakhs Only) in each financial year, for a period of 5 (Five) years starting from April 01, 2017 to March 31, 2022. This remuneration will be distributed amongst all or some of the Non-Executive Directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Companies Act, 2013.

The above remuneration shall be in addition to the fees payable to the Directors for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, and reimbursement of expenses for participation in the Board and other meetings.

Accordingly, the approval of the Members is sought by way of a Special Resolution as set out at Item No. 5 of the Notice for payment of remuneration by way of commission to the Non-Executive Directors of the Company for a period of 5 (Five) years commencing from April 01, 2017.

The Managing Director, Wholetime Directors and Key Managerial Personnel of the Company and their relatives are not in any way, concerned or interested, financially or otherwise, in the Resolution No. 5 of the Notice. The Non-Executive Directors may be deemed to be concerned or interested, financially or otherwise, in the Resolution No.5 to the extent of the remuneration that may be received by them.

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

### **Item No. 6**

The Board of Directors at their meeting held on May 26, 2017, on the recommendation of the Audit Committee, has approved the re-appointment of M/s. Sevekari Khare & Associates (Firm Registration No. 000084), as Cost Auditors to audit the cost records of the Company for the financial year ending March 31, 2018, on a remuneration of Rs.4,25,000/- (Rupees Four Lakhs and Twenty Five Thousand Only) plus taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company at the Annual General Meeting.

Accordingly, the approval of the Members is sought by way of an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6.

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

### **Item No. 7**

As per the provisions of Section 20 of the Companies Act, 2013, a Company may serve documents on its Members by post or by registered post or by speed post or by courier or such electronic or other mode as may be prescribed. Further, a Member may request the delivery of document through any other mode by paying such fees as may be determined by the Members in the Annual General Meeting.

Accordingly, the approval of the Members is sought by way of a Special Resolution as set out at Item No. 7 of the Notice for charging from the Members such fees in advance, equivalent to estimated actual expenses of delivery of documents, pursuant to any request made by any Member for delivery of such documents through a particular mode of service mentioned above, provided that such request along with requisite fees has been duly received by the Company at least 10 (Ten) days in advance of dispatch of document by the Company to the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7.

The Board recommends the Resolution No. 7 for approval of the Members.

By Order of the Board

Place : Mumbai  
Date : May 26, 2017

**Varsharani Katre**  
Company Secretary

## **II. DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

### **Re-appointment of Mr. Ameya A. Chandavarkar (Item No. 3)**

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

Mr. Ameya R. Chandavarkar was appointed as a Wholetime Director of the Company for a period of 5 (Five) years effective from November 01, 2014 to October 31, 2019. As per the terms of his appointment, re-appointment at the AGM as a Director retiring by rotation would not constitute break in his appointment as a Wholetime Director.

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), The 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. He is also a member of the Risk Management Committee of the Company.

Mr. Chandavarkar is also a Director in Sports Square Private Limited, Virgo Advisors Private Limited and Leo Advisors Private Limited. He holds 10,720,580 shares of FDC Limited as on March 31, 2017.

Mr. Ashok A. Chandavarkar being related to Mr. Ameya A. Chandavarkar and Mr. Ameya A. Chandavarkar himself is 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. 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 and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3.

Upon his re-appointment as a Director, Mr. Ameya A. Chandavarkar shall continue to hold office as a Wholetime Director.

The Board recommends the Resolution No. 3 for approval of the Members.

By Order of the Board

Place : Mumbai  
Date : May 26, 2017

**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:** investors@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 Seven Annual General Meeting of the Company, to be held on Saturday, August 19, 2017 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:

| Sr. No. | Resolutions                                                                                                                                                        |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.      | Adoption of the Audited Standalone and Consolidated Financial Statements for the year ended March 31, 2017 and Reports of Board of Directors and Auditors thereon. |
| 2.      | Declaration of Dividend for the financial year ended March 31, 2017.                                                                                               |
| 3.      | Re-appointment of Mr. Ameya A. Chandavarkar, Wholetime Director (DIN: 00043238) who retires by rotation and being eligible, seeks re-appointment.                  |
| 4.      | Appointment of B S R & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company and to fix their remuneration.                                     |
| 5.      | Payment of commission to the Non-Executive Directors of the Company for a period of 5 years commencing from April 01, 2017 to March 31, 2022.                      |
| 6.      | Ratification of Remuneration payable to M/s. Sevekari Khare & Associates, Cost Auditors for the financial year ending March 31, 2018.                              |
| 7.      | Authorising the Company to charge for service of documents to members of the Company.                                                                              |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

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

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

Affix Re 1  
Revenue  
Stamp

**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.

## Route map for the venue of the Annual General Meeting

**Venue** : WelcomHotel Rama International,  
R-3, Chikalthana, Aurangabad- 431 210,  
Maharashtra.

**Landmark**: Opposite High Court



Distance from Aurangabad Railway Station : 7.4 km



Distance from Aurangabad Airport: 3.9 km

## NOTES

[illegible]